Index

ACCESS
Electronic media, **3A:4**
Market Access Rule, risk management controls, **2A:248**

ACCOUNTANTS
Underwriters, reliance on accountants, **3:74**

ACCOUNTS AND ACCOUNTING
See **Customer Accounts**(this index)

ACCURACY
Securities Act of 1933, **3:79 to 3:81**

ACTIVE MILITARY SERVICE
Registration, **2:69**

ADDRESSES
See **Customer Accounts**(this index)

ADMINISTRATIVE ACTION
See **Municipal Securities**(this index)

ADVERTISEMENTS AND OTHER COMMUNICATIONS WITH THE PUBLIC
Additional guidance
Fees and expenses, **2A:168**
Performance advertising, **2A:169**
All communications, standards applicable to
Generally, **2A:149**
Content standards for public communications, below
Appeal and review. FINRA, below
Approval, filing, and recordkeeping
Generally, **2A:183 to 2A:191**
FINRA filing requirements/review procedures. FINRA, below
Principal pre-use approval of communications
Generally, **2A:184**
Designing an effective retail communication review program, **2A:186**
Intermediary firms, exception for, **2A:185**
Recordkeeping requirements, **2A:191**
Bond funds
Replacement of CD with, **2A:153**
Volatility ratings, standards for advertisements and sales literature, **2A:162**
Broker taping rule, **2A:196**
Business cards and stationary/letterhead, **2A:165**
Categories
Generally, **2A:143 to 2:147**
Correspondence, **2A:145**

ADVERTISEMENTS AND OTHER COMMUNICATIONS WITH THE PUBLIC—Cont'd
Categories—Cont'd
Institutional communications, **2A:146**
Public appearances, **2A:147**
Retail communications, **2A:144**
CDs. Certificates of deposit, below
Certificates of deposit
Investment of CD proceeds into securities products, **2A:152**
Replacement of CD with a bond fund, **2A:153**
Cold calling, **2A:194**
Consent. Approval, filing, and recordkeeping, above
Content standards for public communications
Generally, **2A:148 to 2A:175**
All communications, standards applicable to
Generally, **2A:151 to 2A:164**
Advertising recent mutual fund performance, **2A:151**
Certificates of deposit, above
FINRAs name or logo, use in communications, **2A:158**
Hedge fund advertising, below
Interactive calculators, **2A:157**
Misleading presentations checklist, **2A:160**
Stretch IRAs communications, **2A:156**
Unit investment trust communications, **2A:159**
Business cards and stationary/letterhead, **2A:165**
Disclosure. Fee, expense, and standardized fund performance disclosure, below in this group
Fee, expense, and standardized fund performance disclosure
Generally, **2A:167 to 2A:174**
Additional FINRA guidance on performance advertising, **2A:169**
Additional guidance on fees and expenses, **2A:168**
Exchange-traded fund performance, **2A:170**
Institutional sales material, **2A:175**
Mutual fund fees and expenses, disclosure, **2A:168**
Newly organized funds, related performance information for, **2A:169**
Performance graphs, use in fund advertisements, **2A:172**

ADVERTISEMENTS AND OTHER COMMUNICATIONS WITH THE PUBLIC—Cont'd
Content standards for public communications —Cont'd
Fee, expense, and standardized fund performance disclosure—Cont'd
Predated performance in variable annuity advertisements, use of, **2A:173**
Sudden performance changes, guidance on, **2A:171**
Yield disclosures, **2A:174**
Literature. Sales literature, below
Networking arrangements with financial institutions, **2A:166**
Sales literature, below
Specific content standards, **2A:150**
Correspondence, **2A:145**
Dealer-use/internal-use-only materials, **2A:197**
Disclosure
Content standards for public communications, above
Fee, expense and standardized fund performance, **2A:167**
Mutual fund fees and expenses, **2A:168**
Proposed target date fund disclosure, **2A:179**
SEC fund advertising and other requirements, **2A:178, 2A:179**
Yield disclosures, **2A:174**
Electronic communications, **2A:195**
Exceptions, exemptions, and exclusions
FINRA filing requirements/review procedures, **2A:188**
Principal pre-use approval of communications, intermediary firms, **2A:185**
Exchange-traded fund performance, **2A:170**
Exemptions. Exceptions, exemptions, and exclusions, above
Expenses. Content standards for public communications, above
Fees and expenses. Content standards for public communications, above
Filing. Approval, filing, and recordkeeping, above
FINRA
Additional guidance on performance advertising, **2A:169**
Filing requirements/review procedures
Generally, **2A:188**
Filing fees, **2A:190**
Retail communications, **2A:187**
Voluntary and other filings, **2A:189**
Guidance on customer communications relating to departing representatives, **2A:199**
Logo, use in communications, **2A:158**
Name or logo, use in communications, **2A:158**

ADVERTISEMENTS AND OTHER COMMUNICATIONS WITH THE PUBLIC—Cont'd
FINRA—Cont'd
Performance advertising, additional guidance on, **2A:169**
General standards applicable to all communications, **2A:149**
Hedge fund advertising
Generally, **2A:154**
Enforcement actions, **2A:155**
Index comparisons in fund sales material, standards for advertising and sales literature, **2A:164**
Institutional communications, **2A:146**
Institutional sales material, **2A:175**
Interactive calculators, **2A:157**
Intermediary firms, exception for principal pre-use approval of communications, **2A:185**
Investment analysis tools, standards for advertisements and sales literature, **2A:163**
IRAs communications, **2A:156**
Logo of FINRA, use in communications, **2A:158**
Misleading presentations checklist, **2A:160**
Mutual funds
Disclosure of fees and expenses, **2A:168**
Performance, **2A:151**
Volatility ratings, **2A:162**
Name or logo of FINRA, use in communications, **2A:158**
Networking arrangements with financial institutions, **2A:166**
Newly organized funds, related performance information for, **2A:169**
Oral communications
Generally, **2A:193**
Telemarketing/cold calling, **2A:194**
Other communications issues, generally, **2A:192 to 2A:194, 2A:199**
Performance
Additional guidance on performance advertising, **2A:169**
Advertising exchange-traded fund performance, **2A:170**
Fee, expense, and standardized fund performance disclosure, **2A:167**
Graphs, use in fund advertisements, **2A:172**
Mutual fund performance, recent, **2A:151**
Newly organized funds, related performance information for, **2A:169**
Predated performance in variable annuity advertisements, use of, **2A:173**
Recent mutual fund performance, **2A:151**
SEC fund advertising and other requirements, below
Sudden performance changes, guidance on, **2A:171**

ADVERTISEMENTS AND OTHER COMMUNICATIONS WITH THE PUBLIC—Cont'd
Predated performance in variable annuity advertisements, use of, **2A:173**
Principal pre-use approval of communications. Approval, filing, and recordkeeping, above
Public appearances, **2A:147**
Recent mutual fund performance, **2A:151**
Recordkeeping. Approval, filing, and recordkeeping, above
Regulation of broker-dealers, generally, **2A:142 to 2:199**
Replacing a CD with a bond fund, **2A:153**
Retail communications
Generally, **2A:144**
FINRA filing requirements/review procedures, **2A:187**
Review program, effective design, **2A:186**
Review. FINRA, above
Sales
Literature. Sales literature, below
Promoting commission discounts, **2A:59**
Sales literature
Generally, **2A:162 to 2A:164**
Bond mutual fund volatility ratings, **2A:162**
Index comparisons in fund sales material, use of, **2A:164**
Investment analysis tools, **2A:163**
SEC fund advertising and other requirements
Generally, **2A:176 to 2A:182**
Content standards for sales material, **2A:181**
Performance advertisements
Generally, **2A:177**
Disclosure and presentation standards required for Rule 482 advertisements, **2A:178**
Proposed target date fund disclosure, **2A:179**
Sales literature, **2A:180**
Summary prospectus, **2A:182**
Specific content standards, **2A:150**
Stretch IRAs communications, **2A:156**
Sudden performance changes, guidance on, **2A:171**
Telemarketing/cold calling, **2A:194**
Unit investment trust communications, **2A:159**
Volatility ratings of bond mutual fund, standards for advertisements and sales literature, **2A:162**
Yield disclosures, **2A:174**

ADVISER
Badges, **1:23, 1:27**
Registration, **1:23, 1:27**

ADVISERS ACT
Firms managing discretionary accounts, customer account, **2A:13.50**
Securities and Exchange Commission (SEC), **6A:12**

ADVISORY ACCOUNT AGREEMENTS
Customer accounts, **2A:13**

AFFILIATES
Prospectus and other written information, covered fund research report by unaffiliated broker or dealer, **3:64**
Underwriters. **Underwriters**(this index)

AGENCIES
Badges, **1:30**

AGENTS
Brokers' transactions, broker acting as agent, **3:32**

AGREEMENTS
See **Contracts and Agreements** (this index)

AIDING AND ABETTING
See **Fraud**(this index)

ALTERNATIVE TRADING SYSTEMS (ATS)
Badges of broker-dealer activities, **1:35 to 1:37**
Underwriters, **3:41**

AMENDMENTS
See **Registration** (this index)

ANALYSIS TOOLS
Advertisements and other communications with the public, **2A:163**

ANNUAL CEO COMPLIANCE CERTIFICATION
Regulation of broker-dealers, **2A:227**

ANNUAL REVIEW
See **Supervision, Oversight, and Risk Controls**(this index)

ANNUITIES
Registration, variable annuity contracts as security, **1:59**

ANTIFRAUD PROVISIONS
Fiduciary duties, **5:12**

ANTI-MONEY LAUNDERING
Compliance programs, Rule 3310, **2A:37**

APPEAL AND REVIEW
Annual review. **Supervision, Oversight, and Risk Controls**(this index)
Electronic communications. **Electronic Communications with Customers**(this index)
Madoff, special review committee report, **6:13**

APPEAL AND REVIEW—Cont'd
Municipal securities, underwriter's duty to review disclosure documents, **3B:22**
New product review, regulation of broker-dealers, **2A:240**
Registration, review of waiver request, **2:34**
Supervision. **Supervision, Oversight, and Risk Controls**(this index)

APPLICATION PROCESS
See **Registration** (this index)

APPROVAL
See **Consent**(this index)

ARBITRATION
Generally, **4:1 to 4:23**
Agreements to arbitrate, challenges, **4:5**
Appearances, subpoenas direct and, **4:19.50**
Arbitrability of disputes, role of courts, **4:14, 4:15**
Ascendency of arbitration, consequences of, **4:4**
Attorney's fees, **4:23**
Challenges to arbitration agreements, **4:5**
Claim preclusion, **4:4.50**
Communications between parties and arbitrators, **4:13**
Construction and interpretation, **4:10**
Court order for award, enforceability, **4:22**
Court system, role of, **4:14**
Customer accounts. **Customer Accounts**(this index)
Customer of firm defined for purposes of, **4:15**
Direct appearances, subpoenas and, **4:19.50**
Direct communications between parties and arbitrators, **4:13**
Discovery, **4:17**
Discrimination, **4:7**
Dismissal motion, **4:20**
Existence of agreement for purposes of, **4:15**
Immunity of SROs/arbitrators/others, **4:18**
Issue preclusion, **4:4.50**
Judicial adjudication, compared, **4:14**
"Manifest disregard of the law," **4:10**
Motions practice, **4:19**
Number of arbitrators, **4:11**
Obligation of broker to arbitrate, **4:2**
Orders, authority of arbitrator to issue, **4:19.50**
Preclusive effect of decisions, **4:4.50**
Punitive damages, **4:6**
Qualifications of arbitrators, **4:11**
Registered persons, arbitration disclosure about employment matters for, **2:78**
Representation of parties, **4:12**
Sanctions imposed by arbitrator, **4:21**
Selection of arbitrators, **4:11**
Statutes, **4:9**

ARBITRATION—Cont'd
Statutory rights, **4:7**
Subpoenas and direct appearances, **4:19.50**
Suitability of dispute, **4:14**
System of arbitration, **4:8 to 4:23**
Vacating awards, **4:9, 4:10**
Whistleblower claims, **4:7**

ASSOCIATED BROKER-DEALERS
Badges, **1:30**
Qualifications. **Registration**(this index)
Registration. **Registration**(this index)

ASSOCIATED PERSON
Defined, **2:22**

ATM MACHINES
Special situations, badges of broker-dealer activities, **1:31.30**

ATS (ALTERNATIVE TRADING SYSTEMS)
Badges of broker-dealer activities, **1:35 to 1:37**

ATTORNEYS
Due diligence, responsibility of underwriter for counsel's lack of due diligence, **3:75**
Registration and qualification of associated persons, status of general counsel/secretary as principals, **2:54**

ATTORNEY'S FEES
Arbitration, **4:23**

AVOIDANCE
Underwriter status, avoidance of. See **Underwriters** (this index)

BACK OFFICE AND MINISTERIAL SERVICES
Badges, **1:28**

"BADGES" OF BROKER - DEALER ACTIVITIES
Generally, **1:7 to 1:23**
Alternative trading systems, **1:35 to 1:37**
ATM machines, **1:31.30**
ATS (alternative trading systems), **1:35 to 1:37**
Atypical public offerings through internet and "solicitation," **1:34**
Back office and ministerial services, **1:28**
Bank premises, selling funds, **1:31.10**
Blass Speech, **1:24**
Collectors items, stock certificates sold as, **1:31**
Commission fee in proportion to sale amount, finders, **1:18**
Compensation based on sales, issuers and issuers' employees, **1:10**
Corporations of convenience, **1:29**
Crossing and similar networks, **1:36**
Custody, **1:28**

"BADGES" OF BROKER - DEALER ACTIVITIES—Cont'd
Dark pools, **1:38**
Disclosures
Fund prospectus, **1:31.50**
Required, **1:31.40**
Electronic communications networks, **1:37**
Employee leasing companies, **1:29**
Employees of issuers. Issuers and issuers' employees, below
Facilitators of mergers, **1:27**
Financial
Consultants, **1:23, 1:26, 1:27**
Institution logos, **1:31.60**
Finders
Generally, **1:15 to 1:22**
Amount of sale, commission fee in proportion to, **1:18**
Commission fee in proportion to sale amount, **1:18**
Discussing details, **1:17**
Experience selling securities, **1:19**
FINRA's capital acquisition brokers rules, **1:25**
Membership organizations and professionals as finders, use of, **1:21**
Negotiations, involvement in, **1:17**
Other experience trading securities, **1:19**
Permission for finders of funds for Social Security provider to register, **1:22**
Professionals, **1:21**
Recommendations, making, **1:17**
Rule 3a4-1 safe harbor, **1:14**
Safe harbor, Rule 3a4-1, **1:14**
Soliciting investors, **1:17**
Summary, **1:15**
Trading information and matching systems, **1:20**
Typical factors, **1:16**
FINRA's capital acquisition brokers rules, **1:25**
Fraudulent sale of non-existent securities on Internet, **1:33, 1:34**
Fund prospectus, disclosures, **1:31.50**
Insurance agencies, sale of securities through associated broker-dealers, **1:30**
Internet, **1:32 to 1:34**
Investment advisers, **1:23, 1:27**
Issuers and issuers' employees
Generally, **1:8 to 1:14**
Compensation based on sales, **1:10**
Duties in addition to sales, **1:11**
Noninvolvement in other securities activities, **1:12**
Other factors, **1:13**
Safe harbor, Rule 3a4-1, **1:14**
Sales, compensation based on, **1:10**

"BADGES" OF BROKER - DEALER ACTIVITIES—Cont'd
Issuers and issuers' employees—Cont'd
Selling, duties in addition to, **1:11**
Typical factors, **1:9**
Kiosks, **1:31.30**
Logos, financial institution, **1:31.60**
Membership organizations and professionals as finders, use of, **1:21**
Negotiations, involvement of finders in, **1:17**
Networking arrangements, **1:30, 1:31.20**
Permission for finders of funds for Social Security provider to register, **1:22**
Private and hedge fund advisers, issues for, **1:24**
Professionals as finders, **1:21**
Recommendations by finders, **1:17**
Required disclosures, **1:31.40**
Safe harbor, Rule 3a4-1, **1:14**
Sales, compensation based on, **1:10**
Securities Act of 1933, **1:32**
Selling funds on bank premises, **1:31.10**
Soliciting investors by finders, **1:17**
Special situations, generally, **1:7 to 1:30**
Trading information and matching systems, finders, **1:20**
Use of bank, **1:31.60**

BANKS
"Global settlement" and undue influence of investment banking interests in research reports, **5:10.53**
Registration. See **Registration** (this index)
Selling funds on bank premises, **1:31.10**
Use of bank, badges of broker-dealer activities, **1:31.60**

BARGAIN THEORY
Churning damages, **5:28**

BEST EXECUTION RULE
Rule G-18, municipal securities, **3B:20**

BEST INTEREST
Fiduciary duties. **Fiduciary Duties**(this index)
Sales. **Sales**(this index)

BLASS SPEECH
Badges, **1:24**

BLOCK POSITIONER
Market-maker, **3:27**

BONDS
Advertisements. **Advertisements and Other Communications with the Public**(this index)
Sales and related activities, obligations when selling bonds and bond funds, **2A:97**

BRANCH OFFICE
Broker-dealer registration, supervision of off-site personnel, **2:70**
Defined, **2A:207**
SEC examinations, **6:10**
Supervision. **Supervision, Oversight, and Risk Controls**(this index)

BREACHES
See **Fiduciary Duties**(this index)

BROKERCHECK DISCLOSURE PROGRAM
Registration, **2:77**
Regulation of broker-dealers, **2A:43**

BROKERS' TRANSACTION
See **Securities Act (1933)** (this index)

BROKER TAPING RULE
Advertisements and other communications with the public, **2A:196**

BUSINESS CARDS AND STATIONARY
Advertisements and other communications with the public, **2A:165**

BUSINESS CONTINUITY
Regulation of broker-dealers, **2A:253**

BUSINESS ENTERTAINMENT
See **Regulation of Broker-Dealers**(this index)

CARE
See **Standard of Care**(this index)

CASE LAW
Arbitration, **4:9**
Municipal securities, **3B:19 to 3B:20**

CASH ALTERNATIVES
Sales and related activities, **2A:99**

CASH COMPENSATION
See **Compensation**(this index)

CAUSATION
Fraud claims under Section 10(b)5, aiding and abetting, **5:34**

CAUSE OF ACTION
See **Churning**(this index)

CERTIFICATES OF DEPOSIT
See **Advertisements and Other Communications with the Public**(this index)
Registration, definitional tests of security, **1:58**

CHAPERONES
Foreign broker-dealers, direct contacts and chaperones 9.60, Rule 15a-6(a)(2), **1:48**

CHARITABLE GIFTS
Regulation of broker-dealers, solicitation by customers, **2A:137**

CHARITABLE GIFTS—Cont'd
Solicitation by customers, **2A:137**

CHARITABLE ORGANIZATION
Registration, exemptions, Section 3(e), **1:53**

CHIEF COMPLIANCE OFFICER
Regulation of broker-dealers, **2A:226**

CHOICE OF DAMAGE FORMULA
Churning, **5:29**

CHURNING
Generally, **5:18 to 5:29**
Bargain theory, **5:28**
Cause of action
Generally, **5:19**
Elements to establish, **5:20 to 5:23**
Choice of damage formula, **5:29**
Control, **5:21**
Damages
Generally, **5:25 to 5:29**
Bargain theory, **5:28**
Choice of damage formula, **5:29**
Out-of-pocket theory, **5:27**
Quasi-contractual recovery, **5:26**
Defenses based upon lack of customer diligence, **5:24**
Description of misdeed, **5:18**
Excessive trading, **5:22**
Intent, **5:23**
Out-of-pocket theory, **5:27**
Quasi-contractual recovery, **5:26**
"Reverse churning," **5:29.50**

CLEARING BROKERS
Fiduciary duty to customers of introducing broker, **5:9**

COLD CALLING
See **Telemarketing**(this index)

COLLECTORS ITEMS
Stock certificates sold as, **1:31**

COMMERCIAL HONOR AND PRINCIPLES OF TRADE STANDARDS
Sales. **Sales**(this index)

COMMERCIAL PAPER
Registration, **1:62**

COMMISSION
Advertisements. **Advertisements and Other Communications with the Public**(this index)
Badges, finders, **1:18**
Usual and customary commission, **3:33**

COMMUNICATIONS
Arbitration, direct communications between parties and arbitrators, **4:13**
Electronic communications with customers. **Delivery**(this index)
Online. **Online Communications**(this index)
Sales and related activities, communications with senior investors, **2A:78**

COMPENSATION
Badges, **1:10**
Borrowing from and lending to customers, **2A:136**
Cash compensation
Generally, **2A:113 to 2A:120**
Limitations, generally, **2A:113 to 2A:120**
Non-cash compensation, below
Charges for services performed, **2A:138**
Charitable gifts, solicitation by customers, **2A:137**
Contributions to non-cash arrangements, **2A:120**
Examples of non-cash compensation agreements, **2A:119**
FINRA compensation practices sweep, **2A:141**
Foreign Corrupt Practices Act compliance, **2A:139**
General limits, **2A:110**
Gifts, **2A:115**
Guarantees/sharing in customer accounts, **2A:135**
Limitations
Generally, **2A:108 to 2A:120**
Borrowing from and lending to customers, **2A:136**
Cash compensation, above
Charges for services performed, **2A:138**
Charitable gifts, solicitation by customers, **2A:137**
FINRA compensation practices sweep, **2A:141**
Foreign Corrupt Practices Act compliance, **2A:139**
General limits, **2A:110**
Guarantees/sharing in customer accounts, **2A:135**
Influencing and rewarding employees of others, below
Non-cash contests. Non-cash compensation, below
Other compensation issues, **2A:132 to 2A:139**
Outside activities of representatives, below
Receipt of securities, prohibition on, **2A:111**
Recordkeeping, **2A:112**
Recruitment compensation practices disclosure, **2A:140**
Retired representatives, compensation to, **2A:133**
Rule 2341(1), generally, **2A:108 to 2A:120**
Securities accounts at other firms, **2A:134**

COMPENSATION—Cont'd
Limitations—Cont'd
Solicitation of charitable gifts by customers, **2A:137**
Non-cash compensation
Generally, **2A:114 to 2A:120**
Gifts, **2A:115**
Non-cash contests
Generally, **2A:118**
Contributions to non-cash arrangements, **2A:120**
Examples of non-cash compensation agreements, **2A:119**
Occasional entertainment, **2A:116**
Training and education meetings, **2A:117**
Non-cash contests. Non-cash compensation, above
Occasional entertainment, **2A:116**
Other compensation issues, **2A:132 to 2A:139**
Receipt of securities, prohibition on, **2A:111**
Recordkeeping limitations, **2A:112**
Recruitment compensation practices disclosure, **2A:140**
Regulation of broker-dealers, generally, **2A:108 to 2A:141**
Retired representatives, compensation to, **2A:133**
Rule 2341(1), generally, **2A:108 to 2A:120**
Securities accounts at other firms, **2A:134**
Solicitation of charitable gifts by customers, **2A:137**
Training and education meetings, **2A:117**
Underwriters, **3:4**

COMPETITION
Registration, international competition, **1:88**

COMPLAINTS
Customer complaints. **Customers**(this index)
Registration. **Registration**(this index)
Supervision, oversight, and risk controls, review of customer complaints, **2A:215**

COMPLIANCE PROGRAMS
Regulation of broker-dealers. **Regulation of Broker-Dealers**(this index)

CONSENT
Advertisements. **Advertisements and Other Communications with the Public**(this index)
Badges, permission for finders of funds for Social Security provider to register, **1:22**
Customer accounts, approval of transactions/excessive transactions, **2A:12**
Registration, **2:7**

CONSOLIDATED FINANCIAL ACCOUNT REPORTS
Regulation of broker-dealers, **2A:26, 2A:29**

CONSTRUCTION AND INTERPRETATION
Arbitration, **4:10**

CONSULTANTS
Badges, **1:27**
Registration. **Registration**(this index)

CONTESTS
See **Compensation**(this index)

CONTINUING EDUCATION PROGRAM
Registration, **2:72**

CONTRACTORS
Registration, **2:65**

CONTRACTS AND AGREEMENTS
Arbitration agreements, challenges, **4:5**
Churning damages, **5:26**
Customer accounts. **Customer Accounts**(this index)
Registration, **1:55**

CONTROL
Churning, **5:21**
Defined, **3:9**
Electronic media, applicability of disclosure controls and procedures to information on a website, **3A:11**
Market Access Rule, risk management controls, Rule 15c3-5, **2A:248**
Risk control. **Supervision, Oversight, and Risk Controls**(this index)
Sales and related activities, internal controls, **2A:68**
Supervision. **Supervision, Oversight, and Risk Controls**(this index)

CONTROL PERSON
See **Underwriters**(this index)

CONVENIENCE
"Badges" of broker-dealer activities, corporations of convenience, **1:29**

COPIES
Municipal securities, **3B:6**

CORPORATIONS
Badges, **1:29**
Securities Investor Protection Corporation. SIPC. **Regulation of Broker-Dealers**(this index)

CORRESPONDENCE
Advertisements and other communications with the public, **2A:145**

COURT SYSTEM
Arbitration, **4:14**

CREDIT TERMS
Regulation of broker-dealers, disclosure, **2A:36**

CRIMINAL SANCTIONS
Registration, consequences of unlawful nonregistration, **2:19**

CROSSING AND SIMILAR NETWORKS
"Badges" of broker-dealer activities, **1:36**

CROWDFUNDING
Enforcement by SEC of Rule 506(c) requirements, **1:42**
Exemption, **1:39, 1:41**
FAST Act, impact on Securities Act (1933), **1:43**
General solicitation under Securities Act Rule 506, **1:41**
Intermediaries regulation, **1:41**
Jumpstart Our Business Startups (JOBS) Act
Regulation of crowdfunding intermediaries, **1:39, 1:40**
Satisfying the crowdfunding exemption, **1:39**
Startups. Jumpstart Our Business Startups (JOBS) Act, above

CULTURAL VALUES EXAMINATION LETTER
FINRA, **6:5**

CUSTODY
"Badges" of broker-dealer activities, **1:28**

CUSTOMER ACCOUNTS
Account information
Generally, **2A:4 to 2A:9**
Additional information required for certain accounts, **2A:6**
Approval of transactions/excessive transactions, **2A:12**
Authorization records for negotiable instruments, **2A:9**
Discretionary account information, **2A:10 to 2A:12**
Information required for all accounts, **2A:5**
Privacy of customer information, below
Records for natural persons who receive recommendations, **2A:7**
Required documentation, **2A:11**
Rule 4512 and 1934 Act Rule 17a-3, **2A:4 to 2A:7**
Rule 4513 and 1934 Act Rule 17a-3, **2A:8, 2A:9**
Rules 3260 and 4512(a)(3), **2A:10 to 2A:12**
Written customer complaints, **2A:8**
Additional information required for certain accounts, **2A:6**
Addresses. Name and address matters, below
Advisers Act considerations, **2A:13.50**
Advisory account agreements, **2A:13**
Agreements. Customer account agreements, below

CUSTOMER ACCOUNTS—Cont'd
Approval of transactions/excessive transactions, **2A:12**
Arbitration. Pre-dispute arbitration agreements, below
Authorization records for negotiable instruments, **2A:9**
Changes of investment objectives, **2A:22**
Compensation, guarantees/sharing in customer accounts, **2A:135**
Complaints of customers, written, **2A:8**
Contracts and agreements. Customer account agreements, below
Customer account agreements
Generally, **2A:2 to 2A:52**
Account information, above
Advisers Act considerations, **2A:13.50**
Advisory account agreements, **2A:13**
Compensation, guarantees/sharing in customer accounts, **2A:135**
Firms managing discretionary accounts, **2A:13.50**
Name and address matters, below
Regulation, **2A:2 to 2A:52**
Requirements, **2A:3 to 2A:22**
8220Solely incidental8221 interpretive guidance, SEC, **2A:13.50**
Designation, changes in account name or, **2A:15**
Discretionary account information, **2A:10 to 2A:12**
EAI and EY, use of, **2A:28**
Exception for DVP/RVP accounts, **2A:27**
Excessive transactions, approval, **2A:12**
Firms managing discretionary accounts, **2A:13.50**
Guarantees/sharing in customer accounts, **2A:135**
Holding customer mail, **2A:16**
Identity theft red flag requirements, **2A:47**
Information required for all accounts, **2A:5**
Interfering with customer account transfers, Rule 2140, **2A:32**
Investment objectives, changes, **2A:22**
Mail of customer, holding, **2A:16**
Name and address matters
Generally, **2A:14 to 2A:17**
Address change or use of P.O. boxes, **2A:17**
Changes in account name or designation, **2A:15**
Holding customer mail, **2A:16**
Natural persons who receive recommendations, records for, **2A:7**
Negative response letters, use of
Generally, **2A:33**
Exceptions for money market bulk exchanges, **2A:34**

CUSTOMER ACCOUNTS—Cont'd
Negotiable instruments, authorization records for, **2A:9**
Notice
Pre-dispute arbitration agreements, **4:3**
Privacy of customer information, Regulation S-P and notice to members 05-49, generally, **2A:44 to 2A:47**
P.O. boxes, address change or use of, **2A:17**
Pre-dispute arbitration agreements
Generally, **2A:20, 2A:21**
FINA guidance, **2A:20.50**
Limitations, **2A:21**
Notice to customers regarding, **4:3**
Privacy of customer information
Generally, **2A:44 to 2A:47**
Identity theft red flag requirements, **2A:47**
Regulation S-P and notice to members 05-49, generally, **2A:44 to 2A:47**
Safeguarding customer information, **2A:46**
Records for natural persons who receive recommendations, **2A:7**
Red flag requirements, identity theft, **2A:47**
Regulation of customer account agreements, **2A:2 to 2A:52**
Regulation S-P and notice to members 05-49, generally, **2A:44 to 2A:47**
Required documentation, **2A:11**
Requirements
Generally, **2A:20 to 2A:22**
Changes of investment objectives, **2A:22**
FINRA guidance, **2A:20.50**
Pre-dispute arbitration agreements, above
Rule 4512 adn 1934 Act Rule 17a-3, **2A:4 to 2A:7**
Rule 4513 and 1934 Act Rule 17a-3, **2A:8, 2A:9**
Rules 3260 and 4512(a)(3), **2A:10 to 2A:12**
Safeguarding customer information, **2A:46**
SEC, 8220solely incidental8221 interpretive guidance, **2A:13.50**
8220Solely incidental8221 interpretive guidance, SEC, **2A:13.50**
Statements
Generally, **2A:25**
Exception for DVP/RVP accounts, **2A:27**
Rule 2231, generally, **2A:25**
Use of EAI and EY in, **2A:28**
Transfers
Interfering with customer account transfers, Rule 2140, **2A:32**
Negative response letters, use of, above
Portability of mutual fund shares, **2A:31**
Rule 11870, generally, **2A:30**
Written customer complaints, **2A:8**

CUSTOMERS
Accounts. **Customer Accounts**(this index)
Addresses. **Customer Accounts**(this index)
Churning, defenses based upon lack of customer diligence, **5:24**
Complaints
Firm reporting of disciplinary matters, Rule 4530, **2:75**
Review of, **2A:215**
Written complaints, **2A:8**
Electronic communications with. **Electronic Communications with Customers**(this index)
Names. **Customer Accounts**(this index)
Nondiscretionary account, length of fiduciary duty, **5:3.50**
Pre-dispute arbitration agreements. **Customer Accounts**(this index)
Privacy of customer information. **Customer Accounts**(this index)
Sales, obtaining customer investment profile information, **2A:65**
Solicitation by brokers, **3:35, 3:37 to 3:39**
Sophisticated customers, **5:4 to 5:6**
Statements. **Customer Accounts**(this index)
Transfers. **Customer Accounts**(this index)

CYBERSECURITY
Regulation of broker-dealers, **2A:39**

CYCLE EXAMINATION PROCESS
FINRA, **6:3**

DAMAGES
Churning. See **Churning** (this index)
Punitive damages, **4:6**

DARK POOLS
''Badges'' of broker-dealer activities, **1:38**

DEALER-USE/INTERNAL-USE-ONLY MATERIALS
Advertisements and other communications with the public, **2A:197**

DEFENSES
Churning, defenses based upon lack of customer diligence, **5:24**
In pari delicto defense for liability arising under § 12 and other federal securities laws, **3:83, 3:84**
Misrepresentation or Shingle Theory, brokers' defense, **5:5, 5:7.50**
Nonperformance of due diligence by sophisticated customers as broker's defense, **5:5**
Performance of due diligence by broker as defense, **5:7.50**

DEFERRED SALES
Disclosure, deferred sales charge on confirmation, **2A:92**

DEFINITIONS
Associated person, **2:22**
Branch offices, **2A:207**
Control, **3:9**
Customer, **2A:51, 3:35**
Customer of firm, **4:15**
Derivatives of broker-dealers, **1:86**
Distribution, **3:10**
Eligible OTC derivative instruments, **1:86**
Government securities, **1:81**
OTC derivative instruments of broker-dealers, **1:86**
Prospectus, **3:56**
Recommendation, **2A:67**
Registration. See **Registration** (this index)
Seller, **3:81**

DELIVERY
Electronic media. **Electronic Media**(this index)
Final official statement, obligation to deliver, municipal securities, **3B:7**
Municipal securities, **3B:5, 3B:17**
Prospectus and other written information, **3:49, 3A:2**
Rules 172 and 173, facilitation of prospectus delivery, **3:49**

DERIVATIVES OF BROKER-DEALERS
Registration. See **Registration** (this index)

DESCRIPTION
Churning, **5:18**

DESIGNATED INVESTMENT ADVISER
Regulation of broker-dealers, **2A:42**

DIRECT CONTACTS
Foreign broker-dealers, direct contacts and chaperones 9.60, Rule 15a-6(a)(2), **1:48**

DIRECTED BROKERAGE ARRANGEMENTS
Sales and related activities, **2A:90**

DIRECT SALES
Wholly-owned subsidiary market-maker, sales made directly to parent company of, **3:29**

DISCIPLINARY ACTION
Registration, **2:4**

DISCLOSURE
Advertisements. **Advertisements and Other Communications with the Public**(this index)
Badges of broker-dealer activities. **"Badges" of Broker-Dealer Activities**(this index)
Electronic media. **Electronic Media**(this index)

DISCLOSURE—Cont'd
Fiduciary duties, broker, failure regarding complex financial products, **5:10.54**
Fiduciary duties, failure regarding complex financial products, **5:10.54**
Integrated disclosure system, **3:78**
Municipal securities. See **Municipal Securities** (this index)
Prospectus. See **Prospectus and Other Written Information** (this index)
Registration denied due to failed disclosure, **2:2**
Sales, deferred sales charge on confirmation, **2A:92**
Securities Act of 1933, **3:79 to 3:81**

DISCOVERY
Arbitration, **4:17**

DISCRETIONARY ACCOUNT INFORMATION
Advisers Act considerations for firms, **2A:13.50**
Customer accounts, **2A:10 to 2A:12**

DISCRIMINATION
Arbitration, **4:7**

DISQUALIFIED PERSONS
Registration, **2:26**

DISTRIBUTION
Defined, **3:10**

DOCUMENTATION
Electronic communications with customers, correspondence review, **3A:36**

DUAL EMPLOYMENT
Registration, **2:71**

DUE DILIGENCE
Churning, defenses based upon lack of customer diligence, **5:24**
Misrepresentation or Shingle Theory, **5:5, 5:7.50**
Nonperformance of due diligence by sophisticated customers as broker's defense, **5:5**
Performance of due diligence by broker as defense, **5:7.50**
Underwriters. See **Underwriters** (this index)

ECONOMIC REALITIES
Registration, **1:56**

ELECTRONIC COMMUNICATIONS
Advertisements and other communications with the public, **2A:195**
"Badges" of broker-dealer activities, networks, **1:37**
Customers. **Electronic Communications with Customers**(this index)
Media. **Electronic Media**(this index)

ELECTRONIC COMMUNICATIONS WITH CUSTOMERS
Appeal and review. Review and supervision, below
Combination of lexicon-based and random reviews, **3A:34**
Customer acquisition, **3A:25.50**
Disclosure innovation, **3A:23**
Documentation of correspondence review, **3A:36**
E-mail and instant messaging, **3A:18**
External communications, **3A:28**
FINRA
Customer acquisition, guidance, **3A:25.50**
Electronic media guidance, **3A:14**
Information protection, guidance, **3A:25.50**
Social media influencers, guidance, **3A:25.50**
Social media websites, guidance, **3A:25**
Frequency of correspondence review, **3A:35**
Identification of responsible review person, **3A:30**
Instant messaging
Representatives, guidance for, **3A:18**
Supervising and recordkeeping for, **3A:21**
Internal communications, **3A:29**
Lexicon-based reviews of electronic correspondence, **3A:32, 3A:34**
Method of correspondence review, **3A:31 to 3A:34**
Notice to members 07-59, generally, **3A:26 to 3A:36**
Random reviews of electronic correspondence, **3A:33**
Representatives, guidance for
Generally, **3A:15**
Compliance with applicable rules, **3A:16**
E-mail and instant messaging, **3A:18**
Other internet compliance issues, **3A:17 to 3A:19**
Responsible review person, identification of, **3A:30**
Review and supervision
Generally, **3A:24, 3A:26 to 3A36**
Combination of lexicon-based and random reviews, **3A:34**
Documentation of correspondence review, **3A:36**
External communications, **3A:28**
Frequency of correspondence review, **3A:35**
Identification of responsible review person, **3A:30**
Internal communications, **3A:29**
Lexicon-based reviews of electronic correspondence, **3A:32, 3A:34**
Method of correspondence review, **3A:31 to 3A:34**

ELECTRONIC COMMUNICATIONS WITH CUSTOMERS—Cont'd
Review and supervision—Cont'd
Notice to members 07-59, generally, **3A:26 to 3A36**
Random reviews of electronic correspondence, **3A:33**
Types of electronic communications requiring review, **3A:28, 3A:29**
Written policies and procedures, **3A:27**
Suitability and online communications, **3A:22**
Supervising and recordkeeping for instant messaging, **3A:21**
Supervision. Review and supervision, above
Third party hyperlinked materials, **3A:20**
Types of electronic communications requiring review, **3A:28, 3A:29**
Written policies and procedures, **3A:27**

ELECTRONIC MEDIA
Generally, **3A:1 to 3A:36**
Access, **3A:4**
Applicability of disclosure controls and procedures to information on a website, **3A:11**
Customer acquisition, FINRA guidance, **3A:25.50**
Customer communications. **Electronic Communications with Customers**(this index)
Disclosure
Applicability of disclosure controls and procedures to information on a website, **3A:11**
Electronic communications with customers, **3A:23**
Municipal securities, electronic road shows, **3B:17**
Regulation FD, **3A:8**
Evidence to show delivery, **3A:5**
FINRA guidance, use of electronic media by representatives to communicate with customers, **3A:14**
Formatting information on a website, **3A:12**
Information protection, FINRA guidance, **3A:25.50**
Internet road shows, **3A:13**
Liability for website information, **3A:10**
Municipal securities offerings, use of electronic roadshows, **3B:17**
1996 SEC release, **3A:6**
Notice, **3A:3**
Prospectus delivery, **3A:2**
Proxy materials, **3A:2**
Regulation FD
Public disclosure requirement, use of company websites to satisfy, **3A:8**
Public information on a website, **3A:9**

ELECTRONIC MEDIA—Cont'd
Road shows
Internet, **3A:13**
Municipal securities, electronic road shows, disclosure, **3B:17**
Shareholder reports, **3A:2**
Social media influencers, FINRA guidance, **3A:25.50**
2000 SEC release, **3A:7**

ELECTRONIC MUNICIPAL MARKET
Electronic roadshows, **3B:17**

ELIGIBLE OTC DERIVATIVE INSTRUMENTS
Definitions, **1:86**

E-MAIL
Customers, **3A:18**

EMPLOYEE LEASING COMPANIES
"Badges" of broker-dealer activities, **1:29**

EMPLOYEES
Badges. See **Badges of Broker-Dealer Activities** (this index)
Issuers and issuers' employees. **"Badges" of Broker-Dealer Activities** (this index)
Registration. **Registration**(this index)

EMPLOYMENT CONTRACTS
Registration, **2:27**

ENFORCEMENT
SEC. **Securities and Exchange Commission (SEC)**(this index)

ENFORCEMENT AND ENFORCEABILITY
Crowdfunding, SEC enforcement, **1:42**

ENGAGED IN BUSINESS
Registration, **1:4**

ENTERTAINMENT
Regulation of broker-dealers, **2A:235**

EQUITABLE TOLLING
Securities Act of 1933, **3:70, 3:71**

ETFS
Sales. **Sales**(this index)

EVIDENCE
Electronic media, evidence to show delivery, **3A:5**

EXAMINATIONS
Registration. **Registration**(this index)
SEC. **Securities and Exchange Commission (SEC)**(this index)

EXCEPTIONS, EXEMPTIONS, AND EXCLUSIONS
Advertisements. **Advertisements and Other Communications with the Public**(this index)
Crowdfunding exemption, **1:39, 1:41**
Customer accounts, exception for DVP/RVP accounts, **2A:27**
Municipal securities, **3B:14 to 3B:16**
Registration. See **Registration** (this index)
Regulation. **Regulation of Broker-Dealers**(this index)
Securities Act of 1933. See **Securities Act (1933)** (this index)
Underwriters, **3:37 to 3:39.53**

EXCESSIVE TRADING
Churning, **5:22**

EXCHANGE-TRADED FUND PERFORMANCE
Advertisements and other communications with the public, **2A:170**

EXCLUSIONS
See **Exceptions, Exemptions, and Exclusions** (this index)

EXEMPTIONS
See **Exceptions, Exemptions, and Exclusions** (this index)

EXPANDED DEALER
Proposed, definitions, **1:3.50**

EXPIRATION OF PERIOD
Securities Act of 1933, **3:47**

EXTENSIONS
Fiduciary duties, extension of PSLRA to individual actions, **5:17**
Sales and related activities, extending margin for mutual fund shares, **2A:104**
Securities Act of 1933, extending exemption, **3:48**

EXTERNAL COMMUNICATIONS
Electronic communications with customers, **3A:28**

FACILITATORS
Badges, merger facilitators, **1:27**

FAIR DEALING
Off-site representatives, **2A:234**
Sales and related activities, **2A:61**

FAST ACT
Crowdfunding, impact on Securities Act (1933), **1:43**

FEES
Advertisements. **Advertisements and Other Communications with the Public**(this index)
Arbitration, attorney's fees, **4:23**
Registration, examination and, **2:67**

FIDELITY INSURANCE COVERAGE
Regulation of broker-dealers, **2A:40**

FIDUCIARY DUTIES
Antifraud provisions, **5:12**
Best Interest. Fiduciary Theory, below
Breaches, generally, **5:11 to 5:17**
Broker disclosure failure regarding complex financial products, **5:10.54**
Clearing brokers' duty to customers of introducing broker, misrepresentation or Shingle Theory, **5:9**
Customer with nondiscretionary account, length of duty, **5:3.50**
Disclosure failure regarding complex financial products, **5:10.54**
Enunciation of the Shingle theory, **5:2**
Extension of PSLRA to individual actions, breach of Shingle Theory obligations as act of fraud, **5:17**
Fiduciary Theory
Generally, **5:10 to 5:10.54**
Best Interest. Regulation Best Interest, below
Form CRS/ADV Part 3, relationship summary, **5:10.52**
"Global Settlement," **5:10.53**
Regulation Best Interest, below
Standard of care, **5:10.50**
Form CRS/ADV Part 3, relationship summary, **5:10.52**
Fraud, breach of Shingle Theory obligations as act of
Generally, **5:11 to 5:17**
Antifraud provisions, **5:12**
Extension of PSLRA to individual actions, **5:17**
"In connection with" requirement, **5:13, 5:16.50**
Individual actions, **5:17**
Private Securities Litigation Reform Act (PSLRA), **5:17**
Relevance of Santa Fe to fraud cases, **5:14**
Securities Litigation Uniform Standards Act, **5:16.50**
"Global Settlement," Fiduciary Theory, **5:10.53**
"In connection with" requirement, breach of Shingle Theory obligations as act of fraud, **5:13, 5:16.50**
Individual actions, breach of Shingle Theory obligations as act of fraud, **5:17**

FIDUCIARY DUTIES—Cont'd
Justifiable reliance upon oral misrepresentation in conflict with written representations, **5:6**
Misrepresentation or Shingle Theory
Generally, **5:1 to 5:9**
Clearing brokers' duty to customers of introducing broker, **5:9**
Customer with nondiscretionary account, length of duty, **5:3.50**
Enunciation of the theory, **5:2**
Justifiable reliance upon oral misrepresentation in conflict with written representations, **5:6**
Nonperformance of due diligence by sophisticated customers as broker's defense, **5:5**
Other brokers, duty to, **5:8**
Performance of due diligence by broker as defense, **5:7.50**
Sophisticated customers, **5:4 to 5:6**
Nondiscretionary account, customer with, length of duty, **5:3.50**
Nonperformance of due diligence by sophisticated customers as broker's defense, **5:5**
Other brokers, duty to, misrepresentation or Shingle Theory, **5:8**
Performance
Due diligence, performance by broker as defense, **5:7.50**
Nonperformance of due diligence by sophisticated customers as broker's defense, **5:5**
Private Securities Litigation Reform Act (PSLRA), **5:17**
Regulation Best Interest
Broker-dealer standard of conduct rule, **5:10.51**
Overview, **5:10.50**
Standard of care, **5:10.50**
Santa Fe, relevance to fraud cases, **5:14**
Securities Litigation Uniform Standards Act, **5:16.50**
Shingle Theory, generally, **5:1 to 5:17**
Sophisticated customers, misrepresentation or Shingle Theory, **5:4 to 5:6**
Standard of care, Fiduciary Theory, **5:10.50**

FIDUCIARY THEORY
See **Fiduciary Duties**(this index)

FINAL OFFICIAL STATEMENT
Municipal securities, **3B:7**
Obligation to deliver, municipal securities, **3B:7**

FINANCIAL CONSULTANTS
Badges, **1:26, 1:27**

FINANCIAL INDUSTRY REGULATORY AUTHORITY
See **FINRA**(this index)

FINANCIAL RESPONSIBILITY
Registration, **1:83**

FINANCIAL STATEMENT
See **Registration**(this index)

FINDERS
Badges. **"Badges" of Broker-Dealer Activities** (this index)
Capital acquisition brokers, FINRA rules, **1:25**
Social service providers, **1:22**

FINGERPRINTING
Registration, **2:28**

FINOPS
See **Registration**(this index)

FINRA
Advertisements. **Advertisements and Other Communications with the Public**(this index)
Badges, capital acquisition brokers rules, **1:25**
Broker-dealer firm registration, **2:14.50**
Capital acquisition broker rules, finders, **1:25**
Compensation practices sweep, **2A:141**
Cooperation guidance, **6:12**
Cultural values examination letter, **6:5**
Cycle examination process, **6:3**
Electronic communications. **Electronic Communications with Customers**(this index)
Electronic media, use by representatives to communicate with customers, **3A:14**
Enforcement proceedings. Investigation and enforcement proceedings, below
Examinations
Generally, **6:2 to 6:6**
Cultural values examination letter, **6:5**
Cycle examination process, **6:3**
Improving examination results/compliance outreach, **6:6**
Investigations/proceedings, **6:1 to 6:16**
Exemptive requests, **6A:8**
Filing requirements/review procedures. **Advertisements and Other Communications with the Public**(this index)
Finders, capital acquisition broker rules, **1:25**
Improving examination results/compliance outreach, **6:6**
Interpretive letters, **6A:7**
Investigation and enforcement proceedings
Generally, **6:1 to 6:16**
Cooperation guidance, **6:12**
Membership, **2A:254**
Notices, **6A:6**
Online suitability obligations, FINRA, rules, generally, **5:36 to 5:38**
Registration. **Registration**(this index)

FINRA—Cont'd
Regulation of broker-dealers, **2A:141, 2A:254**
Regulatory scheme, **6A:2**
Rules, **6A:5**
Sources of guidance, **6A:4 to 6A:8**
Standing committees, **6A:3**

FIXING AMERICANS' SURFACE TRANSPORTATION (FAST)
Generally, **1:43**

FOREIGN BROKER-DEALERS
Generally, **1:45 to 1:49**
Direct contacts and chaperones 9.60, Rule 15a-6(a)(2), **1:48**
Nine Firms letters, **1:49.50**
Registration, generally, **1:45 to 1:49**
Research, Rule 15a-6(a)(2), **1:47**
Rule 15a-6 (1989), **1:45**
Seven Firms letters, **1:49.50**
Transactions involving registered broker-dealers and certain others, 60, Rule 15a-6(a)(4), **1:49**
Unsolicited trades, Rule 15a-6(a)(1), **1:46**

FOREIGN CORRUPT PRACTICES ACT
Compensation, **2A:139**

FORM BD
Registration, **2:5 to 2:8, 2:13**

FORM BD-N
Registration, **2:8**

FORM BDW
Registration, **2:9, 2:10**

FORM CRS/ADV PART 3
Sales and related activities relationship summary, **2A:56**

FORM U4
Qualification and registration requirements for associated persons, **2:58, 2:59**

FORM U5
See **Registration**(this index)

FORWARDING REPORTS
See **Regulation of Broker-Dealers**(this index)

FRAUD
Aiding and abetting
Causation, **5:34**
Materiality as element in proof, **5:34.50**
Primary and secondary violators, need to distinguish, **5:33, 5:33.50**
Primary violators, **5:33, 5:33.50**
SEC claims, **5:32**
Section 10b, generally, **5:31 to 5:33.50**

FRAUD—Cont'd
Badges, fraudulent sale of non-existent securities on internet, **1:33**
Causation, aiding and abetting, **5:34**
Churning. See **Churning** (this index)
Fiduciary duties, breach of. See **Fiduciary Duties** (this index)
Limitation of actions, Section 10(b) fraud claims, **5:30**
Materiality as element in proof, Section 10(b) claims, **5:34.50**
Online suitability obligations
Generally, **5:36**
FINRA, rules, generally, **5:36 to 5:38**
Guidelines for satisfying, **5:38**
Recommendation, guidelines for determining what constitutes, **5:37**
Primary and secondary violators, need to distinguish under Section 10(b), **5:33, 5:33.50**
Resolution of commission, Section 10(b) claims, **5:34.51**
Scheme liability, need to distinguish primary and secondary violators under Section 10(b), **5:33.50**
SEC claims for aiding and abetting under Section 10b-5, **5:32**
Section 10(b), limitation of actions for claims brought under, **5:30**
Statute of limitations, **5:30**
Suitability. Online suitability obligations, above
Telemarketing abuses, **5:35**

FUTURES PRODUCTS BROKER-DEALERS
Registration of securities, form BD-N, **2:8**

GENERAL SOLICITATION
Crowdfunding, ban to prohibition under Securities Act Rule 506, **1:41**

GIFTS
Charitable gifts. **Charitable Gifts**(this index)
Compensation, **2A:115**
Regulation. **Regulation of Broker-Dealers**(this index)
Regulation of broker-dealers, **2A:235**

"GLOBAL SETTLEMENT" CASE
Fiduciary duties, research reports, **5:10.53**

GOVERNMENT SECURITIES
Registration. See **Registration** (this index)

GOVERNMENT SECURITIES DEALER
Proposed, definitions, **1:3.50**

GUARANTEES/SHARING
Customer accounts, **2A:135**

HEDGE FUNDS
Advertisements. **Advertisements and Other Communications with the Public**(this index)
Badges, issues for private and hedge fund advisers, **1:24**
Retail customer sales, **2A:74**

HOLDING MAIL
Customer accounts, **2A:16**

HYPERLINKS
Electronic communications with customers, third party hyperlinked materials, **3A:20**

IDENTITY THEFT
Customer accounts, red flag requirements, **2A:47**

ILLIQUID INVESTMENTS
Sales and related activities, **2A:58**

IMMUNITY
Arbitral immunity, **4:18**
Registration, form U5, **2:62**

"IN CONNECTION WITH" REQUIREMENT
Fiduciary duties, breach of Shingle Theory obligations as act of fraud, **5:13, 5:16.50**

INDEPENDENT CONTRACTORS
Registration, **2:65**

INDEX COMPARISONS
Advertising and sales literature standards, **2A:164**

INDIVIDUAL ACTIONS
Fraud, breach of Shingle Theory obligations as act of, **5:17**

INDIVIDUAL GRANTS OF EXEMPTION
Registration, **1:52**

INDIVIDUAL RETIREMENT ACCOUNTS (IRAS)
Advertisements and other communications with the public, **2A:156**
Sales and related activities, rollovers, **2A:75**

INFLUENCERS
Social media, FINRA guidance, **3A:25.50**

INFLUENCING EMPLOYEES OF OTHERS
Regulation. **Regulation of Broker-Dealers**(this index)

INFORMATION PROTECTION
FINRA guidance, electronic communications, **3A:25.50**

INJUNCTIONS
Registration, **2:17**

IN PARI DELICTO DEFENSE
Securities Act of 1933, **3:83, 3:84**

INSPECTION
Regulation of broker-dealers, unregistered offices, **2A:232**
Supervision. **Supervision, Oversight, and Risk Controls**(this index)

INSTANT MESSAGING
See **Electronic Communications with Customers**(this index)

INSTITUTIONAL COMMUNICATIONS
Advertisements and other communications with the public, **2A:146**

INSTITUTIONAL CUSTOMERS
Sales and related activities, suitability obligations, **2A:71**

INSTITUTIONAL SALES MATERIAL
Advertisements and other communications with the public, **2A:175**

INSURANCE AGENCIES
Badges, **1:30**

INSURANCE COVERAGE
Regulation of broker-dealers, SIPC, **2A:48**

INTEGRATED DISCLOSURE SYSTEM
Underwriters, **3:78**

INTENT
Churning, **5:23**

INTERACTIVE CALCULATORS
Advertisements and other communications with the public, **2A:157**

INTERMEDIARIES
Crowdfunding intermediaries, regulation, **1:41**

INTERMEDIARY FIRMS
Advertisements and other communications with the public, exception for principal pre-use approval of communications, **2A:185**

INTERNAL COMMUNICATIONS
Electronic communications with customers, **3A:29**

INTERNAL INSPECTIONS
See **Supervision, Oversight, and Risk Controls**(this index)

INTERNATIONAL COMPETITION
Registration, **1:88**

INTERNET
Badges, **1:32 to 1:34**
Communications. **Online Communications**(this index)

INTERNET—Cont'd
Delivery of information, **3A:13**
Electronic media, road shows, **3A:13**
Fraudulent sale of non-existent securities, **1:33, 1:34**
Municipal securities offerings, electronic roadshow, **3B:17**
Road shows, electronic media, **3A:13**

INTRASTATE EXEMPTION
Registration, **1:44**

INVESTIGATIONS
FINRA. **FINRA**(this index)
Qualification and registration of associated persons, background investigations, **2:24**
Registration, investigation of background of applicants, **2:24**
SEC. **Securities and Exchange Commission (SEC)**(this index)
Supervision. **Supervision, Oversight, and Risk Controls**(this index)

INVESTMENT
Securities Act of 1933, **3:46**

INVESTMENT ADVISER
Badges, **1:23, 1:27**
Registration, **1:23**

INVESTMENT ADVISERS ACT OF 1940 (ADVISERS ACT)
Securities and Exchange Commission (SEC), **6A:12**

INVESTMENT COMPANY PRODUCTS
Registration, **2:47**

INVESTMENT COMPANY REPRESENTATIVE
Registration, **2:39**

INVESTMENT COMPANY RULE
See **Underwriters**(this index)

INVESTMENT CONTRACTS
Registration, **1:55**

IRAS
See. **Individual Retirement Accounts (IRAs)**(this index)

ISSUERS AND ISSUERS' EMPLOYEES
See **"Badges" of Broker-Dealer Activities** (this index)

JOBS ACT OF 2012
Crowdfunding, **1:39, 1:40**
Prospectus and other written information, **3:65**
Rules 137, 138, and 139, effect on, **3:65**

JUMPSTART OUR BUSINESS STARTUPS ACT (JOBS ACT)
See **JOBS Act of 2012** (this index)

JUSTIFIABLE RELIANCE
Fiduciary duties, **5:6**

KIOSK
Arrangements, selling securities on bank premises, **1:31**
Special situations, badges of broker-dealer activities, **1:31.30**

KNOW-YOUR-CUSTOMER OBLIGATION
Sales and related activities, **2A:62**

LABOR AND EMPLOYMENT
Employees. **Employees**(this index)
Regulation. **Regulation of Broker-Dealers**(this index)

LAPSED REGISTRATION
Reinstatement, **2:68**

LATE TRADING TRANSACTIONS
Sales. **Sales**(this index)

LEASES
"Badges" of broker-dealer activities, employee leasing companies, **1:29**

LEHMAN BROTHERS
Regulation of broker-dealers, **2A:51**

LETTERHEAD
Advertisements and other communications with the public, **2A:165**

LEXICON-BASED REVIEWS
Electronic communications with customers, **3A:32, 3A:34**

LIABILITY
Electronic media, liability for website information, **3A:10**
Fraud claims under Section 10(b)5, scheme liability, **5:33.50**
In pari delicto defense for liability arising under § 12 and other federal securities laws, **3:83, 3:84**
Municipal securities, disclosure and disclosure documents, misleading statements, **3B:3**
Securities Act of 1933. See **Securities Act (1933)** (this index)
Underwriters. **Underwriters** (this index)

LIMITATION OF ACTIONS
Fraud claims under Section 10(b), **5:30**
Securities Act of 1933, **3:86**

LIMITATIONS AND RESTRICTIONS
Municipal securities, telemarketing restrictions, **3B:26**

LIMITATIONS AND RESTRICTIONS—Cont'd
Underwriters. See **Underwriters** (this index)

LOANS
Compensation, borrowing from and lending to customers, **2A:136**

LOGOS
Advertisements and other communications with the public, use of FINRA logo in communications, **2A:158**
Financial institution logos, badges of broker-dealer activities, **1:31.60**

LOST AND STOLEN SECURITIES PROGRAM
Regulation of broker-dealers, **2A:255**

MADOFF
Regulation of broker-dealers, **2A:51**
Special review committee report, **6:13**

MAIL
Customer accounts, holding mail of customer, **2A:16**
E-mail of customers, **3A:18**

MANAGING UNDERWRITERS
Reliance by participating underwriters upon diligence of managing underwriters, **3:76**

"MANIFEST DISREGARD OF THE LAW"
Arbitration, **4:10**

MANNER OF SALE
See **Underwriters**(this index)

MARKET ACCESS RULE
Risk management controls, Rule 15c3-5, **2A:248**

MARKET-MAKER
See **Underwriters** (this index)

MARKET TIMING TRANSACTIONS
See **Sales**(this index)

MASTER ACCOUNTS AND SUB-ACCOUNTS
Regulation of broker-dealers, **2A:19**

MATCHING SYSTEMS
Badges, **1:20**

MATERIALITY
Fraud claims under Section 10(b), **5:34.50**

MEETINGS
Non-cash compensation, training and education meetings, **2A:117**
Supervision, oversight, and risk controls, annual compliance meetings, **2A:210**

MEMBERS AND MEMBERSHIPS
Badges, **1:21**

MEMBERS AND MEMBERSHIPS—Cont'd
Customer accounts, privacy of customer information, **2A:44 to 2A:47**
Electronic communications with customers, notice to members 07-59, generally, **3A:26 to 3A36**
FINRA, **2A:254**
SRO membership, **2:14**

MERGERS
Badges, **1:27**

MILITARY INSTALLATIONS
Sales and related activities, **2A:107**

MINISTERIAL SERVICES
Badges, **1:28**

MISINFORMATION
Registration, **2:4**

MISREPRESENTATION
Fiduciary duties, breach of. See **Fiduciary Duties** (this index)

MONEY LAUNDERING
See **Anti-Money Laundering**(this index)

MORTGAGE SECURITIES
Registration, **1:63 to 1:66**

MULTICLASS FUNDS
Sales and related activities, **2A:73**

MULTIPLE REGISTERED FINOPS
Registration, **2:51**

MUNICIPAL SECURITIES
Administrative action, duties of underwriters and dealers arising under, generally, **3B:18 to 3B:26**
Case law, duties of underwriters and dealers arising under, **3B:19 to 3B:20**
Disclosure and disclosure documents
Generally, **3B:1 to 3B:26**
Copies of final official statement, **3B:6**
Delivery, **3B:5, 3B:7**
Denominations of § 100,000 or more, **3B:14**
Electronic roadshows, **3B:17**
Exemptions, **3B:14 to 3B:16**
Final official statement, delivery, **3B:7**
Misleading statements, liability for, **3B:3**
Nearly final official statement, **3B:4**
Obligation to ensure presence of updating undertaking
Generally, **3B:8 to 3B:12**
Entities about which ongoing disclosure must be provided, **3B:10**
Nature of required updatings, **3B:9**
Nature of the updating information, **3B:11**
Notice of material events, **3B:12**

MUNICIPAL SECURITIES—Cont'd
Disclosure and disclosure documents—Cont'd
Preliminary official statement, **3B:5**
Presence of updating undertaking, obligation to ensure
Generally, **3B:9 to 3B:12**
Entities, **3B:10**
Nature of updating information, **3B:11**
Nature of updatings, **3B:9**
Notice of material events, **3B:12**
Recommendation prohibitions, exemption from, **3B:16**
Rule 15C2-12, operation of, **3B:2 to 3B:17**
Undertaking
Exemption from updating undertaking requirements, **3B:15**
Updating undertaker. Presence of updating undertaking, obligation to ensure, above in this group
Underwriter's duty to review, **3B:22**
Updating
Obligation not to recommend municipal securities without procedure in place to receive updating information, **3B:13**
Undertaking. Presence of updating undertaking, obligation to ensure, above in this group
Electronic roadshows, **3B:17**
Identification of underwriter's duties, **3B:21**
Offerings, use of electronic roadshows, **3B:17**
"Pay to play" rule prohibition on underwriters, **3B:23**
Presence of updating undertaking, obligation to ensure. See Disclosure and disclosure documents, above
Registration
Generally, **1:75 to 1:78**
Series 51, **2:49**
Series 53, **2:48**
Review, **3B:22**
Rule 23 activities of financial advisers, **3B:25**
Rule G-38, **3B:24**
Rule G-17, industry personnel including municipal advisors, **3B:19**
Rule G-18, Best Execution Rule, **3B:20**
Statements. Disclosure and disclosure documents, above
Telemarketing restrictions on dealers, **3B:26**
Undertaking. Disclosure and disclosure documents, above
Underwriters, **3B:19 to 3B:20**
Updating undertaking. Disclosure and disclosure documents, above

MUNICIPAL SECURITIES REPRESENTATIVE
Registration, **2:40**

MUNICIPAL SECURITIES RULEMAKING BOARD
Registration, **1:78**

MUTUAL FUNDS
Advertisements. **Advertisements and Other Communications with the Public**(this index)
Sales and related activities, **2A:95**
Sales practice obligations, **2A:107.50**

NAKED ETF
Sales and related activities, redemptions, **2A:60**

NAMES
Customer accounts. **Customer Accounts**(this index)
FINRA name, use in communications, **2A:158**

NEARLY FINAL OFFICIAL STATEMENT
Municipal securities, **3B:4**

NEGOTIATIONS
Badges, finders, **1:17**

NETWORKING ARRANGEMENTS
Advertisements and other communications with the public, **2A:166**
Badges of broker-dealer activities, **1:31.20**
"Badges" of broker-dealer activities, **1:30**

NEWLY ORGANIZED FUNDS
Advertisements and other communications with the public, related performance information for, **2A:169**

NEW PRODUCT REVIEW
Regulation of broker-dealers, remote office supervision, **2A:240**

NO-ACTION LETTERS
Registration, after Rule 3b-9 struck down, **1:74**

NONBANK AND BANK MUNICIPAL SECURITIES DEALERS
Registration, **1:76**

NON-TRADITIONAL ETFS
Sales and related activities, **2A:106**

NOTICE
Customer accounts. **Customer Accounts**(this index)
Electronic communications. **Electronic Communications with Customers**(this index)
Electronic media, **3A:3**
FINRA, **6A:6**
Municipal securities, **3B:12**
Registration, form BD-N, notice of broker-dealer registration of securities futures dealers, **2:8**

OCCASIONAL ENTERTAINMENT
Compensation, **2A:116**

OFFERINGS
"Badges" of broker - dealer activities, atypical public offerings through internet and "solicitation," **1:34**
Municipal securities offerings, use of electronic roadshows, **3B:17**
Prospectus and other written information. See **Prospectus and Other Written Information** (this index)

OFF-SITE FINOPS
Registration, **2:51**

OFF-SITE PERSONNEL OR REPRESENTATIVES
Registration, supervision of off-site personnel, **2:70**
Regulation. **Regulation of Broker-Dealers**(this index)

ONLINE COMMUNICATIONS
Sales and related activities, **2A:72**
Suitability
Generally, **3A:22**
Fraud. **Fraud** (this index)

OPERATIONS PROFESSIONALS
Registration, Series 99, **2:57**

ORAL COMMUNICATIONS
Advertisements. **Advertisements and Other Communications with the Public**(this index)
Justifiable reliance upon oral misrepresentation in conflict with written representations, **5:6**

ORDERS
Arbitrator's authority to issue, **4:19.50**

OUT-OF-POCKET THEORY
Churning damages, **5:27**

OUTSIDE ACTIVITIES OF REPRESENTATIVES
See **Regulation of Broker-Dealers**(this index)

OVERSIGHT
See **Supervision, Oversight, and Risk Controls**(this index)

OWNERSHIP
Wholly-owned subsidiary market-maker, sales made directly to parent company of, **3:29**

OWN PURCHASES
Underwriters, **3:15**

PARTICIPATION
Reliance by participating underwriters upon diligence of managing underwriters, **3:76**
Underwriters, **3:5, 3:6, 3:76**

PARTIES
Arbitration, representation, **4:12**
Electronic communications with customers, third party hyperlinked materials, **3A:20**
Regulation of broker-dealers, third-party service providers, **2A:243**

PART-TIME FINOPS
Registration, **2:51**

PAYMENTS
Solicitations by seller and payments to other than broker, prohibitions on, **3:30**

"PAY-TO-PLAY" RULE
Municipal securities, **3B:23**
Regulation of broker-dealers, **2A:38**

PERFORMANCE
Advertisements. **Advertisements and Other Communications with the Public**(this index)
Fiduciary duties. **Fiduciary Duties**(this index)

PERSONAL GIFTS
See **Regulation of Broker-Dealers**(this index)

P.O. BOXES
Customer accounts, **2A:17**

PRE-DISPUTE ARBITRATION AGREEMENTS
See **Customer Accounts**(this index)

PRELIMINARY OFFICIAL STATEMENT
Municipal securities, **3B:5**

PRESENCE OF UPDATING UNDERTAKING
See municipal securities. See **Municipal Securities** (this index)

PREVIOUS INDICATIONS OF INTEREST
Underwriters, **3:37 to 3:39**

PREVIOUS VIOLATIONS
Registration, **2:3**

PRIMARY VIOLATORS
Fraud, aiding and abetting, **5:33, 5:33.50**

PRINCIPAL-PROTECTED MUTUAL FUNDS
Sales and related activities, **2A:105**

PRINCIPAL PURCHASES OF FUND SHARES
Sales. **Sales**(this index)

PRIOR REQUIREMENTS
Underwriters, **3:28**

PRIVATE LITIGATION
Registration, **2:20**

PRIVATE PLACEMENT
Underwriters, **3:13, 3:14**

PRIVATE SECURITIES LITIGATION REFORM ACT (PSLRA)
Fiduciary duties, **5:17**

PRIVATE SECURITIES TRANSACTIONS
See **Regulation of Broker-Dealers**(this index)

PROFESSIONALS
Badges, professionals as finders, **1:21**

PROMISSORY NOTES
Registration, definitional tests of security, **1:58**

PROMOTIONAL ITEMS
See **Regulation of Broker-Dealers**(this index)

PROSPECTUS AND OTHER WRITTEN INFORMATION
Generally, **3:54 to 3:67**
Covered fund research report by unaffiliated broker or dealer, offer for sale, **3:64**
Definition of prospectus, **3:56**
Delivery, **3:49, 3A:2**
Disclosure
Operation of Section 5, **3:54**
Post-2005 prospectus and non-prospectus disclosure requirements and method of delivery, **3:55**
Selective disclosures, **3:67**
Dissemination requirements for brokers' prospectus
Generally, **3:54 to 3:67**
Brokers on exchanges and other trading facilities, prospectus delivery obligations for sales between, Rule 153, **3:58**
Failure to send prospectus, **3:57**
Post-2005 prospectus and non-prospectus disclosure requirements and method of delivery, **3:55**
Prospectus defined, **3:56**
Regulation M, research reports deemed prospectuses or offers for sale, Rule 138 and Rule 139, **3:66**
Rule 15c2-8, **3:60**
Selective disclosures, **3:67**
Settlement date and prospectus delivery requirements, **3:59**
Electronic media, delivery of prospectus, **3A:2**
Fund prospectus, disclosures, **1:31.50**
Jumpstart Our Business Startups Act (JOBS Act), effect on Rules 137, 138, and 139, **3:65**
Misrepresentation or Shingle Theory, justifiable reliance upon oral misrepresentation in conflict with written representations, **5:6**
Offerings, generally, **3:54 to 3:67**
Post-2005 prospectus and non-prospectus disclosure requirements and method of delivery, **3:55**

PROSPECTUS AND OTHER WRITTEN INFORMATION—Cont'd
Research reports deemed as prospectuses or offers for sale, 17 Rules 138 and 139, **3:61 to 3:63**
Sales, generally, **3:54 to 3:67**
Selective disclosures, **3:67**

PROXY OR PROXIES
Electronic media, proxy materials, **3A:2**
Regulation. **Regulation of Broker-Dealers**(this index)

PSLRA
Fiduciary duties, **5:17**

PUBLIC APPEARANCES
Advertisements and other communications with the public, **2A:147**

PUBLICATION
Underwriters, publication of research reports, Rule 137, **3:17**

PUBLIC COMMUNICATIONS
Advertisements. **Advertisements and Other Communications with the Public**(this index)

PUBLIC OFFERINGS
Badges, atypical public offerings through internet and "solicitation," **1:34**

PUNITIVE DAMAGES
Arbitration, **4:6**

QUALIFICATIONS
Arbitrators, **4:11**
Attorneys, status of general counsel/secretary as principals, **2:54**
Form U4, **2:58, 2:59**
Registration. **Registration**(this index)
Supervision. **Supervision, Oversight, and Risk Controls**(this index)

QUASI-CONTRACTUAL RECOVERY
Churning damages, **5:26**

QUOTATIONS
Underwriters, **3:40, 3:41**

REASONABLE BASIS SUITABILITY
Sales, **2A:69**

REASONABLE INQUIRY
Underwriters, **3:42**

REASONABLENESS
Underwriters, **3:73, 3:78**

RECEIPT OF SECURITIES
Compensation, **2A:111**

RECOMMENDATIONS
Badges, finders, **1:17**
Sales. **Sales**(this index)

RECORDS AND RECORDING
Advertisements. **Advertisements and Other Communications with the Public**(this index)
Compensation, recordkeeping limitations, **2A:112**
Customer accounts. **Customer Accounts**(this index)
Registration, **1:83**
Regulation of broker-dealers, influencing and rewarding employees of others, **2A:122**
Underwriters, **3:39**

RECRUITMENT
Compensation, recruitment compensation practices disclosure, **2A:140**

REDEMPTIONS
See **Sales**(this index)

RED FLAG REQUIREMENTS
Customer accounts, identity theft, **2A:47**

REFUNDS
Sales charges, **2A:89**

REGISTRATION
Generally, **1:1 to 1:88, 2:1 to 2:80**
Active military service, inactive due to, Rule 1201.10, **2:69**
Advisers, **1:23, 1:27**
Alternative trading systems (ATS), **1:35 to 1:37**
Amendments
Form BD, **2:13**
Methods for successors, **2:11**
Successors not eligible to use successor provisions, **2:12**
Annuities, variable annuity contracts as security, **1:59**
Application
Generally, **2:1 to 2:10**
Consent to service of process for non-resident broker-dealers, **2:7**
Denial of registration, **2:2, 2:3**
Discipline subsequent to registration for misinformation on application, **2:4**
Disclosure failure, **2:2**
Form accompanying financial statement, **2:5 to 2:8**
Form BD, **2:5**
Form BD-N, **2:8**
Form BDW, withdrawal, **2:9, 2:10**
Form BR, **2:6**
Non-resident broker-dealers, consent to service of process for, **2:7**

REGISTRATION—Cont'd
Application—Cont'd
Notice registration of securities futures broker-dealers, form BD-N, **2:8**
Previous securities acts violations, **2:3**
Process, generally, **2:1 to 2:4**
Service of process for non-resident broker-dealers, consent to, **2:7**
Arbitration disclosure about employment matters for registered persons, Rule 3080, **2:78**
Associated person
Defined, **2:22**
Qualification and registration of. Qualification and registration of associated persons, below
ATS (Alternative trading systems), **1:35 to 1:37**
Background of applicants, investigation of, **2:24**
Badge of broker. See **Badges of Broker-Dealer Activities** (this index)
Banks
Generally, **1:67 to 1:74**
Commission's proposed legislation, **1:73**
Exclusion of bank, **1:68**
Expansion of bank brokerage activities, **1:69**
Municipal securities dealers, **1:76**
No-action letters after Rule 3b-9 struck down, **1:74**
Rule 3b-9, **1:70 to 1:74**
Striking down of Rule 3b-9, **1:72**
Temporary introduction, **1:67**
BrokerCheck disclosure, Rule 8312, **2:77**
Categories
Principal registrations, Rule 1220(a), **2:45**
Representative registrations, **2:37**
CCO registration as principal, Rule 1220(a)(3), Series 14, **2:55**
Certificates of deposit, definitional tests of security, **1:58**
Charitable organization, exemption, **1:53**
Cloud financial operations. FINOPS, below
Commercial paper, exceptions and exclusions, **1:62**
Complaints
Firm reporting of disciplinary matters and customer complaints, Rule 4530, **2:75**
Practical guide for handling, **2:76**
Consent to service of process, **2:7**
Consultants
Investment advisers and financial consultants, financial consultants
1:26
Status of, **2:65**
Continuing education program, Rule 1240, **2:72**
Criminal sanctions, consequences of unlawful nonregistration, **2:19**

REGISTRATION—Cont'd
Crowdfunding intermediaries, ban to general solicitation prohibition, **1:41**
Definitions
Broker-dealer, **1:3**
Derivatives of broker-dealers, **1:86**
Expanded dealer, proposed, **1:3.50**
Government securities, **1:81**
Government securities dealer, proposed, **1:3.50**
Security
Generally, **1:54 to 1:59**
Certificates of deposit and promissory notes, definitional tests, **1:58**
Economic realities, **1:56**
Investment contracts, **1:55**
Risk capital test, **1:57**
Variable annuity contracts, **1:59**
Variable annuity contracts as security, **1:59**
Derivatives of broker-dealers
Generally, **1:84 to 1:88**
Definitions, **1:86**
Eligible OTC derivative instruments defined, **1:86**
International competition, **1:88**
Operation of the rule, **1:87**
Requirements, **1:85, 1:86**
Discipline subsequent to registration for misinformation on registration application, **2:4**
Disqualified persons, **2:26**
Dual employment, Rules 3270 and 3040, **2:71**
Employment
Arbitration disclosure about employment matters for registered persons, Rule 3080, **2:78**
Contract issues, **2:27**
Dual employment, Rules 3270 and 3040, **2:71**
Supervision of off-site personnel, **2:70**
Engaged in business, **1:4**
Examinations. Qualification and registration of associated persons, below
Exceptions, exclusions, and exemptions
Generally, **1:50 to 1:53**
Banks, **1:68**
Brokers, **1:45 to 1:49**
Charitable organizations, Section 3(e), **1:53**
Commercial paper, **1:62**
Crowdfunding intermediaries, general solicitation, **1:41**
Government securities, **1:82**
Individual grants, Section 15(a)(2), **1:52**
Intrastate exemption from, **1:44**
Mortgage securities and other securities exempted from commission rule, **1:63 to 1:66**
Rulemaking, exemption by, **1:51**

REGISTRATION—Cont'd
Exceptions, exclusions, and exemptions—Cont'd
Section 3(a)(12), **1:65**
Section 15(a)(2), **1:66**
Securities exempted, generally, **1:60 to 1:66**
Failure to register persons acting as principal, **2:56**
Fees, examination and registration, **2:67**
Financial condition, elimination of statement of, **2:8**
Financial principals, Series 27, **2:50**
Financial statement, **2:5 to 2:8**
Finders
Badges. **"Badges" of Broker-Dealer Activities** (this index)
Broker-dealers rules, **1:25**
Social service providers, **1:22**
Fingerprinting, **2:28**
FINOPS
Multiple registered FINOPs, **2:51**
Off-site, **2:51**
Part-time, **2:51**
FINRA
Capital acquisition broker rules, broker finders, **1:25**
Capital Acquisition Broker (CAB) rules, **1:25**
Guidance, **1:6**
Waiver request, review of, **2:34**
FINRA membership, **2:14.50**
Firm element, Rule 1240(b), **2:74**
Firm reporting of disciplinary matters and customer complaints, Rule 4530, **2:75**
Foreign broker-dealers. See **Foreign Broker-Dealers** (this index)
Form BD, **2:5 to 2:8, 2:13**
Form U4, **2:58, 2:59**
Form U5. Qualification and registration of associated persons, below
Futures products, form BD-N, notice of broker-dealer registration of securities futures dealers, **2:8**
General securities principal, Series 24, **2:46**
General securities representative, **2:38**
Government securities
Generally, **1:79 to 1:83**
Definitions, **1:81**
Exemption from registration, **1:82**
Requirements, **1:80 to 1:82**
Treasury department financial responsibility and record keeping rulemaking authority, **1:83**
Historical development, **1:1**
History of issues, representatives with a, **2:25**
Immunity, form U5, **2:62**
Inactive due to active military service, Rule 1201.10, **2:69**

REGISTRATION—Cont'd
Independent contractors, **2:65**
Individual grants of exemption, **1:52**
Injunctions, **2:17**
Intrastate exemption from, **1:44**
Investigation of background of applicants, **2:24**
Investment advisers and financial consultants 1:26
Investment company products, **2:47**
Investment company representative, **2:39**
Misinformation on registration application, discipline subsequent to registration for, **2:4**
Multiple registered FINOPs, NTM 06-23, **2:51**
Municipal securities. **Municipal Securities**(this index)
Nonbank and bank municipal securities dealers, **1:76**
Off-site FINOPs, NTM 06-23, **2:51**
Off-site personnel, **2:70**
Off-site personnel, supervision, **2:70**
Ongoing duty to update registration information, **2:60**
Operations professionals, Series 99, **2:57**
Part-time FINOPs, NTM 06-23, **2:51**
Permissive registration categories, Rule 1210, **2:64**
Personnel, **2:23, 2:35**
Persons not subject to registration, **2:41, 2:42**
Principal registrations, Rule 1220(a), **2:44, 2:45**
Promissory notes, definitional tests of security, **1:58**
Qualification and registration of associated persons
Generally, **2:15, 2:21 to 2:80**
Active military service, inactive due to, Rule 1201.10, **2:69**
Arbitration disclosure about employment matters for registered persons, Rule 3080, **2:78**
Associated person, defined, **2:22**
Background of applicants, investigation of, **2:24**
BrokerCheck disclosure, Rule 8312, **2:77**
Categories of principal registrations, Rule 1220(a), **2:45**
Categories of representative registrations, **2:37**
CCO registration as principal, Rule 1220(a)(3), Series 14, **2:55**
Complaints, practical guide for handling, **2:76**
Continuing education program, Rule 1240, **2:72**
Disqualified persons, **2:26**
Dual employment, Rules 3270 and 3040, **2:71**
Employment contract issues, **2:27**
Examination fees, **2:67**

REGISTRATION—Cont'd
Qualification and registration of associated persons—Cont'd
Examinations
Generally, **2:29**
FINRA review of waiver request, **2:34**
Rule 1210, **2:29**
Submitting waiver request, **2:33**
Taking an exam, **2:31**
Waiver, **2:32 to 2:34**
Failure to register persons acting as principal, **2:56**
Fees, examination and registration, **2:67**
Financial principals, Series 27, **2:50**
Fingerprinting, **2:28**
Firm element, Rule 1240(b), **2:74**
Firm reporting of disciplinary matters and customer complaints, Rule 4530, **2:75**
Firms with significant history of misconduct, **2:25.50**
Form U4, **2:58, 2:59**
Form U5
Generally, **2:61**
Immunity, **2:62**
Registration and reporting forms U4 and U5, **2:58**
General securities principal, Series 24, **2:46**
General securities representative, **2:38**
History of issues, representatives with a, **2:25**
Immunity, form U5, **2:62**
Inactive due to active military service, Rule 1201.10, **2:69**
Investigation of background of applicants, **2:24**
Investment company products, **2:47**
Investment company representative, **2:39**
Multiple registered FINOPs, NTM 06-23, **2:51**
Municipal fund securities limited principal, Series 51, **2:49**
Municipal securities principal, Series 53, **2:48**
Municipal securities representative, **2:40**
Off-site FINOPs, NTM 06-23, **2:51**
Off-site personnel, **2:70**
Ongoing duty to update registration information, **2:60**
Operations professionals, Series 99, **2:57**
Part-time FINOPs, NTM 06-23, **2:51**
Permissive registration categories, Rule 1210, **2:64**
Personnel, **2:23, 2:35**
Persons not subject to registration, **2:41, 2:42**
Principal registrations, Rule 1220(a), **2:44, 2:45**
Registration and reporting forms U4 and U5, **2:58**
Registration fees, **2:67**
Regulatory element, Rule 1240(a), **2:73**

REGISTRATION—Cont'd
Qualification and registration of associated persons—Cont'd
Reinstatement of lapsed registration, Rule 1210.08, **2:68**
Representative registrations, **2:36, 2:37**
Representatives with a history of issues, **2:25**
Rules 4111, **2:25.50**
Security Industry Essentials (SIE), **2:30**
State registration of associated persons, **2:79**
Status, below
Taking an exam, **2:31**
Unregistered persons who contact prospective customers, NTM 88-50, **2:43**
Variable contracts limited principal, Series 26, **2:47**
Variable products limited representative, **2:39**
Registration and reporting forms U4 and U5, **2:58**
Registration fees, **2:67**
Regulatory element, Rule 1240(a), **2:73**
Reinstatement of lapsed registration, Rule 1210.08, **2:68**
Representative registrations, **2:36, 2:37**
Representatives
Generally, **2:36, 2:37**
History of issues, **2:25**
Rule 1210, **2:29**
Rulemaking, exemption by, **1:51**
Section 15(a) today, **1:2**
Security Industry Essentials (SIE), **2:30**
Social service providers, finders of funds, **1:22**
SRO membership and registration of representatives, **2:14**
State registration of associated persons, **2:79**
State registration of broker-dealer firms, **2:15.50**
Status
Finders, **2:66**
General counsel/secretary as principals, **2:54**
Independent contractors/consultants, **2:65**
Outside directors as principals, **2:53**
Submitting waiver request, **2:33**
Successors
Generally, **1:77, 2:11 to 2:13**
Amendments to Form BD, **2:13**
Eligibility to sue successor provisions, **2:12**
Method of registration, **2:11**
Taking an exam, **2:31**
Unlawful nonregistration, consequences of
Generally, **2:16 to 2:20**
Criminal sanctions, **2:19**
Denial of registration, **2:18**
Private litigation, **2:20**
SEC injunctive or disciplinary action, **2:17**
Unregistered persons who contact prospective customers, NTM 88-50, **2:43**

REGISTRATION—Cont'd
Variable annuity contracts as security, **1:59**
Variable contracts limited principal, Series 26, **2:47**
Variable products limited representative, **2:39**
Waiver, **2:32 to 2:34**
Who must register, **1:3 to 1:38**
Withdrawal of registration
Generally, **2:9, 2:10**
Procedure, **2:10**

REGULATION AC
Regulation of broker-dealers, **2A:251**

REGULATION BEST INTEREST
See **Fiduciary Duties**(this index)

REGULATION FD
See **Electronic Media**(this index)

REGULATION M
Prospectus and other written information, **3:66**
Underwriters, **3:25**

REGULATION OF BROKER-DEALERS
Generally, **2A:1 to 2A:255**
Advertisements. **Advertisements and Other Public Communications**(this index)
Annual CEO compliance certification, **2A:227**
Anti-money laundering. **Anti-Money Laundering**(this index)
Borrowing from and lending to customers, **2A:136**
BrokerCheck Disclosure Program, Rule 2267, **2A:43**
Business continuity, **2A:253**
Business entertainment. Influencing and rewarding employees of others, below
Certification, annual CEO compliance, **2A:227**
Charges for services performed, **2A:138**
Charitable gifts, solicitation by customers, **2A:137**
Chief compliance officer, designation of, **2A:226**
Claims against SEC for supervisory failure, **2A:246**
Communications with the public by off-site representatives, **2A:236**
Compensation. **Compensation**(this index)
Compliance programs
Generally, **2A:225**
Annual CEO compliance certification, **2A:227**
Chief compliance officer, designation of, **2A:226**
Confirmations, disclosure of deferred sales charges for mutual funds, **2A:24**
Consolidated financial account reports, **2A:26, 2A:29**
Controls for transmittals of funds or securities, **2A:18**

REGULATION OF BROKER-DEALERS —Cont'd
Credit terms, disclosure, **2A:36**
Customer account agreements. **Customer Accounts**(this index)
Customer accounts. **Customer Accounts**(this index)
Customer confirmations, **2A:23**
Cybersecurity, **2A:39**
Definition of customer, **2A:51**
Designated investment adviser, use of term, **2A:42**
Disclosure
Credit terms, **2A:36**
Financial condition upon customer request, Rule 2261, **2A:35**
Employees of others. Influencing and rewarding employees of others, below
Exceptions. Influencing and rewarding employees of others, below
Fair dealing with customers by off-site representatives, **2A:234**
Fidelity insurance coverage, Rule 4360, **2A:40**
Filing of financial reports/annual statements to customers, requirement, **2A:250**
Financial condition upon customer request, disclosure, **2A:35**
Financial reports/annual statements to customers, requirement, filing, **2A:250**
Financial responsibility requirements
Filing of financial reports/annual statements to customers, requirement, **2A:250**
1934 Act rules, **2A:249**
FINRA. **FINRA**(this index)
Foreign Corrupt Practices Act compliance, **2A:139**
Forwarding proxies and shareholder reports
Generally, **2A:41**
Designated investment adviser, use of term, **2A:42**
Rule 2251, **2A:41, 2A:42**
Gifts and entertainment, **2A:235**
Guarantees/sharing in customer accounts, **2A:135**
Heightened supervision of retail sale of complex products, **2A:241**
Incident Plan and Notification Requirements, **2A:45.50**
Influencing and rewarding employees of others
Generally, **2A:121 to 2A:127**
Exceptions. Personal gifts, promotional items, and business entertainment, below in this group
General prohibition, **2A:121, 2A:122**
Personal gifts, promotional items, and business entertainment
Generally, **2A:123 to 2A:125, 2A:127**

REGULATION OF BROKER-DEALERS —Cont'd
Influencing and rewarding employees of others —Cont'd
Personal gifts, promotional items, and business entertainment—Cont'd
Additional guidance on business entertainment, **2A:127**
Exceptions, **2A:123 to 2A:125**
Recordkeeping, **2A:122**
Rule 3220, generally, **2A:121 to 2A:127**
Inspection of unregistered offices, **2A:232**
Insurance coverage, background, SIPC, **2A:48**
Limitations. **Compensation**(this index)
Lost and stolen securities program, **2A:255**
Madoff, Stanford and Lehman Brothers matters, **2A:51**
Master accounts and sub-accounts, **2A:19**
Misconduct, brokers with a significant history of, **2A:245**
Money laundering. **Anti-Money Laundering**(this index)
New product review, remote office supervision, **2A:240**
Off-site representatives. Remote office supervision, below
Other compensation issues, **2A:132 to 2A:139**
Other supervision issues, generally, **2A:228 to 2A:247**
Outside activities of representatives
Generally, **2A:128 to 2A:131**
Outside business activities, **2A:129**
Private securities transactions, below
Pay-to-play practices, Rule 2030, **2A:38**
Personal gifts. Influencing and rewarding employees of others, above
Privacy of customer information. **Customer Accounts**(this index)
Private securities transactions
Generally, **2A:130**
Advisory activities of RR/IAs, **2A:131**
Remote office supervision, **2A:233**
Promotional items. Influencing and rewarding employees of others, above
Proxies. Forwarding proxies and shareholder reports, above
Recruitment compensation practices disclosure, **2A:140**
Regulation AC, **2A:251**
Remote office supervision
Generally, **2A:229 to 2A:239**
Communications with the public by off-site representatives, **2A:236**
Fair dealing with customers by off-site representatives, **2A:234**
Gifts and entertainment, **2A:235**

REGULATION OF BROKER-DEALERS —Cont'd
Remote office supervision—Cont'd
Inspection of unregistered offices, **2A:232**
New product review, **2A:240**
Off-site representatives
Generally, **2A:230**
Communications with the public, **2A:236**
Fair dealing with customers, **2A:234**
Gifts and entertainment, **2A:235**
Inspection of unregistered offices, **2A:232**
New product review, **2A:240**
Private securities transactions, **2A:233**
SEC staff legal bulletin No. 17, **2A:239**
Series 9/10 or 24 salespersons, **2A:238**
Supervision, generally, **2A:231 to 2A:237**
Unregistered broker-dealer status, **2A:237**
Unregistered offices, inspection of, **2A:232**
Private securities transactions, **2A:233**
SEC staff legal bulletin No. 17, **2A:239**
Series 9/10 or 24 salespersons, **2A:238**
Supervision, generally, **2A:231 to 2A:237**
Unregistered broker-dealer status, **2A:237**
Unregistered offices, inspection of, **2A:232**
Reports
Consolidated financial account reports, **2A:26, 2A:29**
Filing of financial reports/annual statements to customers, requirement, **2A:250**
Forwarding proxies and shareholder reports, Rule 2251, **2A:41, 2A:42**
Retail sale of complex products, heightened supervision of, **2A:241**
Retired representatives, compensation to, **2A:133**
Rewarding employees of others. Influencing and rewarding employees of others, above
Risk management
Market access rule, Rule 15c3-5, **2A:248**
Practices, **2A:247**
Sales. **Sales**(this index)
SEC staff legal bulletin No. 17, **2A:239**
Securities accounts at other firms, **2A:134**
Securities Investor Protection Corporation. SIPC, below
Series 9/10 or 24 salespersons, **2A:238**
Shareholders. Forwarding proxies and shareholder reports, above
SIPC
Information for customers, **2A:52**
Initiation of coverage, **2A:50**
Insurance coverage, background, **2A:48**
Structure an assessments, **2A:49**
Solicitation of charitable gifts by customers, **2A:137**
Statutorily disqualified persons, employment of, **2A:242**

REGULATION OF BROKER-DEALERS —Cont'd
Structure and assessments, SIPC, **2A:49**
Supervision. Remote office supervision, above
Third-party service providers, responsibility for, **2A:243**
Unauthorized trading, **2A:244**
Unregistered broker-dealer status, remote office supervision, **2A:237**
Unregistered offices, inspection, **2A:232**

REGULATION S-P
See **Customer Accounts**(this index)

REINSTATEMENT
Registration, reinstatement of lapsed registration, Rule 1210.08, **2:68**

RELEVANCE
Fraud, breach of Shingle Theory obligations as act of, **5:14**

RELIANCE
Misrepresentation or Shingle Theory, justifiable reliance upon oral misrepresentation in conflict with written representations, **5:6**
Underwriters. See **Underwriters** (this index)

REMOTE OFFICE SUPERVISION
See **Regulation of Broker-Dealers**(this index)

REPORTS AND REPORTING
Prospectus and other written information, **3:62 to 3:63**
Regulation. **Regulation of Broker-Dealers**(this index)
Research reports. See **Research Reports** (this index)
Underwriters, **3:17**

REPRESENTATIVES
Arbitration, parties to, **4:12**
Electronic communications. **Electronic Communications with Customers**(this index)
Fiduciaries. **Fiduciaries**(this index)
Registration. **Registration**(this index)

RESALE
Underwriters. See **Underwriters** (this index)

RESEARCH
Foreign broker-dealers, Rule 15a-6(a)(2), **1:47**

RESEARCH REPORTS
Jumpstart Our Business Startups Act (JOBS Act), effect on Rules 137, 138, and 139, **3:65**
Prospectus, report deemed as, **3:62 to 3:63**
Underwriters, **3:17**

RESPONSIBLE REVIEW PERSON
Electronic communications with customers, **3A:30**

RESTRICTIONS
See **Limitation and Restrictions**(this index)

RETAIL COMMUNICATIONS
Advertisements. **Advertisements and Other Communications with the Public**(this index)

RETAIL CUSTOMERS
Sales of hedge funds to retail customers, **2A:74**

RETAIL SALE OF COMPLEX PRODUCTS
Regulation of broker-dealers, **2A:241**

RETIRED REPRESENTATIVES
Compensation, **2A:133**

RETIREMENT ACCOUNTS
See. **Individual Retirement Accounts (IRAs)**(this index)

"REVERSE CHURNING"
Fraud, **5:29.50**

REWARDS
See **Regulation of Broker-Dealers**(this index)

RISK CAPITAL TEST
Registration, **1:57**

RISK CONTROLS
See **Supervision, Oversight, and Risk Controls**(this index)

ROAD SHOWS
Electronic media. **Electronic Media**(this index)

ROLLOVERS
Sales and related activities, individual retirement accounts, **2A:75**

RULE 23
Municipal securities, activities of financial advisers, **3B:25**

RULE 3160
Advertisements, networking arrangements with financial institutions, **2A:166**
''Badges'' of broker - dealer activities
ATM machines, **1:31.30**
Bank premises, selling funds, **1:31.10**
Kiosks, **1:31.30**
Networking arrangements, **1:31.20**
Required disclosures, **1:31.40**
Selling funds on bank premises, **1:31.10**

RULES 137, 138, AND 139
Jumpstart Our Business Startups Act (JOBS Act), **3:65**

RULE 3a4-1
''Badges'' of broker-dealer activities, **1:14**

RULE 15a-6
Foreign broker-dealers, **1:45**

RULE 3b-9
Registration, banks and bank brokers, **1:70 to 1:74**

RULE 15c2-12
Information dissemination, electronic roadshows for municipal securities offerings, **3B:17**

RULE G-17
Municipal advisors and industry personnel, application to, **3B:19**

RULE G-18
Best execution rule, **3B:20**

RULE G-38
Municipal securities, duties of underwriters and dealers, **3B:24**

SAFE HARBOR
Badges, Rule 3a4-1, **1:14**

SALES
Generally, **2A:53 to 2A:107**
Additional mutual fund sales practice requirements, generally, **2A:93 to 2A:107**
Advertising and promoting commission discounts, **2A:59**
Alternative mutual funds, **2A:107.50**
Appropriate recommendations, **2A:66, 2A:67**
Badges, **1:10**
Best interest. Regulation Best Interest, below
Bonds and bond funds, obligations when selling, **2A:97**
Cash alternatives, obligations when selling, **2A:99**
Collectors items, stock certificates sold as, **1:31**
Commercial honor and principles of trade standards
Generally, **2A:57-2A:60**
Advertising and promoting commission discounts, **2A:59**
Illiquid investments, **2A:58**
Naked ETF redemptions, **2A:60**
Rule 2010, generally, **2A:57-2A:60**
Communications with senior investors, **2A:78**
Compliance with dealer agreements, **2A:94**
Conditions for discounts to dealers, sales by underwriters, **2A:83**
Customer investment profile information, obtaining, **2A:65**
Customer-specific, generally, **2A:64 to 2A:68**
Deferred sales charge on confirmation, disclosure, **2A:92**
Definition of recommendation, **2A:67**
Directed brokerage arrangements, **2A:90**

SALES—Cont'd
Disclosure, deferred sales charge on confirmation, **2A:92**
ETFs
Naked ETF redemptions, **2A:60**
Non-traditional ETFs, **2A:106**
Secondary trading of ETF shares, **2A:88**
Exploitation of certain senior investors, **2A:80**
Extending margin for mutual fund shares, **2A:104**
Fair dealing with customers, **2A:61**
Form CRS/ADV Part 3, relationship summary, **2A:56**
Hedge funds to retail customers, sales of, **2A:74**
High-yield environment, obligations when selling securities in, **2A:98**
Illiquid investments, **2A:58**
Individual retirement accounts, rollovers, **2A:75**
Institutional customers, suitability obligations to, **2A:71**
Internal controls, **2A:68**
Investment company rule
Generally, **2A:81 to 2A:92**
Directed brokerage arrangements, **2A:90**
Disclosure of deferred sales charge on confirmation, **2A:92**
Principal purchases of fund shares
Generally, **2A:87**
Secondary trading of ETF shares, **2A:88**
Prompt payment for investment company shares, **2A:91**
Refund of sales charges, **2A:89**
Rule 2341, generally, **2A:81 to 2A:92**
Sales charges, **2A:84**
Selling dividends, **2A:85**
Underwriters, sales by
Generally, **2A:82**
Conditions for discounts to dealers, **2A:83**
Withhold orders, **2A:86**
Know-your-customer obligation, **2A:62**
Late trading/market timing transactions
Generally, **2A:101**
Redemption fees on short-term trades, **2A:102**
Manner of sale. **Underwriters**(this index)
Market timing transactions. Late trading/market timing transactions, above
Military installations, sales on, **2A:107**
Multiclass funds, **2A:73**
Mutual fund sales practice obligations, **2A:95**
Naked ETF redemptions, **2A:60**
Non-traditional ETFs, **2A:106**
Obligations when selling bonds and bond funds, **2A:97**
Online communications, suitability and, **2A:72**
Principal-protected mutual funds, **2A:105**

SALES—Cont'd
Principal purchases of fund shares. Investment company rule, above
Principles of trade standards. Commercial honor and principles of trade standards, above
Prompt payment for investment company shares, **2A:91**
Prospectus and other written information. See **Prospectus and Other Written Information** (this index)
Quantitative suitability, **2A:70**
Reasonable basis suitability, **2A:69**
Recommendations
Representatives changing firms, **2A:103**
Suitability of recommendations to customers, below
Redemptions
Fees on short-term trades, late trading/market timing transactions, **2A:102**
Late trading/market timing transactions, short-term trades, **2A:102**
Naked ETF redemptions, **2A:60**
Refund of sales charges, **2A:89**
Regulation, generally, **2A:53 to 2A:107**
Regulation Best Interest
Overview, **2A:54**
Standard of conduct, **2A:55**
Retail customers, sales of hedge funds to, **2A:74**
Rollovers to individual retirement accounts, **2A:75**
Sales charges, **2A:84**
Secondary trading of ETF shares, **2A:88**
Securities Act of 1933, **3:81**
Selling dividends, **2A:85**
Senior investors
Generally, **2A:76 to 2A:79**
Communications with senior investors, **2A:78**
Exploitation of certain, **2A:80**
Suitability of recommendations to, **2A:77**
Standard of conduct, Regulation Best Interest, **2A:55**
Suitability and online communications, **2A:72**
Suitability obligations to institutional customers, **2A:71**
Suitability of recommendations to customers
Appropriate recommendations, **2A:66, 2A:67**
Customer investment profile information, obtaining, **2A:65**
Customer-specific, generally, **2A:64 to 2A:68**
Definition of recommendation, **2A:67**
Hedge funds to retail customers, sales of, **2A:74**
Individual retirement accounts, rollovers, **2A:75**
Internal controls, **2A:68**
Multiclass funds, **2A:73**

SALES—Cont'd
Suitability of recommendations to customers —Cont'd
Quantitative suitability, **2A:70**
Reasonable basis suitability, **2A:69**
Retail customers, sales of hedge funds to, **2A:74**
Rollovers to individual retirement accounts, **2A:75**
Sales of hedge funds to retail customers, **2A:74**
Summary, **2A:63**
Summary, **2A:63**
Supervision of mutual fund sales practices, **2A:96**
Switching or trading in fund shares, **2A:100**
Underwriters. See **Underwriters** (this index)
Withhold orders, investment company rule, Rule 2341, **2A:86**

SALES LITERATURE
See **Advertisements and Other Communications with the Public**(this index)

SANCTIONS
Arbitration, sanctions imposed by arbitrator, **4:21**
Registration, **2:19**

SANTA FE
Fraud, breach of Shingle Theory obligations as act of, **5:14**

SCHEME LIABILITY
Fraud claims under Section 10(b)5, primary and secondary violators distinguished, **5:33.50**

SECONDARY TRADING OF ETF SHARES
Sales and related activities, **2A:88**

SECONDARY VIOLATORS
Fraud, aiding and abetting, **5:33, 5:33.50**

SECURITIES ACT (1933)
Generally, **3:1 to 3:86**
Badges, **1:32**
Defenses, **3:83, 3:84**
Definitions, **3:81**
Exceptions and exclusions. Exemptions, below
Exemptions
Brokers' transaction exemption, **3:50 to 3:53**
Brokers' transactions, **3:52**
Dealer exemption under Section 4(a)(3)
Generally, **3:43 to 3:49**
Dealer or underwriter, distinction, **3:44**
Expiration of forty- or ninety-day period, **3:47**
Extending exemption, **3:48**
Investment, unsold allotment held for, **3:46**
Prospectus delivery, **3:49**

SECURITIES ACT (1933)—Cont'd
Exemptions—Cont'd
Dealer exemption under Section 4(a)(3) —Cont'd
Section 4(a)(3) and 2(11), dealer or underwriter, **3:43 to 3:49**
Unsold allotment, **3:45, 3:46**
Distribution, not available for broker involved in, **3:51**
Solicitation of orders, **3:53**
Liability of broker-dealer
Generally, **3:68 to 3:86**
Care, duty of, **3:80**
Due diligence defense. See **Underwriters** (this index)
Equitable tolling under Section 12(1), **3:71**
Equitable tolling under Section 11 and 12(2), **3:70**
Inaccurate disclosure under § 12(2), **3:79 to 3:81**
In pari delicto defense for liability arising under § 12 and other federal securities laws, **3:83, 3:84**
Limitation of actions under § 13, **3:86**
Noncompliance, liability under § 12(1), **3:82**
Section 17, **3:85**
Seller defined under §§ 12(1) and 12(2), **3:81**
Underwriters. See **Underwriters** (this index)
Prospectus and other written information. See **Prospectus and Other Written Information** (this index)
Underwriters. See **Underwriters** (this index)
Written information. See **Prospectus and Other Written Information** (this index)

SECURITIES AND EXCHANGE COMMISSION (SEC)
Advertising. **Advertisements and Other Communications with the Public**(this index)
Branch office examinations, **6:10**
Compliance alert letter, **6:9**
Crowdfunding, **1:42**
Due diligence of underwriters, guidelines, **3:77**
Enforcement
Crowdfunding, **1:42**
Manual, **6:15**
Proceedings. Investigation and enforcement proceedings, below
Examinations
Generally, **6:1 to 6:16**
Branch office examinations, **6:10**
Compliance alert letter, **6:9**
Examination process, **6:8**
Fraud, SEC claims for aiding and abetting under Section 10b-5, **5:32**
Guidelines, due diligence of underwriters, **3:77**

SECURITIES AND EXCHANGE COMMISSION (SEC)—Cont'd
Interpretive guidance, 8220solely incidental,8221 **2A:13.50**
Investigation and enforcement proceedings
Generally, **6:14 to 6:16**
Enforcement manual, **6:15**
Specialized units, **6:16**
Investment Advisers Act of 1940 (Advisers Act), **6A:12**
Regulatory scheme for broker-dealers
Investment Advisers Act of 1940 (Advisers Act), **6A:12**
Overview, **6A:1, 6A:10, 6A:11**
Securities Exchange Act of 1934, **6A:11**
8220Solely incidental8221 interpretive guidance, **2A:13.50**
Specialized units, **6:16**

SECURITIES DEALER
Proposed government, definitions, **1:3.50**

SECURITIES FUTURES PRODUCTS BROKER-DEALERS
Form BD-N, **2:8**

SECURITIES INVESTOR PROTECTION CORPORATION (SIPC)
Regulation. **Regulation of Broker-Dealers**(this index)

SECURITIES LITIGATION UNIFORM STANDARDS ACT (SLUSA)
Fiduciary duties, avoiding pleading standards of PSLRA by use of state courts, **5:17**
Fraud, breach of Shingle Theory obligations as act of, **5:16.50**
"In connection with," **5:16.50**

SECURITY INDUSTRY ESSENTIALS (SIE)
Registration, **2:30**

SELECTION OF ARBITRATORS
Generally, **4:11**

SELECTIVE DISCLOSURES
Prospectus and other written information, **3:67**

SENIOR INVESTORS
Sales. **Sales**(this index)

SERIES 14
Registration as principal, CCO, **2:55**

SERIES 24
Registration, general securities principal, **2:46**

SERIES 26
Registration, variable contracts limited principal, **2:47**

SERIES 27
Registration, financial principals, **2:50**

SERIES 51
Registration, municipal fund securities limited principal, **2:49**

SERIES 53
Registration, municipal securities principal, **2:48**

SERIES 99
Registration, operations professionals, **2:57**

SERIES 9/10 OR 24 SALESPERSONS
Regulation of broker-dealers, **2A:238**

SERVICE OF PROCESS
Registration, **2:7**

SETTLEMENT
Prospectus and other written information, **3:59**

SHAREHOLDERS
Electronic media, shareholder reports, **3A:2**
Regulation. **Regulation of Broker-Dealers**(this index)

SHINGLE THEORY
See **Fiduciary Duties** (this index)

SIE
Registration, **2:30**

SIPC
See **Securities Investor Protection Corporation (SIPC)**(this index)

SLUSA
See **Securities Ligation Uniform Standards Act (SLUSA)**(this index)

SOCIAL MEDIA
FINRA guidance
Regulatory notices, **3A:25**
Social media influencers, **3A:25.50**

SOCIAL SERVICE PROVIDERS
Finders of funds, registration, **1:22**

8220SOLELY INCIDENTAL8221
SEC's interpretive guidance, customer accounts, **2A:13.50**

SOLICITATION
Badges, atypical public offerings through internet and "solicitation," **1:34**
Crowdfunding, general solicitation under Securities Act Rule 506, **1:41**
Securities Act of 1933, **3:53**
Underwriters. See **Underwriters** (this index)

SOPHISTICATED CUSTOMERS
Fiduciary duties, misrepresentation or Shingle Theory, **5:4 to 5:6**

SPECIALIST
Underwriters, **3:26**

SPECIALIZED UNITS
Securities and Exchange Commission (SEC), **6:16**

SPECIAL SITUATIONS
Badges. See **Badges of Broker-Dealer Activities** (this index)

SRO MEMBERSHIP
Registration, **2:14**

STANDARD OF CARE
Fiduciary duties, **5:10.50**
Sales and related activities, Regulation Best Interest, **2A:55**

STANDARD OF CONDUCT
Sales and related activities, Regulation Best Interest, **2A:55**

STANFORD
Regulation of broker-dealers, **2A:51**
Special review committee report, **6:13**

STARTUPS
See **Crowdfunding#RF(this index)**

STATEMENTS
Customer accounts. **Customer Accounts**(this index)
Final official statement. **Final Official Statement**(this index)
Financial statement. **Registration**(this index)
Municipal Securities(this index)

STATES
Regulatory requirements for broker-dealers, **6A:13**

STATUS
See. **Registration**(this index)

STATUTE OF LIMITATIONS
See **Limitation of Actions**(this index)

STATUTES
Arbitration, **4:7, 4:9**
Private Securities Litigation Reform Act (PSLRA), **5:17**
Securities Act of 1933. See **Securities Act (1933)** (this index)
Securities Litigation Uniform Standards Act (SLUSA), **5:16.50**

STATUTORILY DISQUALIFIED PERSONS
Regulation of broker-dealers, **2A:242**

SUBPOENAS
Arbitrator's authority to issue, **4:19.50**

SUBSIDIARIES
Underwriters, **3:29**

SUCCESSORS
See **Registration**(this index)

SUDDEN PERFORMANCE
Advertisements and other communications with the public, **2A:171**

SUITABILITY
Online suitability. See **Fraud** (this index)
Sales. **Sales**(this index)

SUPERVISION, OVERSIGHT, AND RISK CONTROLS
Generally, **2A:200 to 2A:248**
Annual compliance meetings, **2A:210**
Annual review of internal inspections, **2A:219, 2A:220**
Appeal. Review, below
Branch offices
Definition/exclusions, **2A:207**
Designation of, **2A:205**
Business rule, review of, **2A:213**
Correspondence and internal communications, review of, **2A:214**
Customer complaints, review of, **2A:215**
Electronic communications. **Electronic Communications with Customers**(this index)
Establish, maintain, and enforce written procedures, **2A:212**
Heightened supervisory procedures, **2A:218**
Insider trading, transaction review and investigation regarding non-public information, **2A:221**
Internal inspections. Supervisory system, below
Investigations
Insider trading, transaction review and investigation regarding non-public information, **2A:221**
Qualifications of representatives, **2A:222**
Minimum elements. Supervisory system, below
Off-site personnel, **2:70**
Principals for each type of business, designation of, **2A:204**
Qualifications
Investigations, qualifications of representatives, **2A:222**
Supervisory personnel, **2A:209**
Reasonable review standards, internal inspections, **2A:220**
Representative and principal supervision, **2A:208**
Review
Annual review of internal inspections, **2A:219, 2A:220**
Business rule, **2A:213**

SUPERVISION, OVERSIGHT, AND RISK CONTROLS—Cont'd
Review—Cont'd
Correspondence and internal communications, **2A:214**
Customer complaints, **2A:215**
Insider trading, review of non-public information, **2A:221**
Internal inspections, **2A:219, 2A:220**
Reasonable review standards, internal inspections, **2A:220**
Supervisors at OSJs and non-OSJs, **2A:206**
Supervisory control system
Generally, **2A:223**
Rule 3120, **2A:223, 2A:224**
Test and verify procedures and guidance, **2A:224**
Supervisory personnel, documentation and supervision of, **2A:216**
Supervisory system
Generally, **2A:201 to 2A:224**
Business rule, review of, **2A:213**
Control system. Supervisory control system, above
Correspondence and internal communications, review of, **2A:214**
Customer complaints, review of, **2A:215**
Establish, maintain, and enforce written procedures, **2A:212**
Heightened supervisory procedures, **2A:218**
Insider trading, transaction review and investigation regarding non-public information, **2A:221**
Internal inspections
Generally, **2A:219**
Annual review, **2A:219, 2A:220**
Reasonable review standards, **2A:220**
Investigate representatives' qualifications, **2A:222**
Minimum elements
Generally, **2A:202, 2A:204 to 2A:210**
Annual compliance meetings, **2A:210**
Branch office definition/exclusions, **2A:207**
Branch offices and OSJs, designation of, **2A:205**
Principals for each type of business, designation of, **2A:204**
Qualification of supervisory personnel, **2A:209**
Representative and principal supervision, **2A:208**
Supervisors at OSJs and non-OSJs, **2A:206**
Rule 3110, **2A:201 to 2A:224**
Supervisory personnel, documentation and supervision of, **2A:216**

SUPERVISION, OVERSIGHT, AND RISK CONTROLS—Cont'd
Supervisory system—Cont'd
Transaction review and investigation regarding non-public information, insider trading, **2A:221**
Written procedures
Generally, **2A:203, 2A:211 to 2A:218**
Business rule, review of, **2A:213**
Correspondence and internal communications, review of, **2A:214**
Customer complaints, review of, **2A:215**
Establish, maintain, and enforce written procedures, **2A:212**
Heightened supervisory procedures, **2A:218**
Maintenance of, **2A:217**
Supervisory personnel, documentation and supervision of, **2A:216**
Test and verify procedures and guidance, supervisory control system, **2A:224**
Transaction review and investigation regarding non-public information, insider trading, **2A:221**
Written procedures. Supervisory system, above

TELEMARKETING
Advertisements and other communications with the public, **2A:194**
Fraud, telemarketing restrictions, **5:35**
Municipal securities, **3B:26**

TERMINATION OF BUSINESS
Withdrawal of registration, **2:9, 2:10**

TEST AND VERIFY
Supervision, oversight, and risk controls, **2A:224**

TESTS
Certificates of deposit, definitional tests of security, **1:58**
Registration, **1:58**
Risk capital test, **1:57**

THIRD PARTIES
Electronic communications with customers, third party hyperlinked materials, **3A:20**

THIRD-PARTY SERVICE PROVIDERS
Regulation of broker-dealers, **2A:243**

TIME
Late trading transactions. **Sales**(this index)
Nondiscretionary account, length of fiduciary duty, **5:3.50**
Prospectus and other written information, **3:59**
Securities Act of 1933, **3:47, 3:48**

TOLLING
Securities Act of 1933, **3:70, 3:71**

TRADING ACTIVITIES
Best execution, **2A:251.51**
Overview of trading process, **2A:251.50**
Payment for order flow arrangements, Introduction, **2A:251.52**
Arguments against payment for order flow, **2A:251.61**
Arguments for payment for order flow, **2A:251.60**
Best execution, **2A:251.54**
Comparison of payment for order flow and soft dollar arrangements, **2A:251.62**
Disclosure requirements, **2A:251.55**
Account opening and annual disclosures, **2A:251.56**
Confirmations, **2A:251.58**
Quarterly disclosures and other information, **2A:251.57**
Future of payment for order flow, **2A:251.64**
How are they similar, **2A:251.62**
How do they differ, **2A:251.63**
How payment for order flow works, **2A:251.53**
Pros and cons of payment for order flow, **2A:251.59**
Prime brokerage arrangements, **2A:251.65**

TRADING INFORMATION
Badges, **1:20**

TRAINING AND EDUCATION MEETINGS
Compensation, **2A:117**

TRANSFERS
See **Customer Accounts**(this index)

TREASURY DEPARTMENT
Financial responsibility, **1:83**
Record keeping rulemaking authority, **1:83**
Registration, **1:83**

UNDERTAKING
Municipal securities. See **Municipal Securities** (this index)

UNDERWRITERS
Accountants, reliance by underwriters on, **3:74**
Affiliates
Manner of sale, applicability, **3:21**
Sales by affiliates, volume of, **3:20**
Alternative trading system, **3:41**
Avoidance of underwriter status, Rule 144, generally, **3:19 to 3:42**
Brokers' transactions
Generally, **3:31 to 3:42**
Agent, broker acting as, **3:32**
Manner of sale
Affiliates, applicable only to, **3:21**
Alternative of transaction directly with market-maker, **3:23**

UNDERWRITERS—Cont'd
Brokers' transactions—Cont'd
Manner of sale—Cont'd
Block positioner as market-maker, **3:27**
Broker's transaction required, **3:22**
Compliance by market-makers with Rule 144, **3:24**
Payments to other than broker, prohibitions on solicitations by seller and on, **3:30**
Prior market-making activities, requirement, **3:28**
Regulation M, relationship between resales by market-makers of Rule 144 and compliance with, **3:25**
Sales made directly to parent company of wholly owned subsidiary market-maker, **3:29**
Specialist as market-maker, **3:26**
Reasonable inquiry duty, **3:42**
Solicitation by brokers
Generally, **3:34 to 3:41**
Alternative trading system, **3:41**
Customer defined, **3:35**
Market-maker quotations, **3:40, 3:41**
Nonsolicitation exception, **3:37 to 3:41**
Previous indications of interest by brokers, **3:37 to 3:39**
Previous indications of interest by customers, **3:37 to 3:39**
Record keeping of previous indications of interest, **3:39**
Usual and customary commission, **3:33**
Volume of sale, **3:20**
Commission, **3:33**
Compensation, **3:4**
Control defined, **3:9**
Control person
Generally, **3:13**
Selling for control person, below
Customers, **3:35, 3:37 to 3:39**
Defenses. Due diligence, below
Definitions
Control, **3:9**
Customer, **3:35**
Distribution, **3:10**
Diligence. Due diligence, below
Disclosure, **3:78**
Distribution defined, **3:10**
Due diligence
Generally, **3:72 to 3:78**
Accountants, reliance by underwriters on, **3:74**
Integrated disclosure system, **3:78**
Managing underwriters, reliance by participating underwriters upon diligence of, **3:76**
Reasonableness, **3:73, 3:78**

UNDERWRITERS—Cont'd
Due diligence—Cont'd
Responsibility of underwriter for counsel's lack of due diligence, **3:75**
Rule 176, **3:78**
SEC guidelines, **3:77**
Exceptions, **3:37 to 3:41**
Exemptions, **3:43 to 3:49**
Inadvertent underwriters, involvement with, **3:18**
Investment company rule. Sales, below
Liability of broker-dealer
Acting as underwriter, **3:69 to 3:71**
Due diligence, above
Nature of Section 11 liability, **3:69 to 3:71**
Limitations and restrictions. Resale, below
Manner of sale. Brokers' transactions, above
Market-maker
Alternative of transaction directly with, **3:23**
Block positioner as market-maker, **3:27**
Prior market-making activity requirement, **3:28**
Quotations, **3:40, 3:41**
Resale by market-makers of securities and compliance with Regulation M, **3:25**
Rule 144 compliance, **3:24**
Specialist as market-maker, **3:26**
Wholly-owned subsidiary market-maker, sales made directly to parent company of, **3:29**
Municipal securities, **3B:19 to 3B:20**
Participation, **3:5, 3:6, 3:76**
Participation and purchase of unsold allotments, Rule 142, **3:5**
Publication of research reports, Rule 137, **3:17**
Reliance
Accountants, reliance by underwriters on, **3:74**
Diligence of managing underwriters, reliance by participating underwriters upon, **3:76**
Resale
Market-maker, relationship between resale by market-makers of securities and compliance with Regulation M, **3:25**
Restricted shares
Generally, **3:12 to 3:16**
Own purchase of privately placed securities, reselling of, **3:15**
Private placements, **3:13, 3:14**
Unregistered shares, duty to determine not distributing, **3:16**
Rule 144 and avoidance of underwriter status, generally, **3:19 to 3:42**
Sales
Generally, **3:5, 3:20 to 3:30**
Block positioner as market-maker, **3:27**
Brokers' transaction requirement, **3:22**
Control person, **3:8 to 3:11**

UNDERWRITERS—Cont'd
Sales—Cont'd
Control person, selling for. Selling for control person, below
Investment company rule
Generally, **2A:82**
Conditions for discounts to dealers, **2A:83**
Market-makers, above
Prior market-making activity requirement, **3:28**
Resale, above
Solicitations by seller and payments to other than broker, prohibitions on, **3:30**
Specialist as market-maker, **3:26**
Volume of sales by affiliates, **3:20**
Wholly-owned subsidiary market-maker, sales made directly to parent company of, **3:29**
Selling for control person
Generally, **3:8 to 3:11**
Control, defined, **3:9**
Distribution, defined, **3:10**
Duty of broker to determine that he is not distributing for a control person, **3:11**
Solicitation
Brokers' transactions, above
Prohibitions on solicitations by seller and payments to other than broker, **3:30**
Traditional underwriters
Generally, **3:3 to 3:7**
Compensation not indicative of underwriting, Rule 141, **3:4**
Participation, generally, **3:6**
Participation and purchase of unsold allotments, Rule 142, **3:5**
Rule 141, compensation not indicative of underwriting, **3:4**

UNIT INVESTMENT TRUST COMMUNICATIONS
Advertisements and other communications with the public, **2A:159**

UNREGISTERED BROKER-DEALER STATUS
Remote office supervision, **2A:237**

UNREGISTERED OFFICES
Regulation of broker-dealers, inspection, **2A:232**

UNREGISTERED SHARES
Underwriters, **3:16**

UNSOLD ALLOTMENT
Securities Act of 1933, **3:45, 3:46**
Underwriters, **3:5**

UNSOLICITED TRADES
Foreign broker-dealers, **1:46**

UPDATING UNDERTAKING
Municipal securities. See **Municipal Securities** (this index)

USUAL AND CUSTOMARY COMMISSION
Underwriters, **3:33**

VACATING AWARDS
Arbitration, **4:9, 4:10**

VARIABLE ANNUITY CONTRACTS
Registration, **1:59**

VARIABLE CONTRACTS LIMITED PRINCIPAL
Registration, **2:47**

VARIABLE PRODUCTS LIMITED REPRESENTATIVE
Registration, **2:39**

VOLATILITY
Advertisement standards, volatility ratings of bond mutual fund, **2A:162**

WAIVER
Registration, **2:32 to 2:34**

WHISTLEBLOWER CLAIMS
Arbitration of statutorily protected rights against discrimination, **4:7**

WHOLLY-OWNED SUBSIDIARY MARKET-MAKER
Sale, manner of, **3:29**

WITHDRAWAL OF REGISTRATION
Registration. See **Registration** (this index)

WITHHOLD ORDERS
Sales and related activities, investment company rule, **2A:86**

WRITINGS AND WRITTEN MATTERS
Customer accounts, written customer complaints, **2A:8**
Electronic communications with customers, **3A:27**
Prospectus. **Prospectus and Other Written Information** (this index)
Supervision. **Supervision, Oversight, and Risk Controls**(this index)