

Checklist for Certain Organizational Changes by Regulated Entities

This document is designed as a resource for brokers, dealers, municipal securities dealers (*i.e.*, bank dealers) and municipal advisors registered with the Municipal Securities Rulemaking Board (MSRB) (collectively, “regulated entities”). This resource provides a checklist of questions regulated entities may wish to consider when contacting MSRB Support in advance of an upcoming organizational change,¹ such as a reorganization or a merger or acquisition, that may result in a change to their registration status with the MSRB.² There are some organizational changes that will result in no change to a regulated entity’s registration status with the MSRB (*e.g.*, acquisition of a dealer in its entirety, inclusive of name, registrations, trade identifiers and business activities). In those cases, no action may need to be taken with respect to MSRB registration.

Each regulated entity is required, prior to engaging in municipal securities or municipal advisory activities, to register with the MSRB using Form A-12.³ Regulated entities are required to update Form A-12 within 30 days if any information therein becomes inaccurate or if the regulated entity ceases to engage in municipal securities or municipal advisory activities. For example, certain organizational changes may result in a change to a regulated entity’s name, primary regulatory contact or changes to trade reporting indicators such as an executing broker symbol (EBS), also known as a market participant identifier (MPID), or participant clearing IDs.

Firms anticipating organizational changes that require updates to Form A-12 may wish to consider contacting MSRB Support in advance, at 202-838-1330 or MSRBsupport@msrb.org, and request to speak with MSRB Product Operations. The more information a regulated entity can provide to the MSRB about any upcoming organizational change(s), the better the MSRB can assist in determining what, if any, next steps a regulated entity may need to take with respect to MSRB registration. To that

¹ This checklist should be used as a starting point in determining what, if any, changes to Form A-12 will need to be made as a result of an anticipated organizational change. The primary focus of this resource is the obligations under MSRB rules and applicable systems and this resource is not intended to address the rules of the Securities and Exchange Commission (SEC) and/or other self-regulatory organizations (SROs) that may be applicable to a regulated entity’s organizational change(s).

² This is not intended to be an exclusive list of the types of organizational changes that could result in a change to a regulated entity’s registration with the MSRB.

³ Prior to registration with the MSRB, the entity must register with the SEC; and as applicable, notify the Financial Industry Regulatory Authority (FINRA) or the appropriate regulatory agency (such as the Federal Reserve, the Office of the Comptroller of the Currency or the Federal Deposit Insurance Corporation, in the case of banks, or the SEC, in the case of broker-dealers that are not FINRA members) of the entity’s intention to engage in municipal securities and/or municipal advisory activities and provide the MSRB, on Form A-12, with a written statement evidencing that such notification was provided.

end, an entity may want to review the checklist below and be prepared to provide information, as applicable to the MSRB.

Checklist

- ✓ What is the nature of the organizational change (*e.g.*, reorganization, merger, acquisition, change of ownership)?
- ✓ What is the anticipated effective date of the organizational change?
- ✓ What is the name of the applicable entity or entities registered with the MSRB?
- ✓ What is the MSRB ID (*e.g.*, A1234) and registration status (dealer and/or municipal advisor) of each entity?
- ✓ What is the contact information for a compliance contact at each entity involved in the organizational change
- ✓ Will there be a single surviving entity? If so, what will the name be?
- ✓ If there is a single surviving entity, does the surviving entity plan to engage in business that requires registration with the MSRB as a dealer or municipal advisor?
- ✓ If there is a single surviving entity, does the surviving entity intend to take possession of a trade identifier belonging to the non-surviving entity (*e.g.*, EBS or participant clearing ID)? If so, has the surviving entity contacted the appropriate organization(s)⁴ to transfer the trade identifiers for the effective date of the change?
- ✓ Have the parties to the organizational change notified the SEC, FINRA and/or other applicable regulatory agencies as appropriate and completed any related regulatory requirements?
- ✓ If one entity will acquire the clearing business activities of another entity, have clients been notified?

Please contact MSRB Support with any questions.

Phone: 202-838-1330

Email: MSRBsupport@msrb.org

Live Support: 7:30 a.m. - 6:30 p.m. ET, Business Days

Email Support: 7:00 a.m. - 7:00 p.m. ET, Business Days

⁴ For example, NASDAQ Subscriber Services or Depository Trust and Clearing Corporation.