

# HighBank Securities LLC Business Continuity Plan

July 2010

This “Business Continuity Plan” has been created to meet the requirements described in NASD Rules 3510 and 3520. This Business Continuity Plan is reasonably designed to enable our firm to meet its obligations to customers in the event of a Significant Business Disruption.

Authorized Approval Signature:

Printed Name & Title:

Dennis W. O’Neill

Date:

July 2010

This Plan is effective from the date approved until the date of its authorized revision, update or replacement (see below).

Date this Plan was no longer effective (date of revision, update or replacement): \_\_\_\_\_

Recordkeeping: Discard after \_\_\_\_\_ (date three years from termination of use).

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## **Introduction**

NASD Rule 3510 requires each member to create and maintain a business continuity plan that identifies procedures relating to an emergency or significant business interruption that are “reasonably designed to enable the member to meet its existing obligations to its customers.” In addition, the plan must address the firm’s existing relationships with other members and counter-parties. This plan must be promptly made available to FINRA staff upon request.

Rule 3510(b) requires that each member review its plan at least annually to determine if any changes are needed and update its plan more frequently in the event of any material change to its operations, structure, business or location.

This plan has been tailored to meet the needs of the firm’s business and operations.

This plan addresses the following areas:

- Data back-up and recovery (hard copy and electronic);
- All mission critical systems;
- Financial and operational assessments;
- Alternate communications between customers and the member;
- Alternate communications between the member and its employees;
- Alternate physical location of employees;
- Critical business constituents, banks, and counter-party impact;
- Regulatory reporting; and
- Communications with regulators.

Rule 3520 requires each member to designate two individuals as emergency contacts that FINRA may contact in the event of a significant business disruption.

### **1 Emergency Contact Persons**

HighBank Securities LLC has designated the following individuals to act as contact persons for the firm as required under Rule 3520:

#### **Primary Contact**

Name, Title: Dennis W. O’Neill, Managing Director  
Address: 1 South St, Suite 860, Baltimore, MD 21202  
Telephone Number: (443) 478-1980  
Fax Number: (443) 478-1981  
E-mail Address: doneill@highbank.com

#### **Secondary Contact:**

Name, Title: Stephen A. Gaines, Managing Director  
Address: 1 South St, Suite 860, Baltimore, MD 21202  
Telephone Number: (443) 478-1980  
Fax Number: (443) 478-1981

E-mail Address: [sgaines@highbank.com](mailto:sgaines@highbank.com)

These contacts will be reported through FINRA's Contact System at <http://www.finra.org/Industry/Compliance/RegulatoryFilings/FCS/index.htm> and must be updated in the event of a material change. In addition, HighBank Securities LLC's Executive Representative or his written designee must review and update this information, if necessary, within 17 business days of the end of each quarter.

**Executive Representative:**

HighBank Securities LLC's Executive Representative is Stephen A. Gaines. The Executive Representative has designated Dennis O'Neill, Managing Director as his designee for ensuring that the quarterly review and all changes or updates are done in accordance with Rule 3520.

**Disaster Recovery Coordinator/Team:**

The Company has designated Dennis W. O'Neill, Managing Director as the "Disaster Recovery Coordinator." In her absence, Stephen A. Gaines, Managing Director will assume his responsibilities.

The "Disaster Recovery Coordinator" has the responsibility to make an immediate preliminary assessment of the nature and extent of the disruption by assessing the following: electricity supply; condition of computer network/phones; damage to the building; HVAC in extreme weather; and other hazards.

If the Coordinator determines that personnel should evacuate the affected location(s), he must make an announcement to all personnel as appropriate procedures. The announcement may given via personal contact, e-mail, intercom or other methods as appropriate given the systems available and size of staff and building. This announcement should be short and concise, should calmly identify the situation and should provide instructions to employees on how to respond. This announcement should be repeated as often as necessary to avoid confusion and to ensure all employees are aware of the situation. After ensuring the physical safety of Company personnel, the Coordinator must then implement this BCP.

If the situation does not merit evacuation, steps should be taken to alert designated persons of necessary actions to facilitate ongoing operations in the face of limited disruption. In this case, the Coordinator will determine which, if any, procedures in this BCP should be implemented.

In the event that the Significant Business Disruptions (SPD) has directly affected other areas of the building but has not directly impacted the Company's office, the Coordinator will contact building security or emergency personnel for instructions on how the Company should respond and proceed accordingly.

## **2 Firm Policy**

HighBank Securities LLC's policy is to respond to a SBD by safeguarding employees' lives and firm property, making a financial and operational assessment, quickly recovering and resuming operations, protecting all of the firm's books and records, and allowing our customers

to transact business.

**Significant Business Disruptions (SBDs):**

HighBank Securities LLC’s plan anticipates two kinds of SBDs, internal and external. Internal SBDs affect only the Company’s ability to communicate and do business, such as a fire or loss electrical power in the office or building.

External SBDs prevent the operation of the securities markets or a number of firms, such as a terrorist attack, a natural disaster, or another event that causes a wide-scale, regional disruption in essential services. The Company’s response to an external SBD will rely more heavily on other organizations and systems, especially on the capabilities of the federal emergency authorities, local officials and utility companies.

**Approval and Execution Authority:**

Dennis W. O’Neill, a registered principal, is responsible for approving the plan and for conducting the required annual review. In addition, he has the authority to execute this BCP.

**Plan Location and Access:**

HighBank Securities LLC will maintain copies of its BCP plan, a record of the firm’s annual reviews, and the changes that have been made to the BCP for inspection by regulators. A hard copy of the Company’s Plan is located in its main business location and may be accessed by contacting Dennis W. O’Neill at (443) 478-1980 or doenill@highbank.com.

An electronic copy of the Company’s plan is located internally on the Company’s server. A back-up copy of this electronic file is maintained at Regulatory Compliance in Londonderry, NH.

**3. Business Description**

HighBank Securities LLC acts as an advisor to companies in mergers and acquisitions transactions as well as a placement agent in the issuance of unregistered, private securities including: debt, hybrid or equity issues. The Company does not hold customer funds or securities.

**4. Office Locations** The Company or its registered personnel currently operate

from the following locations:

Type of Location, Registered or Unregistered	Address and Main Phone Number	Located in a Personal Residence? (Y or N)	Means of Transportation Employees Use to Reach Office	Mission Critical Systems Taking Place at Office
Home Office	1 South Street Suite 860 Baltimore, MD 21202 (410) 949-8510	No	Foot, car, train	All maintenance of books and records

**Alternative Physical Location of Employees:**

Rule 3510(c)(6) requires that each member designate a location at which business will be conducted in the event the primary office of the Company must be evacuated.

In accordance with this requirement, HighBank Securities LLC will move critical members of its staff from affected offices to suitable temporary office space. Alternatively, staff may work from their homes.

## **5 Customers' Access to Funds and Securities**

HighBank Securities LLC does not maintain custody of customers' funds or securities. Respective private placement issuers maintain all account records and documentation related to our customers' investments.

In the event of an SBD:

1. If telephone service is available, our registered persons will make efforts to assist customers in contacting these entities, if so requested.
2. If our Web access is available, our firm will post on our Web site information designed to assist customers reach these entities.

The Company will make this and additional information regarding accessing funds and/or securities available to customers through our disclosure policy (below).

If SIPC determines that the Company is unable to meet its obligations to its customers or if the Company's liabilities exceed its assets in violation of Securities Exchange Act Rule 15c3-1, SIPC may seek to appoint a trustee to disburse the Company's assets to its customers. HighBank Securities LLC will assist SIPC and the trustee by providing applicable books and records identifying customer accounts subject to SIPC regulation.

## **6 Data Back-Up and Recovery (Hard Copy and Electronic)**

HighBank Securities LLC maintains its primary books and records in hard copy and electronic format at 1 South Street, Baltimore MD 21131, Dennis W. O'Neill, Managing Director, (443) 478-1980, is responsible for the maintenance of these books and records.

HighBank Securities LLC maintains the following document types and forms that are not transmitted to the product issuer: Confidentiality agreements, information memorandums, private placement memorandums and all work papers supporting a client engagement.

### **Back-up of Paper Records:**

HighBank Securities LLC maintains a back-up copy of its paper books and records electronically. Dennis W. O'Neill, Managing Director, (443) 478-1980 is responsible for the maintenance of these back-up books and records. Our firm backs up its paper records by copying and taking the back-up to the storage location.

In the event of an internal or external SBD that causes the loss of the HighBank Securities LLC's paper records, the Company will physically recover them from its back-up site. If the Company's primary site is inoperable, it will continue operations from its back-up site or an alternate location.

**Back-up of electronic records:**

The firm backs up its electronic records by copying all files and keeping a copy of this back-up at the back-up site.

In the event that electronic records are lost, the Company will either physically recover the storage media or electronically recover data from its back-up site, or, if the Company's primary site is inoperable, continue operations from its back-up site or an alternate location.

## **7. Financial and Operational Assessments**

**Operational Risk:**

In the event of an SBD, HighBank Securities LLC will immediately identify any methods available that will permit personnel to communicate with clients, other employees, critical business constituents, critical banks, critical counter-parties, and regulators.

Although the effects of an SBD will determine the means of alternative communication, the communications options the Company may employ will include Web site, telephone and secure e-mail. In addition, HighBank Securities LLC will retrieve key activity records as described in the section above, Data Back-Up and Recovery (Hard Copy and Electronic).

**Financial and Credit Risk:**

If, as a result of an SBD, the Company determines that it may be unable to meet its obligations to counter-parties or otherwise continue to fund its operations, HighBank Securities LLC will request additional financing from our bank or other credit sources to fulfill its obligations. If HighBank Securities LLC cannot remedy a capital deficiency, the FINOP will file appropriate notices with applicable regulators and immediately take appropriate steps, including having the shareholders infuse additional funding.

In the event there is suspension or termination of the Company's business, the Company will attempt to notify clients regarding the situation and provide them appropriate information. Notification will be a form allowed based on the circumstances permitted by regulatory authorities and may include telephone calls, letters or a posting on the Company's website.

## **8. Mission Critical Systems**

**Internal Mission Critical Systems**

HighBank Securities LLC does not maintain trading or other critical systems to handle customer accounts since its business is limited to certain investment banking and other corporate finance activities (including, acting as the placement agent in the offering of private, unregistered securities). The issuer of these securities is solely responsible for maintaining information regarding the holdings and the valuation of each investor's interest in these issues.

**Order Taking/Entry/Submission/Execution**

Currently HighBank Securities LLC does not receive orders from customers, does not enter or submit orders. HighBank Securities LLC undertakes to immediately update the BCP prior to the commencement of order taking.

**Order Entry/Submission**

Currently, HighBank Securities LLC does not enter orders. HighBank Securities LLC undertakes to immediately update the BCP prior to the commencement of order entry.

**Order Execution**

The Company does not execute orders. All business transacted by the Company is done on a subscription basis and execution is handled by the product issuer.

**Other Services Currently Provided to Customers**

In addition to those services listed above the Company also provides investment banking activities consisting of providing financial advisory services to institutional, corporate and individual customers.

In the event of an internal or external SBD, the Company will attempt to continue to offer these services provided that doing so does not place our employees or customers in harm's way. These services may be temporarily suspended if the Company determines that safety cannot be assured or if critical systems necessary for offering these services, such as telephone or Internet systems are disrupted.

**9 Alternate Communications Between the Firm and Customers, Employees, and Regulators****Customers**

The Company currently communicates with our customers using the telephone, e-mail, fax, U.S. mail, and in person.

In the event of an SBD, we will assess which means of communication are still available to us, and use the means closest in speed and form (written or oral) to the means that we have used in the past to communicate with the other party. For example, if we have communicated with a party by e-mail but the Internet is unavailable, we will call them on the telephone and follow up where a record is needed with paper copy in the U.S. mail.

**Employees**

The Company currently communicates with its employees using our website, fax, regular mail, e-mail, and in person.

In the event of an SBD, we will assess which means of communication are still available to us, and use the means closest in speed and form (written or oral) to the means that we have used in the past to communicate with the other party.

Employees will be notified directly by the Disaster Recover Coordinator, or his designee, as to events and the manner in which they should proceed.

### **Regulators**

The Company is currently a member of FINRA, is registered with the SEC and is registered to conduct business in all required states based on FINRA regulations and the nature of its business.

HighBank Securities LLC communicates with applicable regulators using the telephone, email, fax, and U.S. mail.

In the event of an SBD, we will assess which means of communication are still available to us, and use the means closest in speed and form (written or oral) to the means that we have used in the past to communicate with the other party.

## **10. Critical Business Constituents, Banks, and Counter-Parties**

### **Business constituents**

HighBank Securities LLC has contacted our critical business constituents (businesses with which the Company has an ongoing commercial relationship in support of its operating activities, such as vendors providing critical services), and determined the extent to which the Company can continue its business relationship with these businesses in light of the internal or external SBD. The Company will quickly establish alternative arrangements if a business constituent can no longer provide the needed goods or services when we need them because of a SBD to them or our firm.

### **Banks**

HighBank Securities LLC has contacted its banks and lenders to determine if they can continue to provide the financing that the Company may need in light of the internal or external SBD. The Company's accounts are currently with the following institutions:

<b>Types of account (i.e. checking, savings, PAIB, escrow)</b>	<b>Name of Financial Institution</b>	<b>Address of Financial Institution</b>	<b>Telephone Number</b>	<b>Contact Name</b>
Checking	Branch Banking & Trust	1 N. Charles Street, Baltimore MD 21202	410 527 0241	Tyler Falcone

If our banks and other lenders are unable to provide the financing, we will seek alternative financing immediately from the Company's shareholders.

### **Counter-Parties**

HighBank Securities LLC has contacted our critical counter-parties, to determine if we will be able to carry out our transactions with them in light of the internal or external SBD. Where the transactions cannot be completed, we will contact those counter-parties directly to make alternative arrangements to complete those transactions as soon as possible.

## **11. Regulatory Reporting**

HighBank Securities LLC is subject to regulation by FINRA and SEC, as well as various state and other securities regulators. The Company currently files reports with our regulators using paper copies in the U.S. mail, and electronically using fax, e-mail, and the Internet. In the event of an SBD, we will check with the SEC, FINRA, and other regulators to determine which means of filing are still available to us, and use the means closest in speed and form (written or oral) to our previous filing method. In the event that we cannot contact our regulators as we do currently, we will file required reports using the communication means available to us.

The Company's current regulators can be reached as follows:

FINRA District Office 9A:

Address: Suite 1900, 1835 Market Street, Philadelphia, PA 19103

Phone: (215) 665-1100

Philadelphia Regional Office:

Address: 701 Market Street, Suite 2000, Philadelphia, PA 19106-1538

Phone: (215) 597-3100

STATE of Maryland

Address: 200 St. Paul Place, 20<sup>th</sup> Floor, Baltimore, MD 21202-2020 Phone: (410) 576-6360

## **12. Disclosure of Business Continuity Plan**

The Company will disclose in writing a summary of our BCP to customers at the time a business relationship is established. The Company will notify customers in writing when material changes are made to the Plan that may affect their business relationship with the Company. The Company will also post the summary on our Web site and mail it to customers upon request.

The summary addresses the possibility of a future SBD and how we plan to respond to events of varying scope. In addressing the events of varying scope, the summary:

1. Provides specific scenarios of varying severity (e.g., a firm-only business disruption, a disruption to a single building, a disruption to a business district, a city-wide business disruption, and a regional disruption);
2. States whether we plan to continue business during that scenario and, if so, our planned recovery time; and
3. Provide general information on our intended response.

Our summary also discloses the existence of back-up facilities and arrangements. A copy of the Company's disclosure statement is included at the back of this Plan.

## **13. Updates and Annual Review**

The Company will update this plan whenever there is a material change to its operations,

structure, business or location.

The Company's BCP will be reviewed and modified, if necessary, at least annually, but no later than within 12 months of the date on which this Plan was put into effect or previously reviewed, to take into account any changes in the Company's operations, structure, business, or location.

## Customer Disclosure Statement

### HighBank Securities LLC

HighBank Securities LLC plans to quickly recover and resume business operations after a significant business disruption (SBD) and respond by safeguarding our employees and property, making a financial and operational assessment, protecting the firm's books and records, and allowing our customers to transact business. In short, our company's business continuity plan (BCP) is designed to permit us to resume operations as quickly as possible, given the scope and severity of the SBD.

The BCP addresses: data back up and recovery; all mission critical systems; financial and operational assessments; alternative communications with customers, employees, and regulators; alternate physical location of employees; critical supplier, contractor, bank and counter-party impact; and regulatory reporting.

**Significant Business Disruptions:** The Company's plan takes into account two kinds of Significant Business Disruptions, internal and external. Internal SBDs affect only the Company's ability to communicate and do business, such as a fire or loss electrical power in the office or building.

External SBDs prevent the operation of the securities markets or a number of firms, such as a terrorist attack, a natural disaster, or another event that causes a wide-scale, regional disruption in essential services.

**Internal SBDs:** In the event of a disruption in the Company's business operations due to an internal SBD, the Company will attempt to continue to conduct business as usual by utilizing alternative communication methods (if available), such as the Internet, cell phones, etc., or by moving its operations to an alternative location.

If personnel or operations must be moved to an alternate location, the Company anticipates that it will resume regular operations within 24-48 hours.

**External SBDs:** In the event of a disruption in the Company's business operations due to an external SBD, the Company will attempt to continue to conduct business as usual by moving its operations to an alternative location outside the effected area, if possible, or by providing customers with alternative communication arrangements to conduct business.

The Company will attempt to resume business within 24-48 hours and to keep its customers informed regarding relevant events to the best of its ability based on the circumstances.

In all cases, the Company will resume normal business operations as soon as it is able to do so, based on the type and the extent of the disrupting event.

If the significant business disruption is so severe that it prevents us from remaining in business, we will assure our customers have access to alternative business relationships.

**Communications:** In the event you are unable to reach the Company at our main number, please proceed as follows:

1. Contact the Company at the following alternate telephone number: (202) 255-7287
2. Access the Company's website at [www.highbank.com](http://www.highbank.com).
3. Contact the private placement issuer directly at the number listed on applicable offering documents.
4. Access the product issuer website for more information on contacting this entity and their business continuity plans. The website address can generally be found on your offering documents.
5. Contact the FINRA's District office at the following telephone number for more information on the company's status and additional instructions: (215) 597-3100.

**Contact information:** Any questions regarding the Company's Business Continuity Plans should be addressed to: Dennis W. O'Neill, 1 South St., Suite 860, Baltimore, MD 21202.