



About this Application

This is a Brokerage Account Application. Please read it carefully, as you will select products and services, tell us how you want to communicate with us, and agree to certain provisions that will govern our relationship. When we accept it, this Application and all accompanying or supplemental documents form the entire Agreement between us for this account.

Unless otherwise indicated in this Application, the words "you," "your," "yourself," and "yours" mean the applicant(s). The words "we," "us," and "our" mean {Henley & Company LLC, 1290 RXR Plaza, Uniondale, NY 11556) and our branches, subsidiaries, and affiliates.

Getting Started

Please complete and sign this Application, along with any required supplemental forms identified through this application process.

In order to complete this Application, you will need some or all of the following information:

- Identification information, such as a driver's license, passport, or another type of government-issued identification
- Social Security Number
- Federal tax rate
- Information about your annual income, debt, expenses, and net worth
- Back-up contact information
- Employment Information, such as occupation, employer address
- Date of Birth

The above information helps us comply with various securities regulations and rules and the USA PATRIOT Act, a Federal law that requires all securities firms to obtain, verify, and record information that identifies each applicant. Please note: if we cannot verify the information you provide, we may be required to restrict or deny your account.

Please remember to notify us if you experience a significant life change, such as the birth of a child, marriage, divorce, death of a spouse, loss of a job, change in financial situation, etc.

1 Select An Account

Account Type

Individual Account Joint TIC Joint WROS Joint TBE Transfer on Death Estate Corporation

Nonprofit Partnership Trust – Trust Type _____ Retirement – Retirement Type _____

UGMA – State gift given ____ UTMA – State gift given ____ Other: _____

Other Accounts

Do you have other accounts with us? Yes No

2 Please Tell Us About Yourself

Primary Applicant

Contact Information

Mr. Mrs. Ms. Dr. **Suffix** Sr. Jr.

First Name Middle Name Last Name

Permanent Address Apt/Suite No.

City State ZIP Code Country

Work Phone Home Phone Mobile Phone Email Address

Please check if you have been at your current home address for less than one year.

Mailing Address (if different from above) Apt/Suite No.

City State ZIP Code Country

Are you:

Single Married Domestic Partner Divorced Widowed Number of Dependents: _____

Employment Status

Are you currently:

Employed Self-Employed Not Employed Retired Student Other:

Job Title Occupation

Employer Years with this Employer

Business Address Apt/Suite No.

City State ZIP Code Country

USA PATRIOT Act Information (Required by Federal law—See page 1)

All applicants please provide the information below. Non-resident aliens, also include a completed W-8BEN.

Date of Birth (mm/dd/yyyy) Social Security or Taxpayer ID No. Country of Citizenship

ID No. (Select one): Driver's License Passport State ID Other Government-issued ID Place/Country of Issuance

Issue Date (mm/yyyy) Expiration Date (mm/yyyy) Country of Tax Residence (if different than country of citizenship)

2

Please Tell Us About Yourself—CONTINUED

Co-Applicant (if applicable)

Contact Information

Mr. Mrs. Ms. Dr. Suffix Sr. Jr.

First Name Middle Name Last Name

Use the same contact information listed for the primary applicant.

Permanent Address Apt/Suite No.

City State ZIP Code Country

Work Phone Home Phone Mobile Phone Email Address

Please check if you have been at your current home address for less than one year.

Mailing Address (if different from above) Apt/Suite No.

City State ZIP Code Country

Are you:

Single Married Domestic Partner Divorced Widowed Number of Dependents:

Employment Status

Are you currently:

Employed Self-Employed Not Employed Retired Student Other:

Job Title Occupation

Employer Years with this Employer

Business Address Apt/Suite No.

City State ZIP Code Country

USA PATRIOT Act Information (Required by Federal Law—See page 1)

All applicants please provide the information below. Non-resident aliens, also include a completed W-8BEN.

Date of Birth (mm/dd/yyyy) Social Security or Taxpayer ID No. Country of Citizenship

ID No. (Select one): Driver's License Passport State ID Other Government-issued ID Place/Country of Issuance

Issue Date (mm/yyyy) Expiration Date (mm/yyyy) Country of Tax Residence (if different than country of citizenship)

2 Please Tell Us About Yourself—CONTINUED

All Applicants

Industry and Other Affiliations

<p><i>Primary Applicant</i></p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p><i>Co-Applicant</i></p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>Are you, your spouse, or any other immediate family members, including parents, in-laws, siblings and dependents:</p> <p>Employed by or associated with the securities industry (for example, a sole proprietor, partner, officer, director, or branch manager of a broker-dealer firm) or a financial regulatory agency?</p> <p>If yes, please specify entity below. If employed by the entity and, if required, please provide a letter from your employer (with this Application) approving establishment of this account.</p> <p><input type="checkbox"/> Broker-Dealer or Municipal Securities Dealer <input type="checkbox"/> Investment Adviser <input type="checkbox"/> FINRA <input type="checkbox"/> State or Federal Securities Regulator</p> <p>Name of entity(ies): _____</p> <p>An officer, director or 10% (or more) shareholder in a publicly-owned company?</p> <p>Name of company and symbol: _____</p> <p>A senior military, governmental or political official in a non-US country?</p> <p>Name of country: _____</p> <p>[Firms may consider whether to include this question in the context of their risk assessment procedures and the products and services they offer.]</p>
---	--	--

Household Financial Background

Please tell us your best estimate as to:

ANNUAL INCOME ¹ (from all sources)	NET WORTH ² (excluding your residence)	LIQUID NET WORTH ³	TAX RATE (highest marginal)
<input type="checkbox"/> \$25,000 and under	<input type="checkbox"/> \$25,000 and under	<input type="checkbox"/> \$25,000 and under	<input type="checkbox"/> 0-15%
<input type="checkbox"/> \$25,001-50,000	<input type="checkbox"/> \$25,001-50,000	<input type="checkbox"/> \$25,001-50,000	<input type="checkbox"/> 16-25%
<input type="checkbox"/> \$50,001-100,000	<input type="checkbox"/> \$50,001-200,000	<input type="checkbox"/> \$50,001-200,000	<input type="checkbox"/> 26-30%
<input type="checkbox"/> \$100,001-250,000	<input type="checkbox"/> \$200,001-500,000	<input type="checkbox"/> \$200,001-500,000	<input type="checkbox"/> 31-35%
<input type="checkbox"/> \$250,001-500,000	<input type="checkbox"/> \$500,001-1,000,000	<input type="checkbox"/> \$500,001-1,000,000	<input type="checkbox"/> Over 35%
<input type="checkbox"/> Over \$500,000	<input type="checkbox"/> \$1,000,001-3,000,000	<input type="checkbox"/> \$1,000,001-3,000,000	
	<input type="checkbox"/> Over \$3,000,000	<input type="checkbox"/> Over \$3,000,000	

ANNUAL EXPENSES ⁴ (recurring)	SPECIAL EXPENSES ⁵ (future, non-recurring)	
<input type="checkbox"/> \$50,000 and under	<input type="checkbox"/> \$50,000 and under	<p>¹ Annual income includes income from sources such as employment, alimony, social security, investment income, etc.</p> <p>² Net worth is the value of your assets minus your liabilities. For purposes of this application, assets include stocks, bonds, mutual funds, other securities, bank accounts, and other personal property. Do not include your primary residence among your assets. For liabilities, include any outstanding loans, credit card balances, taxes, etc. Do not include your mortgage.</p> <p>³ Liquid net worth is your net worth minus assets that cannot be converted quickly and easily into cash, such as real estate, business equity, personal property and automobiles, expected inheritances, assets earmarked for other purposes, and investments or accounts subject to substantial penalties if they were sold or if assets were withdrawn from them.</p> <p>⁴ Annual expenses might include mortgage payments, rent, long-term debts, utilities, alimony or child support payments, etc.</p> <p>⁵ Special expenses might include a home purchase, remodeling a home, a car purchase, education, medical expenses, etc.</p>
<input type="checkbox"/> \$50,001-100,000	<input type="checkbox"/> \$50,001-100,000	
<input type="checkbox"/> \$100,001-250,000	<input type="checkbox"/> \$100,001-250,000	
<input type="checkbox"/> \$250,001-500,000	<input type="checkbox"/> Over \$250,000	
<input type="checkbox"/> Over \$500,000		

Timeframe for special expenses:

Within 2 years
 3-5 years
 6-10 years

3 Tell Us How You Intend to Use This Account

The more we know about you and your goals for this account, the better we can serve you. Please answer the following questions about your investment objectives, financial situation and attitude toward investment risk to help us determine which investment products and strategies are suitable for you.

The investments in this account will be (check one):

- Less than 1/3 of my financial portfolio
- Roughly 1/3 to 2/3 of my financial portfolio
- More than 2/3 of my financial portfolio

I plan to use this account for the following (check all that apply):

- Generate income for current or future expenses
- Steadily accumulate wealth over the long term
- Short term Growth
- Market speculation
- Other: _____

When is the earliest you expect to need funds from this account?

- Under 3 years
- 3-5 years
- 6-10 years
- 11-20 years
- Over 20 years

Select the category that best describes the risk that you are willing to take in this account

Investing involves risk. Different investment products and strategies involve different degrees of risk. The higher the expected returns of a product or strategy, the greater the risk that you could lose most of your investment. Investments should be chosen based on your objectives, timeframe, and tolerance for market fluctuations.

Please select the degree of risk you (and any co-applicants, if applicable) are willing to take with the assets in this account, in light of the purpose(s) you identified above.

- Conservative.** I want to preserve my initial principal in this account, with minimal risk, even if that means this account does not generate significant income or returns and may not keep pace with inflation. **LOW RISK**
- Moderately Conservative.** I am willing to accept low risk to my initial principal, including low volatility, to seek a modest level of portfolio returns. **LOW RISK**
- Moderate.** I am willing to accept some risk to my initial principal and tolerate some volatility to seek higher returns, and understand I could lose a portion of the money invested. **MODERATE RISK**
- Moderately Aggressive.** I am willing to accept high risk to my initial principal, including high volatility, to seek high returns over time, and understand I could lose a substantial amount of the money invested. **HIGH RISK**
- Significant Risk.** I am willing to accept maximum risk to my initial principal to aggressively seek maximum returns, and understand I could lose most, or all, of the money invested. **SPECULATION**

3 Tell Us How You Intend to Use This Account—CONTINUED

Financial Investment Experience

We are collecting the information below to better understand your investment experience. We recognize your responses may change over time as you work with us.

Please check the boxes that best describe your investment experience to date.

Investment	Years experience			Transactions per year (excluding automatic investments)		
Mutual Funds/ Exchange Traded Funds	<input type="checkbox"/> 0	<input type="checkbox"/> 1-5	<input type="checkbox"/> Over 5	<input type="checkbox"/> 0-5	<input type="checkbox"/> 6-15	<input type="checkbox"/> Over 15
Individual Stocks	<input type="checkbox"/> 0	<input type="checkbox"/> 1-5	<input type="checkbox"/> Over 5	<input type="checkbox"/> 0-5	<input type="checkbox"/> 6-15	<input type="checkbox"/> Over 15
Bonds	<input type="checkbox"/> 0	<input type="checkbox"/> 1-5	<input type="checkbox"/> Over 5	<input type="checkbox"/> 0-5	<input type="checkbox"/> 6-15	<input type="checkbox"/> Over 15
Options	<input type="checkbox"/> 0	<input type="checkbox"/> 1-5	<input type="checkbox"/> Over 5	<input type="checkbox"/> 0-5	<input type="checkbox"/> 6-15	<input type="checkbox"/> Over 15
Securities Futures	<input type="checkbox"/> 0	<input type="checkbox"/> 1-5	<input type="checkbox"/> Over 5	<input type="checkbox"/> 0-5	<input type="checkbox"/> 6-15	<input type="checkbox"/> Over 15
Annuities	<input type="checkbox"/> 0	<input type="checkbox"/> 1-5	<input type="checkbox"/> Over 5	<input type="checkbox"/> 0-5	<input type="checkbox"/> 6-15	<input type="checkbox"/> Over 15
Alternative ⁵	<input type="checkbox"/> 0	<input type="checkbox"/> 1-5	<input type="checkbox"/> Over 5	<input type="checkbox"/> 0-5	<input type="checkbox"/> 6-15	<input type="checkbox"/> Over 15
Margin	<input type="checkbox"/> 0	<input type="checkbox"/> 1-5	<input type="checkbox"/> Over 5			

⁵ May include structured products, hedge funds, etc.

Decision-Making (check all that apply)

- I consult with my broker, investment adviser, CPA, or other financial professional.
- I generally make my own decisions and/or consult with my co-applicant(s).
- I discuss investment decisions with family and/or friends.

Other Investment Information (optional)

Please consider providing us with additional information about your other investments to help us more fully understand your financial situation and what types of investments or strategies may be appropriate for your total investment portfolio.

Investment type/Description	Firm holding the investment	Amount (\$US)
		\$
		\$
		\$
		\$

(use additional space as needed)

4 Tell Us How You Will Fund This Account

Please tell us how you are funding this account (check all that apply):

- | | |
|--|--|
| <input type="checkbox"/> Income | <input type="checkbox"/> Insurance payout |
| <input type="checkbox"/> Pension or retirement savings | <input type="checkbox"/> Inheritance |
| <input type="checkbox"/> Funds from another account | <input type="checkbox"/> Social Security benefits |
| <input type="checkbox"/> Gift | <input type="checkbox"/> Home Equity Line of Credit/Reverse Mortgage |
| <input type="checkbox"/> Sale of business or property | <input type="checkbox"/> Other: _____ |

5 Tell Us How You Want to Work With Us

Account Features

Please note: You may change your account features and options at any time, with advance written notice to us.

Borrowing Money to Buy Securities (Buying “On Margin”) – Please Read Carefully

You will have a “cash account,” unless you choose to have a “margin loan account” (customarily known as a “margin account”). To help you decide whether a margin loan account is right for you, please read this information and the Margin Loan Agreement.

In a cash account, you pay for your securities in full at the time of [purchase/settlement (generally three days after purchase)]. In a margin loan account, we may lend you a portion of the purchase price. This is called buying securities “on margin.” For example, when you buy equity securities (such as common stock) on margin, you typically must deposit at least 50% of the purchase price, and we would loan you the balance. **You are liable for repaying the borrowed funds and the interest incurred.**

If you borrow funds in your margin loan account and the value of your holdings declines significantly, you may be subject to a “margin call.” This means that we can either (1) require you to deposit additional cash or marketable securities to your account immediately, or (2) sell **any** of the securities in your account to cover any shortfall, **without informing you in advance.** We will decide which of your securities to sell. **Even if we notify you that you have a certain number of days to cover the shortfall, we may still sell your securities before that timeframe expires.** Further, we may increase at any time the level of equity that you must maintain in your margin account without triggering a margin call.

We have the right to lend shares held in your margin loan account to others. This should not impede your ability to sell these shares, but may cause you to lose voting rights and the right to preferred tax treatment on certain dividend payments.

Borrowing funds to buy securities is only appropriate for those investors who can tolerate losing more than the amount of money deposited in the account. To avoid the use of margin, even in a margin loan account, always pay for your purchases in full at the time of purchase.

- No** I do not want the ability to borrow funds in my account, which means I will have a cash account.
- Yes** I want the ability to borrow funds in my account. I have read the Margin Loan Agreement and understand my rights and obligations under it.

Note: If you do not check any box above, by default you will have a cash account.

5 Tell Us How You Want to Work With Us—CONTINUED

Managing Your Cash

Sometimes there is cash in your account that hasn't been invested. For example, you may have just deposited money into your account without giving instructions on how to invest it, or you may have received cash dividends or interest. We will automatically place—or “sweep”—that cash into one of the cash management programs listed below—also called “cash sweep programs.” Cash management programs offer different

benefits and risks, including different interest rates, customer protections and insurance coverage (namely, FDIC or SIPC coverage). Some may have certain eligibility criteria, such as minimum cash balances and specific account types.

Please choose one of the cash management programs listed below. You may instruct us to change your selected cash management program at any time to another, if you meet the eligibility criteria of the new cash management program. If you do not choose one, we will automatically place your uninvested cash into the default cash management program, which will be [FCR for Retail Accounts, and PGR for Retirement Accounts]. We will give you advance notice of any change in your choice or of the options generally available to you. We may need your consent for certain changes, but not for others. We reserve the right to terminate, without prior notice, the Money Market Fund sweep program that you select and move your cash balance into an FDIC-insured bank account.

Sales proceeds (check one):

- Mail check to the address of record
- Send directly to your bank account. Please provide with document to process
- Sweep into Money-Market Fund

Dividends/interest (check one):

- Mail check to the address of record
- Send directly to your bank account. Please provide me with Document to process
- Sweep into same investment as indicated at left
- Reinvest in the same security

Speak with your registered representative regarding our different Money-Market funds along with the protection that is offered on each.

§ **SIPC** protects customers of brokerage firms that are closed due to bankruptcy or other financial difficulty. Each customer may be protected up to \$500,000, including up to \$100,000 in cash held in the account. SIPC will cover any missing customer securities when the brokerage fails, whether the securities are missing due to conversion, theft, unauthorized trading or other reasons. SIPC does not protect against ordinary market loss. Not every investment is protected by SIPC and some customers may be ineligible to have their claims satisfied with SIPC funds. More information can be found at www.sipc.org or by calling 1-202-371-8300.

¶ Under **FDIC coverage**, if a bank or savings association fails, each depositor generally is insured for up to \$250,000 for non-retirement accounts, and up to \$250,000 for IRAs and certain other retirement accounts. The FDIC coverage does not insure securities or mutual funds. More information can be found at www.fdic.gov or by contacting the FDIC at 1-877-ASK-FDIC.

Communications Choices

Communications Options

Unless you choose otherwise, we will use postal mail to send you any communications. As an alternative, you may choose to be notified by email when certain communications are available for you to access online. If you wish to be notified by email instead of receiving communications by postal mail, please select one of the options below:

- All communications** – I wish to be notified by email about the online availability of any communications, including trade confirmations, prospectuses, account statements, proxy materials, tax-related documents, and marketing and sales documents.
- All communications except trade confirmations, account statements, and tax-related documents** – I wish to be notified by email about the online availability of all communications except trade confirmations, account statements, and tax-related documents, which I still wish to receive by postal mail.
- All communications except tax-related documents** – I wish to be notified by email about the online availability of all communications except tax-related documents, which I still wish to receive by postal mail.

If you choose email for any communications, please tell us the email address we should use: _____

A copy of Henley & Company's privacy policy will be provided to you along with this Application.

5

Tell Us How You Want to Work With Us—CONTINUED

Postal Mail Options (if you requested postal mail delivery in the previous section)

By checking the boxes below, you request that all communications for the applicants listed on this Application be delivered to the following single postal mailing address:

- Primary Applicant's Mailing Address
Co-Applicant's Mailing Address
Other. Please specify:

Duplicate Copies (optional)

Please send duplicate copies of the following documents to the person listed below:

- All Communications
Trade Confirmations, Account Statements, and Tax-Related Documents
Tax-Related Documents Only

- Mr. Mrs. Ms. Dr. Suffix Sr. Jr.

Form fields for duplicate copies: First Name, Middle Name, Last Name, Address, Apt/Suite No., City, State, ZIP Code, Country, Relationship to Primary Applicant/Co-Applicant.

Back-Up Contact Information

If we are unable to reach you for the period of time stated in the Terms & Conditions, you authorize us to contact the person listed below and to disclose information about you in order to confirm the specifics of your current contact information, health status, and the identity of any legal guardian, executor, trustee, or holder of a power of attorney.

Note: Your back-up contact should not be a co-applicant.

- Mr. Mrs. Ms. Dr. Suffix Sr. Jr.

Form fields for back-up contact: First Name, Middle Name, Last Name, Address, Apt/Suite No., City, State, ZIP Code, Country, Work Phone, Home Phone, Mobile Phone, Email Address.

Relationship to Primary Applicant/Co-Applicant:

6 Review and Submit This Application

Confirmations and Signatures – Please Read Carefully

By signing this Application, you affirm that you have received and read this Application and any supplemental documents governing this relationship. You affirm that the information you have provided is accurate and you agree to notify us of any changes in the information provided.

Tax Withholding Certifications

Please check all boxes that apply, and sign and date below.

Primary Applicant	Co-Applicant	
<input type="checkbox"/>	<input type="checkbox"/>	U.S. Person: Under penalty of perjury, I certify that: (1) I am a U.S. citizen, U.S. resident alien or other U.S. person, and the Social Security Number or Taxpayer Identification Number provided in this Application is correct (or I am waiting for a number to be issued to me); and (2) I am not subject to backup withholding because: (a) I am exempt from backup withholding; or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the IRS has notified me that I am no longer subject to backup withholding.
<input type="checkbox"/>	<input type="checkbox"/>	Certification Instructions: You must check this box if you cannot certify to item (2) above, meaning that you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return.
<input type="checkbox"/>	<input type="checkbox"/>	Non-Resident Alien: I certify that I am not a U.S. citizen, U.S. resident alien, or other U.S. person for U.S. tax purposes, and I am submitting the applicable Form W-8 with this form to certify my foreign status and, if applicable, claim tax treaty benefits.

Note: By signing and dating this form, all applicants authorize the disclosure of their names, security position(s) and contact information, for purposes of receiving official communications concerning municipal securities, if relevant, to (a) an issuer of municipal securities; (b) a trustee for an issue of municipal securities in its capacity as trustee; (c) a state or federal tax authority; or (d) a custody agent for a stripped coupon municipal securities program in its capacity as custody agent. For more information, please see MSRB Rules G-8(a)(xi) and G-15(g)(iii)(A).

By signing below, you are also acknowledging that you have read the attached disclosures and Predispute Arbitration clause provided with this new account application.

The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

Signatures

Primary Applicant Name (please print)

Primary Applicant Signature

Date

Co-Applicant Name (please print)

Co-Applicant Signature

Date

Registered Representative

Date

Principal

Date

Please mail your completed Application to the address listed below, or fax it to [516-794-6207.

Henley & Company LLC, 1290 RXR Plaza, Uniondale, NY 11556