

FINRA Rule 5320 generally prohibits a broker-dealer that accepts and holds an order in an equity security from its customer or a customer of another broker-dealer without immediately executing the order from trading that security on the same side of the market for its own account at a price that would satisfy the customer order, unless it immediately thereafter executes the customer order up to the size and at the same or better price at which it traded for its own account. When you place a “not held” order, which is generally a discretionary order, with us we may trade in the security for our own account prior to completion of your order.

With respect to the orders of an "institutional account", as defined in NASD Rule 3110, or for orders of 10,000 shares or more with a value of at least \$100,000, Rule 5320 permits a broker-dealer to trade an equity security on the same side of the market for its own account at a price that would satisfy such customer order provided that certain notice is provided to the customer and the customer is provided an opportunity to “opt-in” to the Rule 5320 protections with respect to all or any particular order.

Institutional accounts and persons placing orders for 10,000 shares or more not otherwise subject to the protections afforded by Rule 5320 may “opt-in” to the Rule 5320 protections on an order-by-order basis with the representative taking your order or for all your orders by providing written notice to Operations Department at 3 Times Square, 14th Floor, New York, NY, 10036, or, [operations@breancapital.com](mailto:operations@breancapital.com). If you have any questions regarding the Rule please contact your Brean Capital Sales Representative.

“Not Held” orders: when customers place “not held” orders, they are giving time and price discretion to Brean so that the Firm may exercise its professional judgment in an effort to obtain best execution for the customer. In the process of executing the “not held” order, Brean may trade in the security for its own account prior to completion of the customer order and at the same or better price than the customer receives.

Brean Capital, LLC. Member of FINRA and SIPC.