

**Martin Wolf**  
**Business Continuity Plan (BCP)**

**I. Emergency Contact Persons**

Our firm's two emergency contact persons are: Hubert Willman 925-355-0110 Ext. 2746, [hwillman@martinwolf.com](mailto:hwillman@martinwolf.com) and Martin Wolf, 925-355-0110 Ext. 2750, [mwolf@martinwolf.com](mailto:mwolf@martinwolf.com). These names will be updated in the event of a material change, and our Executive Representative will review them within 17 business days of the end of each quarter.

*Rule: NASD Rule 3520.*

**II. Firm Policy**

Our firm's policy is to respond to a Significant Business Disruption (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. In the event that we determine we are unable to continue our business, we will assure customers prompt access to their information.

**A. Significant Business Disruptions (SBDs)**

Our plan anticipates two kinds of SBDs, internal and external. Internal SBDs affect only our firm's ability to communicate and do business, such as a fire in our building. External SBDs prevent the operation of the securities markets or a number of firms, such as a terrorist attack, a city flood, or a wide-scale, regional disruption. Our response to an external SBD relies more heavily on other organizations and systems.

**B. Approval and Execution Authority**

Martin Wolf, a registered principal, is responsible for approving the plan and for conducting the required annual review. Hubert Willman has the authority to execute this BCP.

**C. Plan Location and Access**

Our firm will maintain copies of its BCP plan and the annual reviews, and the changes that have been made to it for inspection.

**III. Business Description**

Our firm conducts an investment banking business. Our firm does not perform any type of clearing function for itself or others. Furthermore, we do not hold customer funds or securities.

#### **IV. Office Locations**

Our main office is located at 4000 Executive Parkway, Suite 515, San Ramon, CA 94583. The main telephone number at the main office is 925-355-0110. Our employees may travel to the offices by means of foot, car, and bus. We engage in investment banking activities at this location.

#### **V. Alternative Physical Location(s) of Employees**

In the event of an SBD, we will move our staff from affected offices to the closest of our unaffected office locations. If none of our other office locations are available to receive those staff, we will move them to James H. Williams' office (Financial Telesis). Its main telephone number is (415) 492-8975 and physical location is, 4340 Redwood Highway, Suite A23, San Rafael, CA 94903.

*Rule: NASD Rule 3510(c)(6).*

#### **VI. Customers' Access to Funds and Securities**

Our firm does not maintain custody of customers' funds or securities. In the event of an internal or external SBD, if telephone service is available, our registered persons will take customer instructions.

If SIPC determines that we are unable to meet our obligations to our customers or if our liabilities exceed our assets in violation of Securities Exchange Act Rule 15c3-1, SIPC may seek to appoint a trustee to disburse our assets to customers. We will assist SIPC and the trustee by providing our books and records identifying customer accounts subject to SIPC regulation.

*Rules: NASD Rule 3510(a); Securities Exchange Act Rule 15c3-1; 15 U.S.C. 78eee (2003).*

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

Our firm maintains its primary hard copy books and records and its electronic records at the San Ramon, CA address. All client-related documents and e-mails are backed up daily. Hubert Willman is responsible for the maintenance of these books and records.

*Our firm maintains its back-up hard copy books and records at 4000 Executive Parkway, Suite 515, San Ramon, CA 94583. These records are paper copies. Hubert Willman is responsible for the maintenance of these back-up books and records. Our firm backs up its paper records by copying and taking them to our back-up site. We back up our records every month.*

*In the event of an internal or external SBD that causes the loss of our paper records, we will physically recover them from our back-up site. If our primary site is inoperable, we will continue operations from our back-up site or an alternate location.*

*For the loss of electronic records, we will either physically recover the storage media or electronically recover data from our back-up site, or, if our primary site is inoperable, continue operations from our back-up site or an alternate location.*

| <b>IT Service Provider</b> | <b>Telephone</b> |
|----------------------------|------------------|
| Clare Computer Solutions   | 925-277-0690     |

*Rule: NASD Rule 3510(c)(1).*

## **VIII. Financial and Operational Assessments**

### **A. Operational Risk**

In the event of an SBD, we will immediately identify what means will permit us to communicate with our customers, 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 we will employ will include our telephone and email. In addition, we will retrieve our key activity records as described in the section above, Data Back-Up and Recovery (Hard Copy and Electronic).

*Rules: NASD Rules 3510(c)(3) & (f)(2).*

### **B. Financial and Credit Risk**

In the event of an SBD, we will determine the value and liquidity of our investments and other assets to evaluate our ability to continue to fund our operations and remain in capital compliance. We will contact critical banks, and investors to apprise them of our financial status. If we determine that we may be unable to meet our obligations to those counter-parties or otherwise continue to fund our operations, we will request additional financing from our bank or other credit sources to fulfill our obligations to our customers and clients. If we cannot remedy a capital deficiency, we will file appropriate notices with our regulators and immediately take appropriate steps.

*Rules: NASD Rules 3510(c)(3), (c)(8) & (f)(2).*

## **IX. Mission Critical Systems**

Our firm's "mission critical systems" are those that ensure prompt and accurate processing of securities transactions. We have primary responsibility for establishing and maintaining our business relationships with our customers and have sole responsibility for our mission critical functions of processing orders.

Recovery-time objectives provide concrete goals to plan for and test against. They are not, however, hard and fast deadlines that must be met in every emergency situation, and

various external factors surrounding a disruption, such as time of day, scope of disruption, and status of critical infrastructure—particularly telecommunications—can affect actual recovery times.

**X. Alternate Communications Between the Firm and Customers, Employees, and Regulators**

A. Customers

We now communicate with our customers using the telephone, e-mail, fax, U.S. mail, and in person visits at our firm or at the other’s location. 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.

*Rule: NASD Rule 3510(c)(4).*

B. Employees

We now communicate with our employees using the telephone, 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. We will also employ a call tree so that senior management can reach all employees quickly during an SBD. The call tree includes all staff home and office phone numbers. We have identified persons, noted below, who live near each other and may reach each other in person:

The person to invoke use of the call tree is: Hubert Willman

| Caller         | Call Recipients |
|----------------|-----------------|
| Hubert Willman | Martin Wolf     |
|                | Anthony Lembo   |
|                | Chris Covington |
|                | Hao He          |
|                | Sunil Grover    |
|                | Geoff Rhizor    |

*Rule: NASD Rule 3510(c)(5).*

C. Regulators

We are currently members of the following SROs: *NASD, State of CA and various other states where the firm is registered.* We communicate with our regulators using 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.

*Rule: NASD Rule 3510(c)(9).*

**XI. Critical Business Constituents, Banks, and Counter-Parties**

A. Business constituents

We have contacted our critical business constituents (businesses with which we have an ongoing commercial relationship in support of our operating activities, such as vendors providing us critical services), and determined the extent to which we can continue our business relationship with them in light of the internal or external SBD. We 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.

*Rules: NASD Rule 3510(c)(7).*

B. Banks

We have contacted our banks and lenders to determine if they can continue to provide the financing that we will need in light of the internal or external SBD.

| <b>Bank Name</b>    | <b>Telephone</b> |
|---------------------|------------------|
| Wells Fargo Bank NA | 925-866-8182     |

*Rules: NASD Rule 3510(c)(7).*

C. Counter-Parties

We have 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.

*Rules: NASD Rules 3510(a) &(c)(7).*

**XII. Regulatory Reporting**

Our firm is subject to regulation by: SEC, NASD and the state of CA. We now file 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, NASD, 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, we will continue to file required reports using the communication means available to us.

*Rule: NASD Rule 3510(c)(8).*

**XIII. Disclosure of Business Continuity Plan**

The BCP is on our website. New clients will receive a copy of the BCP Disclosure combined with the Privacy Statement. This information will also be delivered to existing clients on an annual basis, and will be mailed to clients upon request.

*Rule: NASD Rule 3510(e).*

**XIV. Updates and Annual Review**

Our firm will update this plan whenever we have a material change to our operations, structure, business or location. In addition, our firm will review this BCP annually, by December 31 to modify it for any changes in our operations, structure, business, or location.

*Rule: NASD Rule 3510(b).*

**XV. Senior Manager Approval**

I have approved this Business Continuity Plan as reasonably designed to enable our firm to meet its obligations to customers in the event of an SBD.

*Rule: NASD Rule 3510(d).*

Signed: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_