



# Representative Legal Matters

Jennifer A. Connors

Prior to joining the Firm, Jennifer handled the following matters:

- Advised with respect to the spinoff and sale of various brokerage units by global financial services firms, including with respect to due diligence, regulatory approvals and supervisory issues.
- Advised clients, including crowdfunding intermediaries, marketplace lending platforms, private fund managers and issuers of initial coin offerings (ICOs), on broker-dealer status issues, including with respect to arrangements with "finders," compliance with Exchange Act Rule 3a4-1 and federal and state broker-dealer and securities registration requirements.
- Advised intermediaries and service providers with respect to broker-dealer, alternative trading systems (ATS) or exchange registration requirements in connection with digital asset offerings and secondary trading.
- Drafted and negotiated correspondent clearing agreements, prime brokerage agreements and institutional account documentation.
- Draft and negotiate vendor outsourcing agreements with respect to infrastructure, data and other services.
- Drafted and negotiated software license agreements with respect to electronic trading of securities and futures products.
- Advised fund managers and dealer managers with respect to fund distribution and custody arrangements.
- Provided advice to domestic and foreign broker-dealers on the application of the US securities laws to cross-border business, including to outsourcing arrangements, transactions with affiliates and Exchange Act Rule 15a-6.
- Provided regulatory advice on transactions (e.g., mergers and acquisitions) involving regulated entities, including with respect to Financial Industry Regulatory Authority (FINRA) continuing membership applications (CMAs), state and foreign regulatory approvals.
- Provided regulatory advice to trading firms regarding compliance with self-regulatory organizations (SRO) trading-related rules, including best execution requirements, market-making, market access, short selling, trading ahead and interpositioning, trade reporting, books and records, account opening and order audit trail system (OATS) and consolidated audit trail (CAT) reporting.



- Prepared broker-dealers for regulatory examinations regarding finance and operations (FINOP), and trading and financial compliance examinations (TFCE).
- Provided advice with respect to broker-dealer net capital, customer protection rule and margin requirements, and assist clients with required regulatory notices of net capital withdrawals and deficiencies.
- Provided regulatory advice to broker-dealer trading firms and others in connection with matters arising under Regulation NMS, including Rules 611, 605 and 606; Regulation SHO, including order marking, locates, threshold securities and close-outs; Rule 10b-10 confirmations and US Securities and Exchange Commission (SEC) large trader reporting.
- Responded and advised with respect to regulatory inquiries and enforcement matters before Financial Industry Regulatory Authority (FINRA) and the SEC, including Wells submissions.
- Provided advice to alternative trading systems (ATSs) and other market participants regarding the application of, and regulatory issues arising under, Regulation ATS and assisting in connection with required Form ATS filings.
- Provided advice with respect to options trading regarding applicable SRO rule compliance, including participation in automated exchange auctions, exercise allocations and position limits.
- Developed comprehensive policy and written supervisory procedures to address market access rule (SEC Rule 15c3-5) requirements for equities and fixed income trading desks.
- Drafted compliance manuals, written supervisory procedures, expense sharing agreements, employee trading procedures, electronic communications policies, business continuity plans and codes of conduct for global financial services firms.
- Conducted anti-money laundering (AML) audits for clients and assist them in developing AML compliance programs.
- Conducted independent audit and testing functions and draft applicable annual reports to CEOs required in connection with FINRA Rules 3120 and 3130.
- Provided advice regarding soft-dollar arrangements, revenue-sharing agreements and commission recapture/directed brokerage transactions.