

Business Continuity Plan Summary
(Revised October 8, 2014)

This document summarizes the business continuity plan (BCP) of Clarkson Capital Markets LLC (the “Firm”). The purpose of this plan is to ensure the Firm’s uninterrupted operations and/or restoration of its business and operations in the most efficient and timely manner in case of an internal or external Significant Business Disruption (“SBD”).

A disruption can be caused by any accidental, natural or man-made malicious event that threatens or does disrupt normal operations or services for sufficient time to affect significantly, or cause failure to, an organization.

If a disaster situation arises, a communication chain among the “Emergency Contact Team” will be initiated.

I. Emergency Contact Persons

Our Firm’s two emergency contact people are:

Peter J. Greca
Chief Executive Officer and Chief Compliance Officer

Michael Glynn
Chief Financial Officer

These names will be updated in the event of a material change, and will be reviewed within 30 business days of the end of each year.

II. Firm Policy

Our Firm’s policy is to respond to a Significant Business Disruption (SBD) by safeguarding employees’ lives and the Firm’s property, making financial and operational assessments, 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)

Our plan anticipates two kinds of SBDs.

- Internal SBDs affect only our Firm’s ability to communicate and do business.
- External SBDs prevent the operation of the securities markets or a number of firms.

Plan Location and Access

We maintain a copy of this BCP at our external storage facility and an electronic copy at our external backup facility located at our parent located in the United Kingdom. Copies of the BCP have been distributed among department heads.

III. Business Description

Our firm conducts business in equities markets and provides investment banking and research services. We are an introducing firm. We do not hold customer funds or securities. Our clearing firm maintains customers' accounts and transactions. Our Firm services institutional customers only.

Convergen Execution Solutions is our clearing agent for domestic trades, located at:

1633 Broadway
New York, N.Y. 10019

G-Trade Services LLC is our clearing agent for international trades, located at:

1633 Broadway, 48th Floor
New York N.Y. 10019

FlexTrade is our order management system, located at:

111 Great Neck Road, Suite 314
Great Neck, N.Y. 11021

IV. Office Locations

New York Office – [Headquarters]

Our New York Office is located at 597 Fifth Avenue | 8th Floor | New York, NY 10017. The main telephone number is 212-314-0900.

Houston – [Headquarters]

We are located at 1333 West Loop South, Suite 1550, Houston, TX 77027. The main telephone number is (713) 235-7484

Boston – [Non-OSJ Branch]

We are located at 39 Lowell Street, Braintree, MA 02184. The main telephone number is (617) 388-4772.

V. Alternative Physical Location(s) of Employees

In the event of an SBD, we will continue operations at an alternate working location. Additionally, the Firm has provided some employees with computers preconfigured with access to mission critical applications. In addition, employees will use the internet to access apps like BBG, FlexTrade (OMS), Convergenx, and G-Trade.

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, our registered employees will take customer orders or instructions over any available method, also our firm will post a notice on our website stating that customers may execute any kind of transaction by contacting us via our main line, cell phone or, if necessary, by calling directly to our clearing firm.

VII. Data Back-Up and Recovery

On a daily basis, we backup all electronic working files to an external storage facility. We have access to those records and files at any given time. In the event of an internal or external SBD, the Firm can always recover its records.

VIII. Financial and Operational Assessments

A. Operational Risk

In the event of an SBD, we will immediately identify and use any methods that permit us to communicate with our customers, employees, business constituents, banks and regulators.

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.

IX. Mission Critical Systems

Our Firm's "mission critical systems" are those that ensure prompt and accurate processing of securities transactions and the maintenance of customer accounts.

We have primary responsibility for maintaining our relationships with customers. Our clearing firm, Convergenx, provides execution, comparison, allocation, clearance and settlement of securities transactions and the maintenance of customer accounts for domestic trading. G-Trade provides execution, comparison, allocation, clearance and settlement of securities transactions and the maintenance of customer accounts for international trading.

Our clearing firm contract requires our clearing firm to maintain a business continuity plan and the capacity to execute it. Our clearing firm represents that it backs up all of their pertinent records.

Our Order Management System (OMS), Flextrade, enables the Firm to process orders efficiently so as to ensure that orders reach the point of execution as quickly as possible.

X. Communications between the Firm, Customers, Employees, and Regulators

In the event of an SBD, we will use the means comparable in speed and form to the means that we have used in the past to communicate with our customers, employees and regulators. We will always endeavor to keep all parties informed with status reports on the situation of the business.

XI. Critical Business Constituents and Banks

A. Business Constituents

We have contacted our critical business constituents and determined the extent to which we can continue our business relationship with them in the event of an internal or external SBD. We will quickly establish alternative arrangements if a business constituent can no longer provide the needed goods or services.

B. Banks

We have contacted our banks and lenders to ensure they maintain a BCP and have the capacity to deploy it in the event of an internal or external SBD.

XII. Regulatory Reporting

Our Firm is subject to regulation by FINRA and the SEC. In the event of an SBD, we will verify with these institutions the means of filing still available to us.

XIII. Disclosure of Business Continuity Plan

We include a copy of this summary to customers in the Firm's account opening documentation package. We also have posted this summary on our website (www.clarksons.com). A copy of this summary is mailed to customers upon request. In the event of a disruption all customers should refer to our website for instructions and direction.

XIV. Updates and Annual Review

Our Firm will update this plan whenever there is a material change to our operations, structure, business or location or those of our clearing firm. In addition, our Firm will review this BCP periodically.

XV. SIPC

Should the firm be unable to recover from a disaster, the Firm will follow SIPC liquidation procedures. For any questions regarding this Business Continuance Plan, please contact Peter J. Greca, our Chief Executive Officer at (212) 314-0990.

XVI. Senior Manager Approval

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

[FINRA Rule 4370(d)]

Signed: _____

Peter J. Greca

CEO and CCO

Date: _____

EXHIBIT A - Business Continuity Plan (BCP) Summary Disclosure

Overview

Clarkson Capital Markets LLC (“Clarkson”; “the Firm”) has created and implemented a business continuity plan (“BCP”) in an effort to mitigate the effects related to unforeseen business interruptions. This BCP is designed to enable the Firm to continue or resume trading operations in the event of an emergency or significant business disruption (“SBD”).

Communications and locations of Employees during a disruption

In the event of a SBD, Clarkson will communicate with its employees in several different ways. The firm will employ a calling tree, which would be implemented by management in the event of an SBD. The BCP also addresses the relocation of staff to an alternative back-up location in the New York, Texas, and Massachusetts areas, which would be immediately available with all of the equipment needed to run the Firm’s client order receipt and transmission operations for an interim period of time. Recovery time for most of the applications and relocation to the alternate location is expected to range from immediate to 24 hours.

Communications with Customers

Clarkson currently communicates with its customers using the telephone, email, Bloomberg, fax, US Mail, and in person. In the event of an SBD, Clarkson will assess which means of communication are still available and use the means closest in speed to the means used in the past. Additionally, if traditional communications are not available, Clarkson representatives will use the best available means to contact its clients in order to make contingent plans for the duration of the SBD.

Books & Records

Clarkson maintains its hard copy books and records and electronic records primarily at its Main Office and back-up books and records at alternate locations. If records are lost as the result of a business disruption, Clarkson has the means to physically recover data from both physical and electronic back-up locations.

Vendors and Counterparties

Clarkson’s BCP may need to rely upon the recovery and restoration of services provided by various critical business constituents and counterparties both at its primary and alternate locations. Clarkson has considered the extent to which the Firm may be able to depend upon these business relationships during an SBD as a part of its decision to do business with the constituents. Where possible the Firm has engaged and/or vetted alternate arrangements in order

to avoid business disruptions in the case of a business constituent not being able to provide needed goods or services in an emergency.

Disclosure

Clarkson’s BCP is designed to address the continued operation of the Firm in the event of an emergency situation or SBD. However, all risks of business interruption cannot be eliminated and Clarkson cannot guarantee that systems will always be available or recoverable following an SBD. Furthermore, Clarkson has no control over and must rely upon the disaster recovery plans of its various critical business constituents, vendors, clearing firms and counterparties. In the event that material changes are made to this BCP, Clarkson will send an updated copy to all of its clients.

The information contained in this disclosure is provided by Clarkson for informational purposes only, and nothing contained herein shall be construed to amend, supplement or otherwise modify any of the terms and conditions set forth in any customer agreement between you and Clarkson.