

GARDNER RICH, L.L.C.
BUSINESS CONTINUITY PLAN

I. Emergency Contact Persons

Our firm's two emergency contact persons are: Colleen Carlson, ccarlson@gardnerrich.com, (312) 913-6524 and Christopher P. Gardner, (312) 922-3333, cgardner@gardnerrich.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.

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 funds and securities.

A. Significant Business Disruptions (SBDs)

Our plan anticipates two kinds of SBDs, internal and external. Internal SBDs affect 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, especially on the capabilities of our clearing firm. In either case, we will inform our customers that we are operating under SBD circumstance and contact our clearing firm and broker relationships to assist in the continuation of operations.

B. Approval and Execution Authority

Colleen Carlson, a registered principal, is responsible for approving the plan and for conducting the required annual review. Colleen Carlson 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. An electronic copy of our plan is located on the hard drive of our network server.

III. Business Description

Our firm conducts business primarily in equity securities. Our firm is an introducing firm and does not perform any type of clearing function for itself or others. Furthermore, we do not hold customer funds or securities. We accept and enter orders. All transactions are sent to executing firms, and cleared by our clearing firm. The clearing firm compares transactions, allocates them, clears and settles them. Our clearing firm also maintains our customers' accounts, grants customers access to them, and delivers funds and securities. Our firm services retail and institutional customers.

Our clearing firm is Merrill Lynch Broadcort, 101 Hudson Street, 10th Floor, Jersey City, NJ 07302, and our contact person at that clearing firm is Ken Cultraro, Merrill Lynch, Broadcort, 101 Hudson Street, 10th Floor, Jersey City, NJ 07302, 201-557-4260, ken_cultraro@ml.com.

Our clearing firm has also given us the following alternative contact in the event it cannot be reached: Ralph Psimato, Merrill Lynch Broadcort, 101 Hudson Street, 10th Floor, Jersey City, NJ 07302, 201-557-4405, ralph_posimato@ml.com or Lance Dominick, 440 South LaSalle, Suite 2500, Chicago, IL 60605, 312-431-7115.

IV. Office Locations

Our main office is at 401 South Financial Place, Chicago, Illinois 60605. Its main telephone number is (312) 922-3333. Our employees may travel to that office by means of foot or car. We engage in order taking and entry at this location.

Our Firm has two branch offices in New York and San Francisco with Curtis Spears as Supervisory Principal of the branch offices. The New York office is located at 425 Madison Avenue, 3th Floor, New York, New York 10017. Its telephone number is 212-584-5664. The San Francisco office is located at 1440 Dwight Way, Berkeley, CA 94702. Its telephone number is 415-637-4520. Employees may travel to that office by means of foot or car.

Incase there is communication or internet failure, operations are immediately forwarded to the Chicago headquarters. Customers are notified that the business continuity plan has taken effect.

V. Alternative Physical Location of Employees

If our primary site is inoperable, we will continue operations from remote office. (Location provided upon request) Employees may access the firm's network from that location.

VI. Customers' Access to Funds and Securities

Our firm does not maintain custody of customers' funds or securities, which are maintained at our clearing firm, Merrill Lynch Broadcort. In the event of an internal or external SBD, if telephone service is available, our registered persons will take customer orders or instructions and contact our clearing firm on their behalf, and if our Web access is available, our firm will post on our Web site that customers may access their funds and securities by contacting ccarlson@gardnerrich.com or ken_cultraro@ml.com. The firm will make this information available to customers through its disclosure policy.

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 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.

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 401 South Financial Place, Chicago, Illinois 60605. Colleen Carlson, Principal is responsible for the maintenance of these books and records. Our firm maintains the following document types and forms that are not transmitted to our clearing firm: new account forms.

Our firm will attempt to maintain its books and records and back-up facilities at its remote office. Colleen Carlson, Principal, (312) 922-3333 is responsible for the maintenance of these facilities. Our firm backs up its paper records by periodically copying and taking them to our back-up site.

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.

In the event of an SBD, we will move our staff from the affected office to our unaffected office location or to our back-up facility.

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 Web site and telephone voice mail. We have also set up an Internet stand alone computer at our back-up facility with access to our files, records and trading capabilities through Bloomberg Anywhere. We will forward our critical phone numbers to the back-up facility. In addition, we will retrieve our key activity records as described above regarding Data Back-Up and Recovery (Hard Copy and Electronic).

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 our clearing firm, 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.

IX. Mission Critical Systems

Our firm's "mission critical systems" are those that ensure prompt and accurate processing of securities transactions, including order taking, entry, execution, comparison, allocation, clearance and settlement of securities transactions, the maintenance of customer accounts, access to customer accounts, and the delivery of funds and securities. More specifically, these systems include order entry. (See Section X).

We have primary responsibility for establishing and maintaining our business relationships with our customers and have sole responsibility for our mission critical functions of order taking and entry. Our clearing firm provides, through contract, clearance and settlement of securities transactions, the maintenance of customer accounts, access to customer accounts, and the delivery of funds and securities.

Our clearing firm contract provides that our clearing firm will maintain a business continuity plan and the capacity to execute that plan. Our clearing firm represents that it will advise us of any material changes to its plan that might affect our ability to maintain our business. In the event our clearing firm executes its plan, it represents that it will notify us of such execution and provide us equal access to services as with its other customers. If we reasonably determine that our clearing firm has not or cannot put its plan in place quickly enough to meet our needs, or is otherwise unable to provide access to such services, our clearing firm represents that it will assist us in seeking services from an alternative source.

Our clearing firm represents that it backs up our records at a remote site. Our clearing firm represents that it operates a back-up operating facility in a geographically

separate area with the capability to conduct the same volume of business as its primary site. Our clearing firm has also confirmed the effectiveness of its back-up arrangements to recover from a wide scale disruption by testing.

A. Our Firm's Mission Critical Systems

1. Order Taking

Our firm enters orders from trading personnel, usually instructed by institutional customers. They are then routed to the executing firms described in Section 2 below, for execution. In the event of an internal SBD, we will route all order from our alternate office or by any means available, which include telephone, fax or email. Our firm does not transact any retail customer business.

2. Order Entry

Currently, our firm enters orders by recording them on paper. Orders are transmitted by telephone, electronically via Bloomberg, our order routing management system. Our contacts for executing orders are as follows:

Name	Firm	Phone Number
Wayne Caron	Prime Executions, Inc.	212-785-8396
Ralph Baugher	Jefferies & Company	888-315-5333
Kathey Cheevers	Cheevers & Company, Inc.	312-663-2794

Our client service contact is Ken Cultraro, ken_cultraro@ml.com, 201-557-4260, 101 Hudson Street, 10th Floor, Jersey City, NJ 07302.

In the event of an internal SBD, we will enter and send records to our clearing firm by the fastest alternative means available, which include fax or e-mail. In the event of an external SBD, we will maintain the order in electronic or paper format, and deliver the order to the clearing firm by the fastest means available when it resumes operations.

Our firm relies, by contract, on our clearing firm to provide the maintenance of customer accounts, delivery of funds and securities, and access to customer accounts.

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

A. Customers

We now communicate with our customers using the telephone, e-mail, our Web site, 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.

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.

C. Regulators

We are currently FINRA members. We communicate with our regulators using the 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.

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.

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. The bank maintaining our operating account is: JP Morgan Chase, Daniel Vagle, 10 South Dearborn, Chicago, IL 60603, Mail Code IL1-1485, 312.732-7095, Daniel.s.vagle@chase.com

C. Counter-Parties

We have contacted our critical counter-parties, such as other broker-dealers or institutional customers, 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 work with our clearing firm or contact those counter-parties directly to make alternative arrangements to complete those transactions as soon as possible.

XII. Regulatory Reporting

Our firm is subject to regulation by the Securities and Exchange Commission, FINRA and the Illinois Securities Department. 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, FINRA, 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.

XIII. Disclosure of Business Continuity Plan

We provide in writing a BCP disclosure statement to customers at account opening. We will mail it to customers upon request. Our disclosure statement is attached.

XIV. Updates and Annual Review

Our firm will update this plan whenever we have a material change to our operations, structure, business or location or to those of our clearing firm. In addition, our firm will review this BCP annually, on or about December 15, to modify it for any changes in our operations, structure, business, or location or those of our clearing firm.

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.

Approved by: Colleen Carlson, Principal
Date: 12/01/2009
