

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0087
Expires:	February 28, 2011
Estimated average burden hours per response . . . .	0.5

**FORM MSDW**

**Notice of Withdrawal From Registration as a Municipal Securities Dealer  
Pursuant to Rule 15Bc3-1 (17 CFR 240.15Bc3-1)**

*Read instruction sheet before preparing form. Please print or type.*

IN COMPLIANCE WITH THE APPLICABLE SECURITIES LAWS,  
THE REGISTRANT HEREBY SUBMITS THE FOLLOWING INFORMATION:

1. Registrant is a:  Bank  Department or Division of a Bank

2. Full name of registrant:

3. Name under which municipal securities dealer activities are conducted, if different from above:

4. Address of actual location of registrant's principal place of business:

\_\_\_\_\_  
*No. and Street*                                      *City*                                      *State*                                      *Zip Code*

5. a. If registrant is a department or division of a bank, name, principal business address, mailing address, if different, and telephone number of bank:

\_\_\_\_\_  
*Name*

\_\_\_\_\_  
*No. and Street*                                      *City*                                      *State*                                      *Zip Code*

Address of bank's principal place of business:

\_\_\_\_\_  
*No. and Street*                                      *City*                                      *State*                                      *Zip Code*

b. Telephone Number: \_\_\_\_\_  
*Area Code*                                      *Telephone Number*

6. In connection with its activities as a municipal securities dealer, does registrant owe any money or securities to any customer, broker, dealer, or municipal securities dealer?                                      Yes  No

*If answer is "yes" furnish all the following information:*

(a) Amount of money owed \_\_\_\_\_

(b) Market value of securities owed \_\_\_\_\_

(c) Arrangements made for payment \_\_\_\_\_

7. Is registrant involved in any legal action or proceeding?                                      Yes  No

If so, furnish complete information with respect to each.

8. Are there any unsatisfied judgments or liens against registrant? Yes  No   
If so, furnish complete information regarding each judgment and lien.

9. Furnish below the name and address of the person who has or will have custody or possession of registrant's books and records with respect to registrant's activities as a municipal securities dealer:

\_\_\_\_\_

\_\_\_\_\_

10. Furnish below the address of the place where such books and records will be located:

\_\_\_\_\_

11. **EXECUTION.** The registrant submitting this Form and its attachments and the person executing it to the best of the undersigned's knowledge and belief and on the basis of diligent inquiry, represent hereby that it, and all materials filed in connection with it, contain a true, correct and complete statement of all required information.

Registrant also consents hereby to make the books and records he is required to preserve by rule or regulation of the Securities and Exchange Commission or the Municipal Securities Rulemaking Board available for examination by authorized representatives of the Securities and Exchange Commission during the period such rules require that such books and records be preserved; and hereby authorizes the person having custody of such books and records to make them available.

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_

**ATTENTION**

**Intentional misstatements or omissions of facts constitute federal criminal violations.**

*(See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).)*

\_\_\_\_\_  
*(Name of Registrant)*

\_\_\_\_\_  
*(Manual signature of duly authorized officer)*

\_\_\_\_\_  
*(Title)*

## Form MSDW General Instructions

1. This Form is required by Securities Exchange Act Rule 15Bc3-1 (17 CFR 240.15Bc3-1), which states;

Rule 15Bc3-1 Withdrawal from registration of municipal securities dealers.

- (a) Notice of withdrawal from registration as a municipal securities dealer pursuant to Section 15B(c) shall be filed on Form MSDW, in the case of a municipal securities dealer which is a bank or a separately identifiable department or division of a bank, or Form BDW, in the case of any other municipal securities dealer, in accordance with the instructions contained therein.
  - (b) Except as hereinafter provided, a notice to withdraw from registration filed by a municipal securities dealer pursuant to Section 15B(c) shall become effective for all matters on the 60th day after the filing thereof with the Commission or within such shorter period of time as the Commission may determine. If a notice to withdraw from registration is filed with the Commission at any time subsequent to the date of the issuance of a Commission order instituting proceedings pursuant to Section 15B(c) to censure, place limitations on the activities, functions or operations of, or suspend or revoke the registration of, such municipal securities dealer, or if, before the effective date of the notice of withdrawal pursuant to this paragraph (b), the Commission institutes such a proceeding or a proceeding to impose terms or conditions upon such withdrawal, the notice of withdrawal shall not become effective pursuant to this paragraph (b) except at such time and upon such terms and conditions as the Commission deems necessary or appropriate in the public interest or for the protection of investors.
  - (c) Every notice of withdrawal filed pursuant to this section shall constitute a “report” within the meaning of Sections 17 and 32(a) of the Act.
2. One signed original and one signed copy of this Form must be completed and filed with the Securities and Exchange Commission, Washington, D.C. 20549, before registration as a municipal securities dealer may be terminated. An exact copy should be retained by the registrant. In addition, an original signed copy of the Form must be filed with registrant’s appropriate regulatory agency, determined in accordance with section 3(a)(34) of the Securities Exchange Act of 1934. Registrants which are national banks, or departments or divisions of such banks, must file Form MSDW with the Comptroller of the Currency, Credit & Market Risk, 250 E Street, SW, MS 9-14, Washington, D.C. 20219; registrants which are State member banks of the Federal Reserve System, or departments or divisions of such banks, must file Form MSDW with the Board of Governors of the Federal Reserve System, Market and Liquidity Risk Section, Mail Stop 185, 20th and C Streets, NW, Washington, D.C. 20551; registrants which are banks insured by the Federal Deposit Insurance Corporation (other than members of the Federal Reserve System), or departments or divisions of such banks, must file Form MSDW with the Federal Deposit Insurance Corporation, 550 17th Street, NW, Washington, D.C. 20429; registrants which are federal savings associations, or departments or divisions of such savings associations, must file Form MSDW with Office of Thrift Supervision, Assistant Managing Director, Examinations and Supervision Policy, 1700 G Street, NW, Washington, D.C. 20552.
  3. Both copies of this Form filed with the Commission shall be executed with a manual *signature* in Item 11. Form MSDW shall be signed in the name of the registrant by a principal officer of the registrant or, if registrant is a department or division of a bank, by a principal officer of the bank, in each case duly authorized to sign this Form, who is directly engaged in the management, direction, or supervision of the registrant’s municipal securities dealer activities.
  4. Individuals’ names, except the executing signature in Item 11, must be given in full, and all other items must be answered in full.
  5. If the space provided for any answer is insufficient, the complete answer should be prepared on a separate sheet under the heading “Answer to Item \_\_\_\_” and attached to the Form. Reference thereto must be made on the Form under the Item.
  6. A Form MSDW which is not completed and signed properly may be returned as not acceptable for filing. Acceptance of this Form, however, will not mean that the Commission has found that it has been filed as required or that the information submitted is true, correct, or complete.
  7. *Definitions:*
    - (a) Unless the context clearly indicates otherwise, all terms used in this Form have the same meaning as in the Securities Exchange Act of 1934 and in the General Rules and Regulations of the Commission thereunder (17 Code of Federal Regulations, Part 240).
    - (b) Municipal securities dealer activities — The term “municipal securities dealer activities” includes:
      - (1) underwriting, trading and sales of municipal securities;
      - (2) processing and clearance activities with respect to municipal securities;
      - (3) research, analysis and the preparation of literature for use in connection with the activities described in (1) above; and
      - (4) maintenance of records pertaining to the activities described in (1) through (3) above.