

Winslow, Evans & Crocker, Inc.

Business Continuity Plan (BCP)

Critical Elements

Winslow has developed plans that include the ability to recover from situations including, but not limited to, unplanned evacuations, power outages, major water leaks, fire, loss of water, severe weather, and any facilities failures that may cause business interruptions. Plans are designed to account for business interruptions of various lengths and scope and require that Winslow is able to recover critical functions according to their time criticality. Key features of Winslow's corporate disaster recovery planning include reviews of the following:

- (1) Data back-up and recovery;
- (2) All mission critical systems;
- (3) Financial and operational assessments;
- (4) Alternate communications between customers and the member;
- (5) Alternate communications between the member and its employees;
- (6) Alternate physical location of employees;
- (7) Critical business constituents, banks, and counter-party impact;
- (8) Regulatory reporting;
- (9) Communications with regulators; and
- (10) Assurance of customers' prompt access to their funds and securities in the event that Winslow determines that it is unable to continue its business.

I. Emergency Contact Persons

Our firm's two emergency contact persons are: Tina Maloney, *Chairman and CFO*, 617-896-3531 tmaloney@e-winslow.com and Leonid Berline, *Chief Compliance Officer*, 617-896-3548, lberline@e-winslow.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: *FINRA 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 funds and securities. In the event the Boston office suffered a catastrophic failure of all telecommunications and market data we would immediately deploy emergency

operations through our Office of Supervisory Jurisdiction located at 2 Union Street, Portland, ME. 04101.

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, especially on the capabilities of our clearing firm. Our clearing firm is Pershing, LLC. ('Pershing'). Please see the copy of Pershing's Business Continuity Statement at the end of this document.

B. Approval and Execution Authority

Tina Maloney, Chairman and CFO, a registered principal, is responsible for approving the plan and for conducting the required annual review. Robert Maloney, President and CEO and/or Leonid Berline, CCO, 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 our Intranet and our corporate server (the latter designed to a raid 5 architecture) in the "Business Continuity Plan file/folder".

III. Business Description

Winslow conducts business in equities, options, mutual funds, 401(k) plans, and fixed income investments. Winslow also conducts business in Insurance products and as a Registered Investment Advisor. Winslow is an introducing firm and clears customer transactions through Pershing, LLC. Furthermore, we do not hold customer funds or securities. We accept and enter orders. Transactions are cleared and settled by Pershing. Our clearing firm also maintain our customers' accounts, can grant customers access to them, and deliver funds and securities. Our clearing firm service both our retail and institutional customers.

As noted previously, our clearing firm is Pershing, LLC has offices at One International Place, suite 4601, Fort Hill Square, Boston, MA 02110. Their phone number is 617.737.1941 and their web address is www.pershing.com. Our contact at that location is Angela Barry. Brooks Marston is an alternative contact in the event Angela Barry is unavailable.

IV. Office Locations

Our Firm has offices located in Location #1 through Location #5, see following...

A. Office Location #1

Our Location #1 Office is located at 175 Federal Street, Boston, MA. 02110. Its main telephone number is 617-896-3500. Our employees may travel to that office by means of foot, car, subway, train, bus, and boat. We engage in order taking and entry at this location. This is an Office of Supervisory Jurisdiction ('OSJ').

B. Office Location #2

Our Location #2 Office is located at 2 Union Street, Portland, ME., 04101. Its main telephone number is 207-253-5020. Our employees may travel to that office by means of foot, and car. We engage in order taking and entry at this location. This is an OSJ.

C. Office Location #3

Our Location #3 Office is located at 3 Centennial Drive, Peabody, MA. 01960. Its main phone number is 978-531-1818. Our employees travel to that office by car. We engage in order taking and entry at this office.

C. Office Location #4

Our Location #4 Office is located at 708 Route 134, Suite #8, South Dennis, MA 02660. Its main telephone number is 508-385-3003. Our employee travels to that office by car. We engage in order taking and entry at this office.

D. Office Location #5

Our Location #5 Office is located at 50 Braintree Hill Office Park, Suite 105, Braintree, MA 02184. Its main telephone number is 617-773-0026. Our employees may travel to that office by car. We engage in order taking and entry at this office.

E. Offices of other use

Office of Other Use #1 is located at 510 Turnpike St. Suite 101, North Andover, MA 01845. There is one associated person at this location. The contact telephone number is 978-687-8561. We engage in order taking and entry at this office

Office of Other Use #2 is located at 678 Massachusetts Ave., Suite 202, Cambridge, MA 02139. There is one associated person at this location. The contact telephone number is 617-868-7922. We engage in order taking and entry at this office

Office of Other Use # 3 is located at 888 Worcester St., Suite 80, Wellesley, MA 02482. There are two associated persons at this location. The contact telephone numbers are 781-416-1043; 781-416-1042. We do not engage in order taking or entry 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. For example, in the event the Boston office suffered a catastrophic failure of all telecommunications and market data we would immediately deploy emergency operations through our Office of Supervisory Jurisdiction located at 2 Union Street, Portland, ME 04101.

If that office location is unavailable to receive those staff, we will move them to our office at 3 Centennial Drive, Peabody, MA 01960. Its main telephone number is 978-531-1818.

In either situation, we plan to continue in business, transfer operations to our clearing firm if necessary, and notify you through our web site www.winslowevanscrocker.com or our customer emergency number, 508-495-5595, how to contact us

Rule: FINRA Rule 3510(c) (6).

VI. Customers' Access to Funds and Securities

Our firm does not maintain custody of customers' funds or securities, Custody is maintained at our clearing firm Pershing, LLC. 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 Pershing at 201-413-3635. The firm will make this information available to customers through its disclosure policy.

Rules: FINRA 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 175 Federal Street, Boston, MA. 02110. Mark Perry (Vice President, Operations, 617-896-3510) and Leonid Berline (Chief Compliance Officer, 617-896-3548) are 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 (except IRA account forms).

The firm maintains robust network infrastructure with data residing on 2 separate physical servers. It is being constantly replicated from primary to backup. In case of primary server failure, the backup server will continue to operate (it might take up to 5 minutes to have the backup server fully functional).

Our entire data set is being backed up to a NAS device located on our network. Each night the data is being copied to an off-site datacenter. All data in transit and NAS storage is being encrypted with 256 bit key. The key sequence is securely stored with the

Compliance Department at our firm. We utilize services of Origin Technologies Group, Inc. Our main contact at this organization is Michael Tokar (617-686-7692)

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 datacenter, or, if our primary site is inoperable, continue operations from our back-up site or an alternate location.

Rule: FINRA 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 Web site, telephone voice mail, secure e-mail, etc. In addition, we will retrieve our key activity records as described in the section above, Data Back-Up and Recovery (Electronic).

Rules: FINRA 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 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.

Rules: FINRA 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, including order taking, entry, and execution of securities transactions. We use redundant T-1 data and voice lines as well as duplicate

VPNs for communication with our Clearing Firm and our clients. Redundant access to market data via satellite is also available from our home office. These systems are additionally redundant through password-protected internet access to our clearing firm through the World Wide Web. All functionality for order entry, execution, comparison, clearance and settlement of securities transactions, the maintenance of customer accounts and the delivery of funds and or securities can be processed in this manner.

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, the 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.

Our clearing firm contracts provide that our clearing firm will maintain a business continuity plan and the capacity to execute that plan. Our clearing firm represent that they will advise us of any material changes to their plans that might affect our ability to maintain our business and presented us with an executive summary of their respective plans, which is attached. In the event our clearing firm executes their plan(s), they represent that they will notify us of such execution and provide us equal access to services as its other customers. If we reasonably determine that our clearing firm have not or cannot put their plans in place quickly enough to meet our needs, or otherwise unable to provide access to such services, our clearing firm represent that they will assist us in seeking services from an alternative source.

Our clearing firm represents that they back up our records at a remote and out of region site. Our clearing firm represent that they operate a back-up operating facilities in a geographically separate areas with the capability to conduct the same volume of business as its primary site. Our clearing firm has also confirmed the effectiveness of their back-up arrangements to recover from a wide scale disruption by testing, and they have confirmed that they test their back-up arrangements at least twice per year.

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. Recovery refers to the restoration of clearing and settlement activities after a wide-scale disruption; resumption refers to the capacity to accept and process new transactions and payments after a wide-scale disruption. Our clearing firm has the following SBD recovery time and resumption objectives: recovery time period within one hour; and resumption time within the same business day.

A. Our Firm's Mission Critical Systems

1. Order Taking

Currently, our firm receives orders from customers via telephone, fax and in person visits by the customer. During an SBD, either internal or external, we will continue to take orders through any of these methods that are available and reliable, and in addition, as communications permit, we will inform our customers when communications become available to tell them what alternatives they have to send their orders to us. Customers will be informed of alternatives by phone, fax and via our website, www.winslowevanscrocker.com. If necessary, we will advise our customers to place orders directly with our clearing firm at 201-413-3635 (Pershing).

2. Order Entry

Currently, our firm enters orders by recording them on paper and electronically and sending them to our clearing firm electronically or telephonically. We also place customer orders through NetXPro (Pershing). We have contacted Pershing and were told that, under its BCP, we can expect full functionality within a day. Our current business activity with Pershing is limited.

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 electronically and via phone. 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. In addition, during an internal SBD, we may need to refer our customers to deal directly with our clearing firm for order entry.

3. Order Execution

We currently execute orders both by phone and electronically via our clearing firm; we also execute trades away with other institutions via phone. In the event of an internal SBD, we would use whichever means available to us that would allow our customers orders to reach the marketplace in the timeliest fashion. We may need to refer our customers to deal directly with our clearing firm for order entry. In the event of an external SBD, we would use whichever means available to us that would allow our customers' orders to reach the marketplace in the timeliest fashion. We may need to refer our customers to deal directly with our clearing firm for order entry.

4. Other Services Currently Provided to Customers

The firm enters into tri-party clearing arrangements with other broker-dealers and our clearing firm. Tri-party firms (also having their own BCP) are given full access to the password protected internet based delivery mechanism supported by our clearing firm. Registered Investment Advisors ("RIAs") that use our firm's services as executing broker and through us our clearing firm for custody are also provided access to these systems.

B. Mission Critical Systems Provided by Our Clearing Firm

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

Rules: *FINRA Rules 3510(c) & (f) (1).*

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 our registered branches. 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: *FINRA Rule 3510(c) (4).*

B. Employees and Origin Technologies

We now communicate with our employees using the telephone (including cell phone), 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 and Origin Technologies quickly during an SBD. Senior management will contact supervisors. Supervisors will contact their reports. The call tree includes staff home and office phone numbers. People able to invoke use of the call tree are: Tina Maloney, Robert Maloney, Leonid Berline, Michael Tokar (“Origin Technologies”), Denis Culverwell, John Bridges, Mark Perry, Vincent Sbano, Fred Adams, John Coyne and Richard Bowen.

Caller	Call Recipients
Tina Maloney / Robert Maloney	Leonid Berline / Michael Tokar (“Origin Technologies”) / Denis Culverwell / Mark Perry / John Bridges / Vincent Sbano / Fred Adams / Fred deNapoli / John Coyne / Richard Bowen / Jeffrey Hall
Leonid Berline	Michael Tokar (“Origin Technologies”) / Denis Culverwell / Mark Perry / John Bridges / Vincent Sbano / Fred Adams / Fred deNapoli / John Coyne / Richard Bowen / Jeffrey Hall

John Bridges	Daphne Caperton / Robert Goodwin / Shaun Lee
--------------	--

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

C. Regulators

We are currently members of the following SROs: FINRA, Boston Stock Exchange, NASDAQ Exchange, and Commonwealth of Massachusetts Securities Division. The Firm is also registered with MSRB. We communicate with our regulators using the telephone, e-mail, fax, U.S. mail, internet, 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: *FINRA Rule 3510(c) (9).*

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

As an introducing firm we are reliant on the BCP of our clearing firm for our relationship with counter parties. The CCO is responsible for briefing senior management, at least annually, of the BCP of the clearing firm. Additionally, although the firm can and does process local checks for the convenience of its customers, all cashing functions can be accomplished through the password protected internet system and the remote capabilities of our clearing firm.

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 [or we have entered into a supplemental contract with certain critical business constituents to provide such services]. Service/product: Commission calculation/statements
Miningham & Oellerich, Inc., 40 Fulton Street, New York, NY 10038 Tel: 212.349.4410
Fax: 212.693.2765 Contact: Eileen Moore @ 718.205.6838

Our major suppliers are:

Telephone (Voice) T-1 line – Verizon – Contact: Eliot Schneier 617-342-2610
(Alternative: Verizon, Pots lines, Schwabb)
Voice – ring down – S.I.A.C./Schwabb Capital Markets – Contacts: Tech Support 800-732-8672, 90 Broad St., NY, NY 10004; Paul Dunleavy 201-963-5485, Schwabb Capital

Markets, 111 Pavonia Ave., 15th Floor Computer Room, Jersey City, NJ. 07310
(Secondary contact – Alec Oliver 212-804-3456) (Alternative: ATT, Tower Stream)

Data (Data ISP) T-1 – ATT – Contact: Aaron Brock 770-492-7098, 55 Corporate Dr.,
Bridgewater, NJ. 08807 (Alternative: Tower Stream)

Data ISP (Data) T-1 – Tower Stream – Contact: Philip Norton 401-935-9044, 800-306-
6993 Tech III Plaza, 76 Hammarlund Way, Middletown, RI 02842

Rules: *FINRA 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. The bank maintaining our operating account is: Citizens Bank located at 53 State Street, Boston, MA. (617.994.7234) Our Proprietary Account of Introducing Brokers/Dealers (PAIB account) was established and is maintained by our clearing firm in accordance with SEC Rule 15c3-3.

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

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.

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

XII. Regulatory Reporting

Our firm is subject to regulation by: FINRA, SEC, NASDAQ Exchange, MSRB, Boston Stock Exchange, and Commonwealth of Massachusetts, Securities Division. 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. Our primary regulator is the Financial Industry Regulatory Authority (“FINRA”). We are covered by their district office at 99 High Street, Suite 900, Boston, MA. 02110. Their phone number is 617-532-3400.

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

XIII. Disclosure of Business Continuity Plan

We provide in writing a BCP disclosure statement to customers annually. We also post the disclosure statement on our Web site and mail it to customers upon request. Our disclosure statement is attached.

Rule: FINRA 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 or to those of our clearing firm. In addition, our firm will review this BCP annually to modify it for any changes in our operations, structure, business, or location or those of our clearing firm.

Rule: FINRA 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: FINRA Rule 3510(d).

Signed: _____

Title: Tina B. Maloney

Date: October 29, 2007

PERSHING, LLC CONTINUITY DISCLOSURE

Business Continuity Disclosure

DISCLOSURE REQUIRED BY NEW YORK STOCK EXCHANGE RULE 446(D)

Pershing maintains a business continuity plan, including redundant data centers and alternate processing facilities, to address interruptions to its normal course of business. These plans are reviewed annually and updated as necessary. The plans outline the actions Pershing will take in the event of a building, city-wide, or regional incident, including relocating technology and operational personnel to pre-assigned alternate regional facilities. Technology data processing can also be switched to an alternate regional data center. All Pershing operational facilities are equipped for resumption of business and are tested several times per year. Pershing's recovery time objective for business resumption, including those involving a relocation of personnel or technology, is four (4) hours. This recovery objective may be negatively affected by the unavailability of external resources and circumstances beyond our control.

In the event that your financial organization experiences a significant business interruption, you may contact Pershing directly to process limited trade-related transactions, cash disbursements, and security transfers. Instructions to Pershing must be in writing and transmitted via facsimile at (201) 413-5368 or by postal service as follows:

Pershing LLC
P.O. Box 2065
Jersey City, New Jersey 07303-2065

For additional information about how to request funds and securities when your financial organization cannot be contacted due to a significant business interruption, please visit the [Customer Support](#) section or call (201) 413-3635 for recorded instructions. If you cannot access the instructions from the web site or the previously noted telephone number, Pershing may be contacted at (213) 624-6100, extension 500, as an alternate telephone number for recorded instructions.

In the event that your financial organization experiences a significant business interruption, Pershing may be contacted directly to process limited trade-related transactions, cash disbursements, and security transfers. Instructions to Pershing must be in writing and transmitted via facsimile or postal service as follows:

- Pershing LLC
- P.O. Box 2065
- Jersey City, New Jersey 07303-2065
- Fax: (201) 413-5368

Please note that the fax number above is for business interruption-related issues only, and should not be used for any other purposes, such as change of address notices, account transfers, and credit verification. Information received on this fax that is unrelated to business interruption issues will not be acted upon. For additional information about how to request funds and securities when your financial organization cannot be contacted due to a significant business interruption, please refer to the information below or call (201) 413-3635 for recorded instructions. If you cannot access the instructions from the previously noted telephone number, Pershing may be contacted at (213) 624-6100 extension 500 as an alternate telephone number for recorded instructions. The specific transactions Pershing will perform for clients of our introducing broker-dealers, and the required accompanying information, are as follows: Trades Pershing will process the

following closing security transactions:

- Sale of security position held long in the client's account
- Buy of security to close-out short security position

Pershing will process closing security transactions upon receipt of written instructions that must include the following information:

- Client brokerage account number
- Client name (as registered on the brokerage account)
- Security description, including symbol or CUSIP® number
- Number of shares

Note: All orders will be handled as market orders

Cash Disbursements

Pershing will process cash disbursements upon receipt of signed written instructions that must include the following information:

- Client brokerage account number
- Client name (as registered on the brokerage account)
- Exact amount to be disbursed
- Indicate method of disbursement (as follows) and provide the information indicated:
 - a) Trade/order processing browse and corrections
 - Indicate name and address of record check is to be mailed to
 - b) Federal Funds
 - Indicate receiving bank name, ABA number, and receiving bank account number

NOTE: The receiving bank account name and brokerage account name must be identical unless we have a letter of authorization on file indicating alternate instructions.

Securities Transfers

Pershing will process security transfer requests upon written instructions that must include the following information:

- Client brokerage account number
- Client name (as registered on the brokerage account)
- Description of security(ies) to be transferred, including symbol(s) or CUSIP number(s)
- Quantity to be transferred
- Receiving account information for securities, as follows:
 - a) Transfer to another brokerage account at Pershing
 - Provide receiving account number at Pershing (name and address on both accounts must be the same)
 - b) Transfer to another financial organization
 - Name of the receiving financial organization
 - DTC number (if the receiving financial organization is a registered broker-dealer)
 - Name of the receiving financial organization

