

**Thomas Capital Group, Inc.**  
**Business Continuity Plan**  
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This "Business Continuity Plan" has been created to meet the requirements described in FINRA Rules 3510 and 3520. This Business Continuity Plan is reasonably designed to enable our firm to meet its obligations to customers in the event of a Significant Business Disruption.

Authorized Approval Signature: Stephen J. Myott  
Stephen J. Myott, Managing Director

This Plan is effective from the date approved until the date of its authorized revision, update or replacement.

## 1. Introduction

On April 7, 2004, the Securities and Exchange Commission approved FINRA Rule Series 3500 dealing with emergency preparedness. Rule 3510 requires each member to create and maintain a business continuity plan that identifies procedures relating to an emergency or significant business interruption that are "reasonably designed to enable the member to meet its existing obligations to its customers." In addition, the plan must address the firm's existing relationships with other members and counter-parties. This plan must be promptly made available to the FINRA staff upon request.

Rules 3510(b) requires that each member review its plan at least annually to determine if any changes are needed and update its plan more frequently in the event of any material change to its operations, structure, business or location.

The plan should reflect the firm's business and operations. Therefore, the requirements of the plan, as identified in Rule 3510, are flexible and should be tailored to the firm's size and needs.

However, at a minimum, Thomas Capital Group, Inc.'s plan must address the following areas:

- Data back-up and recovery (hard copy and electronic);
- All mission critical systems;
- Financial and operational assessments;
- Alternate communications between customers and the member;
- Alternate communications between the member and its employees;
- Alternate physical location of employees;
- Critical business constituents and banks;
- Regulatory reporting;
- Communications with regulators; and
- How the member will assure customers' prompt access to their funds and securities in the event that the member determines that it is unable to continue its business.

Each firm is required to only address the elements applicable to its business, but the plan must contain an explanation if any element above is not included.

Rule 3520 requires each member to designate two individuals as emergency contacts that the FINRA may contact in the event of a significant business disruption. Each contact must be registered principal or member of senior management. However,

- If the member has only one principal but has other employees, the second contact should be another firm employee, or
- If the firm has only one principal and no other employees, the second contact may be someone who has knowledge of the firm 's business, such as an accountant, attorney, etc.

Rule 3520 also requires that each member enter this information into the FINRA's Contact System (NCS) at [www.FINRA.org/ncs.asp](http://www.FINRA.org/ncs.asp) and that required changes are made promptly.

## **2. Emergency Contact Persons**

Thomas Capital Group, Inc. has designated the following individuals to act as contact persons for the firm as required under Rule 3520:

### **Primary Contact:**

Name, Title: Stephen J. Myott, Managing Director  
Address: 344 Oyster Bay Drive, Summerville, SC 29486  
Work Number: 253-777-4593  
Cell Number: 702-481-2830  
E-mail Address: sjmyott@thomascapital.com

### **Secondary Contact:**

Name, Title: Sajan Thomas, CEO  
Address: 4221 Harborview Drive, Suite 200, Gig Harbor, Washington, 98332  
Telephone Number: 253-777-4477  
Fax Number: 253-858-4782  
E-mail Address: skthomas@thomascapital.com

These contacts will be reported through FINRA's Contact System at [www.FINRA.org/ncs.asp](http://www.FINRA.org/ncs.asp) and must be updated in the event of a material change. In addition, Thomas Capital Group, Inc.'s Executive Representative or his/her written designee must review and update this information, if necessary, within 17 business days of the end of each year.

### **Executive Representative:**

Thomas Capital Group, Inc.'s Executive Representative is Stephen J. Myott.

### **Disaster Recovery Coordinator/Team:**

The Company has designated Stephen J. Myott as the "Disaster Recovery Coordinator". In his/her absence, Sajan K. Thomas, President will assume his/her responsibilities.

The "Disaster Recovery Coordinator" has the responsibility to make an immediate preliminary assessment of the nature and extent of the disruption by assessing the following: electricity supply; condition of computer network/phones; damage to the building; HVAC in extreme weather; and other hazards.

If the Coordinator determines that personnel should evacuate the affected location(s), he/ she must make an announcement to all personnel as appropriate procedures. The announcement may given via personal contact, e-mail, intercom or other methods as appropriate given the systems available and size of staff and building. This announcement should be short and concise, should calmly identify the situation and should provide instructions to employees on how to respond. This announcement should be repeated as often as necessary to avoid confusion and to ensure all employees are aware of the situation. After ensuring the physical safety of Company personnel, the Coordinator must then implement this BCP.

If the situation does not merit evacuation, steps should be taken to alert designated persons of necessary actions to facilitate ongoing operations in the face of limited disruption. In this case, the Coordinator will determine which, if any, procedures in this BCP should be implemented.

In the event, the SBD has directly affected other areas of the building but has not directly impacted the Company's office, the Coordinator will contact building security or emergency personnel for instructions on how the Company should respond and proceed accordingly.

### 3. Firm Policy

Thomas Capital Group, Inc.'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. If we determine we are unable to continue our business, we will assure customers prompt access to their funds and securities.

#### Significant Business Disruptions (SBDs):

The Company does not trade or custody securities and therefore the plan anticipates only one kind of SBD: internal. Internal SBDs affect only the Company's ability to communicate and do business, such as a fire or loss electrical power in the office or building.

#### Approval and Execution Authority:

Stephen J. Myott, Managing Director, a registered principal, is responsible for approving the plan and for conducting the required annual review.

Stephen J. Myott, Managing Director has the authority to execute this BCP.

#### Plan Location and Access:

Thomas Capital Group, Inc. will maintain copies of its BCP plan, a record of the firm's annual reviews, and the changes that have been made to the BCP for inspection by regulators. A hard copy of the Company's Plan is located in its main business location and may be accessed by contacting Stephen J. Myott, [sjmyott@thomascapital.com](mailto:sjmyott@thomascapital.com), 253-777-4593.

An electronic copy of the Company's plan is located internally on the company's internal server. A back-up copy of this electronic file is maintained at Regulatory Compliance in Londonderry, NH. A copy of the BCP will be provided to FINRA District Office upon request.

### 4. Business Description

Thomas Capital Group, Inc. acts as a placement agent in the issuance of unregistered, limited partnership interests. The Company does not trade or hold customer funds or securities.

### 5. Office Locations

The Company or its registered personnel currently operate from the following locations:

Type of Location	Address & Phone Number	Mission Critical Systems at Location
Home Office	4221 Harborview Drive Gig Harbor, WA 98332	All mission critical activities are web based and can be conducted from other offices or offsite.

### 6. Alternative Physical Location(s) of Employees:

In accordance with Rule 3510(c)(6) requires that each member designate a location at which business will be conducted in the event the primary office of the Company must be evacuated. Because all mission critical activities are web based and can be conducted from other offices or offsite, staff will be asked to work from home.

## **7. Customers' Access to Funds and Securities**

Thomas Capital Group, Inc. does not maintain custody of customers' funds or securities.

## **8. Data Back-Up and Recovery**

Thomas Capital Group, Inc. maintains certain books and records in hard copy and electronic format at both 4221 Harborview Drive, Suite 200, Gig Harbor, WA 98332 and Accounting & Compliance International (ACI), 40 Wall St #1704, New York, NY 10005. Stephen J. Myott has overall responsibility for the maintenance of these books and records.

### **Back-up of Paper Records:**

The Company does not keep a back up copy of its hard copy books and records. The Company does not handle or retain customer funds or securities and customer investments, and its books and records are also maintained in secure, web-based applications. Therefore, an internal or external SBD affecting Company offices should not pose a threat.

### **Back-up of Electronic Records:**

Electronic communications (internal and external) are backed up and maintained by Global Relay at:

Global Relay Communications Inc.  
220 Cambie Street, Suite 270  
Vancouver, BC V6B 2M9

Client and institutional investor information is backed up Salesforce.com and maintained at Salesforce's secure data center:

Salesforce.com, Inc.  
The Landmark @ One Market, Suite 300  
San Francisco, CA, 94105

Financial records are maintained by Accounting & Compliance International using Quickbooks server-based application and maintained at its secure data site. Organization, compliance, legal and financial records, are maintained electronically and also backed up to the Cloud, which may be accessed by other senior managers in the event that Stephen Myott is not available.

## **9. Financial and Operational Assessments**

### **Operational Risk:**

In the event of an SBD, Thomas Capital Group, Inc. will immediately identify any methods available that will permit personnel to communicate with clients, other employees, critical business constituents, critical banks, and regulators.

Although the effects of an SBD will determine the means of alternative communication, the communications options the Company may employ will include telephone, voice mail and secure email. The Company's phone service is VoIP provided by DialPad and can be accessed anywhere from either computer or mobile devices. The Company's email system utilizes Microsoft's Office 365 system, and likewise can be accessed by computer or mobile device.

### **Financial and Credit Risk:**

In the event of an SBD, Thomas Capital Group, Inc.'s FINOP will determine the value and liquidity of its investments and other assets to evaluate the Company's ability to continue to fund its operations and remain in capital compliance.

Thomas Capital Group, Inc. will contact its critical banks and regulators to apprise them of the Company's financial status. If the Company determines that it may be unable to meet its obligations to those counterparties or otherwise continue to fund its operations, the Company will request additional financing from our bank or other credit sources to fulfill its obligations. If Thomas Capital Group, Inc. cannot remedy a capital deficiency, the FINOP will file appropriate notices with applicable regulators and immediately take appropriate steps, including suspension of certain business activities, contacting SIPC, or the temporary lay-off of non-essential personnel.

In the event there is suspension or termination of the Company's business, the Company will attempt to notify all clients.

## **10. Mission Critical Systems**

### **Internal Mission Critical Systems:**

Thomas Capital Group, Inc. does not maintain trading or other critical systems to handle customer accounts since its business is limited to acting as the placement agent in the offering of private, unregistered limited partnership interests. The issuer of these securities is solely responsible for maintaining information regarding the holdings and the valuation of each investor's interest in these issues.

## **11. Alternate Communications Between the Firm and Customers, Employees, and Regulators**

### **Customers:**

The Company currently does not have any customers, in a traditional sense, as it does not carry customer accounts, funds or securities.

### **Employees:**

The Company currently communicates with its employees using 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.

### **Regulators:**

The Company is currently a member of the FINRA and is registered with the SEC. The Company is registered to conduct business in the following states: AZ, CA, CT, FL, IN, NE, NV, NY, OH, VA and WA. Thomas Capital Group, Inc. communicates with applicable regulators using the telephone, email, fax, and U.S. mail.

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.

## 12. Critical Business Constituents and Banks

### **Business Constituents:**

We have contacted our critical business constituents 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. Our major suppliers are:

#### Global Relay

220 Cambie Street, 2<sup>nd</sup> Floor  
Vancouver, BC V6B 2M9  
(604) 484.6630

#### Salesforce

The Landmark @ One Market  
Suite 300  
San Francisco, CA, 94105  
(415) 901-7000

#### Lanlogic

248 Rickenbacker Circle  
Livermore, CA 94551  
(925) 273-2300

#### Regulatory Compliance

12 Parmenter Road  
Londonderry, NH 03053  
(603) 434-3594

#### McDonald Information Services

215 14th Street  
Jersey City, NJ 07310  
(201) 659-2600

#### Accounting & Compliance International

40 wall Street, Suite 1704  
New York, NY 10005  
(212) 668-8700

### **Banks:**

We have contacted our banks to determine if we will be able to carry out our transactions with them in light of the internal or external SBD. The bank maintaining our operating account is:

Wells Fargo  
1201 Pacific Ave  
Tacoma, WA, 98402  
Phone: 253-593-5220

### **13. Regulatory Reporting**

Thomas Capital Group, Inc. is subject to regulation by the FINRA and SEC, as well as various state and other securities regulators.

The Company currently files 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.

The Company's current regulators can be reached as follows:

FINRA - Denver  
4600 S. Syracuse Street  
Suite 1400  
Denver, CO 80237  
(303) 446-3100

SEC Pacific Region -San Francisco District Office  
44 Montgomery Street, Suite 26C  
San Francisco, CA 941 04  
415-705-2500:

Please refer to the NASAA's website at [www.nasaa.org](http://www.nasaa.org) for addresses of state regulators.

### **14. Disclosure of Business Continuity Plan**

The Company currently does not have any customers, in a traditional sense, as it does not carry customer accounts, funds or securities. Consequently, the Company does not utilize a disclosure statement.

### **15. Updates and Annual Review**

The Company will update this plan whenever there is a material change to its operations, structure, business or location or to those of the clearing firm.

The Company's BCP will be reviewed and modified, if necessary, at least annually, but no later than within 12 months of the date on which this Plan was put into effect or previously reviewed, to take into account any changes in the Company's operations, structure, business, or location.