



WEB FORM
COPY

**STATE OF ARIZONA
CORPORATION COMMISSION
CORPORATION ANNUAL REPORT
& CERTIFICATE OF DISCLOSURE**

AZ Corp. Commission



04547731

DUE ON OR BEFORE 03/06/2014

FILING FEE \$45.00

PLEASE READ ALL INSTRUCTIONS. The following information is required by A.R.S. §§10-1622 & 10-11622 for all corporations organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.R.S. §§ 10-121(A) & 10-3121(A). YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM. Make changes or corrections where necessary. Information for the report should reflect the current status of the corporation.

F-1116190-8

1. CITICORP SECURITIES SERVICES, INC.
2390 E CAMELBACK RD
PHOENIX, AZ 85016

RECEIVED

FEB 05 2014

**ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION**

Business Phone: _____

(Business phone is optional.)

State of Domicile: DELAWARE

Type of Corporation: PROFIT

2.

Statutory Agent: C T CORPORATION SYSTEM
Mailing Address: 2390 E CAMELBACK RD
City, State, Zip: PHOENIX, AZ 85016

Statutory Agent's Street or Physical Address, If Different.

Physical Address:

City, State, Zip:

ACC USE ONLY

Fee \$ _____

Penalty \$ _____

Reinstate\$ _____

Expedite \$ _____

Resubmit\$ _____

If appointing a new statutory agent, the new agent MUST consent to that appointment by signing below. Note that the agent address must be in Arizona.

I, (individual) or We, (corporation or limited liability company) having been designated the new Statutory Agent, do hereby consent to this appointment until my removal or resignation pursuant to law.

Signature of new Statutory Agent

Printed Name of new Statutory Agent

3. **Secondary Address:**

390 GREENWICH STREET
NEW YORK, NY 10013

(Foreign Corporations are **REQUIRED** to complete this section).

4. Check the one category below which best describes the CHARACTER OF BUSINESS of your corporation.

BUSINESS CORPORATIONS

- | | |
|---|--|
| <input type="checkbox"/> 1. Accounting | <input type="checkbox"/> 20. Manufacturing |
| <input type="checkbox"/> 2. Advertising | <input type="checkbox"/> 21. Mining |
| <input type="checkbox"/> 3. Aerospace | <input type="checkbox"/> 22. News Media |
| <input type="checkbox"/> 4. Agriculture | <input type="checkbox"/> 23. Pharmaceutical |
| <input type="checkbox"/> 5. Architecture | <input type="checkbox"/> 24. Publishing/Printing |
| <input type="checkbox"/> 6. Banking/Finance | <input type="checkbox"/> 25. Ranching/Livestock |
| <input type="checkbox"/> 7. Barbers/Cosmetology | <input type="checkbox"/> 26. Real Estate |
| <input type="checkbox"/> 8. Construction | <input type="checkbox"/> 27. Restaurant/Bar |
| <input type="checkbox"/> 9. Contractor | <input type="checkbox"/> 28. Retail Sales |
| <input type="checkbox"/> 10. Credit/Collection | <input type="checkbox"/> 29. Science/Research |
| <input type="checkbox"/> 11. Education | <input type="checkbox"/> 30. Sports/Sporting Events |
| <input type="checkbox"/> 12. Engineering | <input type="checkbox"/> 31. Technology(Computers) |
| <input type="checkbox"/> 13. Entertainment | <input type="checkbox"/> 32. Technology(General) |
| <input type="checkbox"/> 14. General Consulting | <input type="checkbox"/> 33. Television/Radio |
| <input type="checkbox"/> 15. Health Care | <input type="checkbox"/> 34. Tourism/Convention Services |
| <input type="checkbox"/> 16. Hotel/Motel | <input type="checkbox"/> 35. Transportation |
| <input type="checkbox"/> 17. Import/Export | <input type="checkbox"/> 36. Utilities |
| <input type="checkbox"/> 18. Insurance | <input type="checkbox"/> 37. Veterinary Medicine/Animal Care |
| <input type="checkbox"/> 19. Legal Services | <input checked="" type="checkbox"/> 38. Other <u>SECURITIES BROKERAGE SERVICES</u> |

NON-PROFIT CORPORATIONS

- ☐ 1. Charitable
- ☐ 2. Benevolent
- ☐ 3. Educational
- ☐ 4. Civic
- ☐ 5. Political
- ☐ 6. Religious
- ☐ 7. Social
- ☐ 8. Literary
- ☐ 9. Cultural
- ☐ 10. Athletic
- ☐ 11. Science/Research
- ☐ 12. Hospital/Health Care
- ☐ 13. Agricultural
- ☐ 14. Cooperative Marketing Association
- ☐ 15. Animal Husbandry
- ☐ 16. Homeowner's Association
- ☐ 17. Professional, commercial industrial or trade association
- ☐ 18. Other _____

5. CAPITALIZATION:(For-profit Corporations and Business Trusts are **REQUIRED** to complete this section.)

Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate. PLEASE PRINT OR TYPE CLEARLY.

5a. Please examine the corporation's original Articles of Incorporation for the amount of **shares authorized**.

Number of Shares/Certificates **Authorized**

Class

Series Within Class (if any)

1000

COMMON

5b. Review all corporation amendments to determine if the original number of shares has changed. Examine the corporation's minutes for the number of **shares issued**.

Number of Shares/Certificates **Issued**

Class

Series Within Class (if any)

1000

COMMON

6. SHAREHOLDERS:(For-profit Corporations and Business Trusts are **REQUIRED** to complete this section.)

List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation.

Name: _____

Name: _____

NONE ☒

Name: _____

Name: _____

7. OFFICERS PLEASE TYPE OR PRINT CLEARLY. YOU MUST LIST AT LEAST ONE.Name: ALAN PACEName: LISA A HOFFMANTitle: CHIEF EXECUTIVE OFFICERTitle: ASSISTANT SECRETARYAddress: 390 GREENWICH STAddress: 3800 CITIGROUP CENTER DRNEW YORK, NY 10013TAMPA, FL 33610Date taking office: 6/5/2007Date taking office: 9/14/2006Name: PETER MOZERName: OMER OZTANTitle: TREASURERTitle: SECRETARYAddress: 388 GREENWICH STAddress: 388 GREENWICH STNEW YORK, NY 10013NEW YORK, NY 10013Date taking office: 6/5/2007Date taking office: 8/26/2013**8. DIRECTORS** PLEASE TYPE OR PRINT CLEARLY. YOU MUST LIST AT LEAST ONE.Name: SANJAY V REDDYName: JON OTTOMANELLIAddress: 390 GREENWICH STAddress: 390 GREENWICH STNEW YORK, NY 10013NEW YORK, NY 10013Date taking office: 1/20/2010Date taking office: 8/1/2008Name: ALAN PACE

Name: _____

Address: 390 GREENWICH ST

Address: _____

NEW YORK, NY 10013Date taking office: 6/5/2007

Date taking office: _____

9. FINANCIAL DISCLOSURE (A.R.S. §10-11622(A)(9))

Nonprofits – if your annual report is due on or before September 25, 2008, you **must attach** a financial statement (e.g. income/expense statement, balance sheet including assets, liabilities). If your nonprofit annual report is due after September 25, 2008, a financial statement is not required. **Cooperative marketing associations** must in all cases submit a financial statement. All other forms of corporations are exempt from filing a financial statement no matter what date the annual report was due.

ONLY NONPROFIT CORPORATIONS MUST ANSWER THIS QUESTION:**9A. MEMBERS (A.R.S. §10-11622(A)(6))**This corporation **DOES** ☐ **DOES NOT** ☐ have members.**10. CERTIFICATE OF DISCLOSURE (A.R.S. §§ 10-202(D), 10-3202(D), 10-1622(A)(8) & 10-11622(A)(7))**

A. Has any person who is currently an officer, director, trustee, incorporator, or who, in a For-profit corporation, controls or holds more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:

1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of this certificate?
2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding execution of this certificate?
3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order involved the violation of:
 - (a) fraud or registration provisions of the securities laws of that jurisdiction, or
 - (b) the consumer fraud laws of that jurisdiction, or
 - (c) the antitrust or restraint of trade laws of that jurisdiction?

One box must be marked: YES ☐ NO ☒

If "YES" to A, the following information **must be submitted** as an attachment to this report for each person subject to one or more of the actions stated in Items 1 through 3 above.

- | | |
|---|---|
| 1. Full birth name. | 5. Date and location of birth. |
| 2. Full present name and prior names used. | 6. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved; and the file or cause number of the case. |
| 3. Present home address. | |
| 4. All prior addresses for immediately preceding 7 year period. | |

B. Has any person who is currently an officer, director, trustee, incorporator, or who, in a For-profit corporation, controls or holds over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a 20% interest in any other corporation on the bankruptcy or receivership of that other corporation?

One box must be marked: YES ☐ NO ☒

If "YES" to B, the following information **must be submitted** as an attachment to this report for each corporation subject to the statement above.

- (a) Name and address of each corporation and the persons involved.
- (b) State(s) in which it: (i) was incorporated and (ii) transacted business.
- (c) Dates of corporate operation.

11. STATEMENT OF BANKRUPTCY OR RECEIVERSHIP (A.R.S. §§ 10-1623 & 10-11623)

A. Has the **corporation** filed a petition for bankruptcy or appointed a receiver? **One box must be marked: YES ☐ NO ☒**

If "Yes" to A, the following information **must be submitted** as an attachment to this report:

1. All officers, directors, trustees and major stockholders of the corporation within one year of filing the petition for bankruptcy or the appointment of a receiver. If a major stockholder is a corporation, the statement shall list the current president, chairman of the board of directors and major stockholders of such corporate stockholder. "Major stockholder" means a shareholder possessing or controlling twenty per cent of the issued and outstanding shares or twenty per cent of any proprietary, beneficial or membership interest in the corporation.
2. Whether any such person has been an officer, director, trustee or major stockholder of any other corporation within one year of the bankruptcy or receivership of the other corporation. If so, for each such corporation give:
 - (a) Name and address of each corporation;
 - (b) States in which it: (i) was incorporated and (ii) transacted business.
 - (c) Dates of operation.

12. SIGNATURES: Annual Reports must be signed and dated by at least one duly authorized officer or they will be rejected.

I declare, under penalty of perjury, that all corporate income tax returns required by Title 43 of the Arizona Revised Statutes have been filed with the Arizona Department of Revenue. I further declare under penalty of perjury that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

Name LISA A HOFFMAN

Date 2-4-14

Name

Date

Signature

Signature

Title ASSISTANT SECRETARY

Title

(Signator(s) must be duly authorized corporate officer(s) listed in section 7 of this report.)