

# EXHIBIT 2

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

**In re:**

**BERNARD L. MADOFF  
INVESTMENT SECURITIES  
LLC,**

**Debtor,**

**Adv. Pro. No. 08-01789 (BRL)**

**SIPA LIQUIDATION**

**(Substantively Consolidated)  
Adv. Pro. No. 10-5287 (BRL)**

**IRVING H. PICARD, Trustee for  
the Liquidation of Bernard L.  
Madoff Investment Securities LLC,**

**Plaintiff,**

**11-CV-03605 (JSR) (HBP)**

**v.**

**SAUL B. KATZ, et al.,**

**Defendants.**

**Bruce Dubinsky Deposition Binder**

**Tabs A-C**

**Tabs 1-25**

**Part I of III**

ATTORNEY WORK PRODUCT  
PRIVILEGED & CONFIDENTIAL

**DUFF & PHELPS**

**EXHIBIT**

*D-25A*  
*1-17-12-ML*

FORM BD

Revised  
March 2, 1959

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON 25, D. C.

1-19  
88132  
aug

FORM OF APPLICATION FOR REGISTRATION AS A BROKER AND DEALER OR TO AMEND  
SUCH AN APPLICATION UNDER THE SECURITIES EXCHANGE ACT OF 1934

THIS IS AN APPLICATION FOR REGISTRATION.

Instructions—All Items in the Form must be answered in full. If this is an application by a predecessor  
on behalf of a successor broker-dealer not yet formed or organized, see instruction 7 below.

THIS IS AN AMENDMENT TO AN APPLICATION.

APPLICANT OR REGISTRANT REPRESENTS THAT TO THE EXTENT THAT INFORMATION PREVIOUSLY  
FILED IS NOT CORRECTED, SUCH INFORMATION IS TRUE, CORRECT, AND COMPLETE.

Instructions—If Items 3 (b) or 3 (c) are amended, they must be answered in full. With respect to any  
other items, furnish only the corrected information.

FULL NAME OF APPLICANT OR REGIS-  
TRANT . . . . . Bernard L. Madoff

NAME UNDER WHICH BUSINESS WILL BE  
CONDUCTED . . . . . Bernard L. Madoff

ADDRESS OF PRINCIPAL PLACE OF BUSI-  
NESS. (Complete address of actual location) . . . 75-35 210st. Bayside 64, N.Y.

IF NAME, OR NAME UNDER WHICH BUSI-  
NESS WILL BE CONDUCTED, IS HEREBY  
AMENDED, SHOW PREVIOUS NAME  
HERE . . . . .

GENERAL INSTRUCTIONS

1. This Form must be executed and filed in duplicate with the Securities and Exchange Commission, Washington 25, D. C. An exact copy should be retained by the applicant or registrant.
2. If the space provided for any answer is insufficient, the complete answer shall be prepared on a separate sheet which shall be attached to the Form and identified as "Answer to Item . . . ." and reference thereto shall be made under the item on the Form.
3. Individuals' names shall be given in full.
4. A Form which is not prepared and executed in compliance with applicable requirements may be returned as not acceptable for filing. However, acceptance of this Form shall not constitute any finding that it has been filed as required or that the information submitted is true, correct, or complete.
5. Rule 15b-3 requires a statement of financial condition to be filed in duplicate with every application for registration. Consult Rules 15b-7 and 17a-7 to determine whether any non-resident of the United States named in the Form is required to file a consent and power of attorney, or a notice or undertaking with respect to books and records.
6. Rule 15b-2 (b) requires that if the information contained in the application, or in any supplement or amendment thereto, is or becomes inaccurate for any reason, an amendment must be filed promptly on Form BD correcting such information.
7. If the Form is filed as an application by a predecessor broker-dealer on behalf of a successor not yet formed or organized, the information furnished shall relate to the successor to be formed. The Form shall be executed by the predecessor. Section 15 (b) of the Securities Exchange Act of 1934 and Rule 15b-3 provide that registration shall terminate on the forty-fifth day after the effective date unless prior thereto the successor shall adopt the application as its own. This procedure cannot be used where the successor is a sole proprietor.

DEFINITIONS

Unless the context clearly indicates otherwise, all terms used in the Form have the same meaning as in the Securities Exchange Act of 1934 and in the General Rules and Regulations of the Commission thereunder.

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FORM BD  
Revised  
March 2, 1959

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON 25, D. C.

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FORM OF APPLICATION FOR REGISTRATION AS A BROKER AND DEALER OR TO AMEND  
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on behalf of a successor broker-dealer not yet formed or organized, see instruction 7 below.

ORIGINAL 8-8132

Statement filed 12-31-59

Changes in Name and/or Address

as reported on BD amendment received 11-6-62

1. BERNARD L. MADOFF

\*2. 39 Broadway  
New York 6, New York

336

7. If the Form is filed as an application by a predecessor broker-dealer on behalf of a successor not yet formed or organized, the information furnished shall relate to the successor to be formed. The Form shall be executed by the predecessor. Section 15 (b) of the Securities Exchange Act of 1934 and Rule 15b-3 provide that registration shall terminate on the forty-fifth day after the effective date unless prior thereto the successor shall adopt the application as its own. This procedure cannot be used where the successor is a sole proprietor.

DEFINITIONS

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RECORD OF ACTION

FORM BD  
Revised  
March 2, 1959

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON 25, D. C.

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FORM OF APPLICATION FOR REGISTRATION AS A BROKER AND DEALER OR TO AMEND  
SUCH AN APPLICATION UNDER THE SECURITIES EXCHANGE ACT OF 1934

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Instructions—All Items in the Form must be answered in full. If this is an application by a predecessor  
on behalf of a successor broker-dealer not yet formed or organized, see instruction 7 below.

8-8132

ORIGINAL

Statement filed 12-31-59

Changes in Name and/or Address

as reported on BD Amendment received 6-14-61

1. Bernard L. Madoff

\*2. 40 Exchange Place, New York, N. Y.

7. If the Form is filed as an application by a predecessor broker-dealer on behalf of a successor not yet formed or organized, the information furnished shall relate to the successor to be formed. The Form shall be executed by the predecessor. Section 15 (b) of the Securities Exchange Act of 1934 and Rule 15b-8 provide that registration shall terminate on the forty-fifth day after the effective date unless prior thereto the successor shall adopt the application as its own. This procedure cannot be used where the successor is a sole proprietor.

DEFINITIONS

Unless the context clearly indicates otherwise, all terms used in the Form have the same meaning as in the Securities Exchange Act of 1934 and in the General Rules and Regulations of the Commission thereunder.

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REPORT IN UNIT 8241-5

RECORD OF ACTION



1. IS APPLICANT OR REGISTRANT TAKING OVER SUBSTANTIALLY ALL OF THE ASSETS AND LIABILITIES AND CONTINUING THE BUSINESS OF A REGISTERED BROKER OR DEALER? YES  NO

IF SO, NAME OF PREDECESSOR: \_\_\_\_\_  
ADDRESS OF PREDECESSOR: \_\_\_\_\_  
DATE OF SUCCESSION: \_\_\_\_\_

2. TO BE FILLED OUT ONLY IF APPLICANT OR REGISTRANT IS A SOLE PROPRIETOR

FULL NAME Bernard L. Madoff  
RESIDENCE ADDRESS 75-35 210st. Bayside 64, N.Y.

3. TO BE FILLED OUT ONLY IF APPLICANT OR REGISTRANT IS A CORPORATION

(a) STATE OR PLACE IN WHICH INCORPORATED \_\_\_\_\_  
DATE OF INCORPORATION \_\_\_\_\_

(b) COMPLETE LIST OF OFFICERS AND DIRECTORS, AND PERSONS WITH SIMILAR STATUS OR FUNCTIONS:

<u>Full Names</u>	<u>Designate Titles of Each Officer</u>	<u>Designate Directors by Stating "Director"</u>

(c) IS ANY PERSON, DIRECTLY OR INDIRECTLY, THE BENEFICIAL OWNER OF 10 PERCENT OR MORE OF ANY CLASS OF ANY EQUITY SECURITY OF APPLICANT OR REGISTRANT? YES  NO

IF SO, As to each such person state:  
Full Name | Class of Security

4. TO BE FILLED OUT ONLY IF APPLICANT OR REGISTRANT IS A PARTNERSHIP

(a) LIST FULL NAMES OF GENERAL PARTNERS | RESIDENCE ADDRESS OF EACH GENERAL PARTNER WHO DOES NOT RESIDE IN THE UNITED STATES

(b) LIST FULL NAMES OF LIMITED OR SPECIAL PARTNERS | RESIDENCE ADDRESS OF EACH LIMITED OR SPECIAL PARTNER (Continued)

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Bernard L.

YES  NO

5. TO BE FILLED OUT ONLY IF APPLICANT OR REGISTRANT IS OTHER THAN A SOLE PROPRIETOR, PARTNERSHIP OR CORPORATION.

TYPE OF ORGANIZATION OR ASSOCIATION: \_\_\_\_\_

FULL NAME OF EACH PERSON, INCLUDING A TRUSTEE, WHO DIRECTS, MANAGES OR PARTICIPATES IN DIRECTING OR MANAGING ITS AFFAIRS, AND THE RESIDENCE ADDRESS OF ANY SUCH PERSON WHO DOES NOT RESIDE IN THE UNITED STATES.

Full Name

Residence Address if Non-Resident

OR

6. DOES ANY PERSON NOT NAMED IN ITEMS 2 TO 5, INCLUSIVE, DIRECTLY OR INDIRECTLY, CONTROL BUSINESS OF APPLICANT OR REGISTRANT? YES  NO

Residence Address of Any Such Person Who Does Not Reside in the United States

IF SO, Furnish Full Name

Business Address

irectors  
irector"

7. LIST EACH PERSON NAMED IN ANSWERS TO ITEMS 2 TO 6, INCLUSIVE, AND WITH RESPECT TO EACH FURNISH THE FOLLOWING INFORMATION CONCERNING ANY CONNECTION WITH OR FINANCIAL INTEREST IN ANY BROKER OR DEALER (OTHER THAN REGISTRANT OR APPLICANT OR ANY PREDECESSOR) WITHIN THE PAST 10 YEARS. IF ANY SUCH PERSON HAS HAD NO SUCH CONNECTION, THE WORD "NONE" SHALL BE STATED WITH RESPECT TO SUCH PERSON:

<u>Full Name</u>	<u>Name of Broker-Dealer</u>	<u>From</u>		<u>To</u>		<u>Exact Nature of Connection or Interest</u>
		<u>Month</u>	<u>Year</u>	<u>Month</u>	<u>Year</u>	
Bernard L. Madoff	Wayne, Bickart, Madoff & Co. Inc.	Feb.	1959	Apr.	1959	Part Time Salesman

NO

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8. STATE WHETHER THE APPLICANT OR REGISTRANT, ANY PERSON NAMED IN ITEMS 2 TO 6, INCLUSIVE, ANY SALESMAN OR OTHER EMPLOYEE, OR ANY OTHER PERSON DIRECTLY OR INDIRECTLY CONTROLLING OR CONTROLLED BY REGISTRANT:

(a) HAS BEEN CONVICTED, WITHIN 10 YEARS, OF ANY FELONY OR MISDEMEANOR INVOLVING THE PURCHASE OR SALE OF ANY SECURITY OR ARISING OUT OF THE CONDUCT OF THE BUSINESS OF A BROKER OR DEALER. YES  NO   
 IF SO, FURNISH THE FOLLOWING INFORMATION:

Full Name of Person	Position with Applicant or Registrant	Name and Location of Court and Date of Conviction

(b) IS PERMANENTLY OR TEMPORARILY ENJOINED FROM ENGAGING IN OR CONTINUING ANY CONDUCT OR PRACTICE IN CONNECTION WITH THE PURCHASE OR SALE OF ANY SECURITY. YES  NO   
 IF SO, FURNISH THE FOLLOWING INFORMATION:

Full Name of Person	Position with Applicant or Registrant	Title of Action, Name and Location of Court, and Date of Judgment

(c) HAS BEEN FOUND BY THE COMMISSION TO HAVE VIOLATED ANY PROVISION OF THE SECURITIES ACT OF 1933 OR THE SECURITIES EXCHANGE ACT OF 1934, OR ANY RULE OR REGULATION UNDER EITHER OF SAID ACTS. YES  NO   
 IF SO, FURNISH THE FOLLOWING INFORMATION:

Full Name of Person	Position with Applicant or Registrant	Title of Action

9. APPLICANT OR REGISTRANT CONSENTS THAT NOTICE OF ANY PROCEEDING BEFORE THE COMMISSION IN CONNECTION WITH THE APPLICATION OR WITH REGISTRATION THEREUNDER MAY BE GIVEN BY SENDING NOTICE BY REGISTERED MAIL OR CONFIRMED TELEGRAM TO THE PERSON NAMED BELOW, AT THE ADDRESS GIVEN:

NAME Bernard L. Madoff  
 ADDRESS 139-54 228st. Laurelton 13, N.Y.

EXECUTION

THE APPLICANT OR REGISTRANT SUBMITTING THIS FORM AND THE PERSON BY WHOM IT IS EXECUTED HEREBY REPRESENT THAT IT CONTAINS A TRUE, CORRECT, AND COMPLETE STATEMENT OF ALL INFORMATION REQUIRED TO BE FURNISHED.

Dated the 27 th. day of November, 1959

Sole proprietor *Bernard L. Madoff*  
 (Proprietor)

Partnership or other unincorporated organization  
 By \_\_\_\_\_  
 (Name of Partnership (or Organization))  
 (General Partner (or Managing Agent))

Corporation  
 By \_\_\_\_\_  
 (Name of Corporation)  
 \_\_\_\_\_, a principal officer.  
 (Title)

If this form is filed by a sole proprietor, it shall be signed by the proprietor; if filed by a partnership, it shall be signed by the name of the partnership by a general partner; if filed by an unincorporated organization or association which is not a partnership, it shall be signed in the name of such organization or association by the managing agent, i. e., a duly authorized person who directs or manages or who participates in the directing or managing of its affairs; if filed by a corporation, it shall be signed in the name of the corporation by a principal officer duly authorized.

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STATEMENT OF FINANCIAL CONDITION  
PURSUANT TO RULE 15b-8  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

OF

BERNARD L. MADOFF  
( Name Of Registrant )

The attached statement reflects the financial condition of  
the above named registrant as of <sup>Dec.</sup> 29<sup>th</sup>, 1959 ( which is  
within 30 days of date of filing )

and is true and correct to the best of my knowledge and belief.

Bernard L. Madoff  
( Name and title of person making  
the oath or affirmation )

Subscribed and sworn to before me this 29<sup>th</sup> day of December 1959  
affirmed

Elisabeth R. Nash Notary Public

My commission expires ELISABETH R. NASH  
NOTARY PUBLIC, State of New York  
No. 41-8092836, Queens County  
Term Expires March 30, 1960

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REPORT FILE 57A-5

RECORD OF ACTION

FINANCIAL STATEMENT

Dec. 29, 1959

Assets

Cash on hand \$200.00

Liabilities

None

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