

**The NASDAQ Stock Market, LLC ("NOX")
Full Membership Application and Membership Agreement**

An applicant for membership with The NASDAQ Stock Market, LLC (NASDAQ[®]) must complete this Membership Application Form and submit it along with all required supporting membership material (see Exhibit A and Guidance for Submitting Supporting Membership Material), pursuant to NASDAQ [Rule 1013](#). Applicants are required to update any information submitted as part of the application process that becomes inaccurate or incomplete after the submission of the application. Each application must be accompanied by a check for the **\$2,000.00 application fee** made payable to The NASDAQ Stock Market.

Completed applications may be submitted via email to Membership@nasdaqomx.com or mailed to:

NASDAQ OMX Membership Department
1900 Market Street; 2nd Floor
Philadelphia, PA 19103-3584

Full Membership Application

| A. General Company Information | |
|---|--|
| <p>Applicant firm name and address:</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>CRD Number: _____</p> <p>Designated Examining Authority: _____</p> <p>Firm Main Phone: _____</p> | <p>Contact for questions concerning this application:</p> <p>Name _____</p> <p>Title _____</p> <p>Phone _____</p> <p>Email _____</p> <p>Fax _____</p> |
| B. NASDAQ Stock Market : Nature of Intended Activity [check all that apply] | |
| <p>Indicate the business in which the firm intends to engage as a NASDAQ member. NOTE: Members of NASDAQ who alter their business activity post-approval may be subject to the provisions of Rule 1017.</p> <p>Equity:</p> <p><input type="checkbox"/> Market Maker</p> <p><input type="checkbox"/> Order-Entry Firm</p> <p><input type="checkbox"/> Electronic Communications Network/Alternative Trading System</p> <p><input type="checkbox"/> Other: _____</p> | <p>Indicate the types of securities which the firm intends to trade:</p> <p><input type="checkbox"/> NASDAQ Global Market[®]</p> <p><input type="checkbox"/> NASDAQ Capital Market[®]</p> <p><input type="checkbox"/> NYSE Amex</p> <p><input type="checkbox"/> OTC Bulletin Board</p> <p><input type="checkbox"/> OTC Pink Sheets</p> <p><input type="checkbox"/> Other _____</p> |

| NASDAQ Options Market: Nature of Options Activity (if applicable) | |
|--|--|
| NASDAQ Options Market ("NOM") Options: Order-Entry Firm _____ Market Maker _____ Other: _____ | Applicant's Designated Options Examining Authority _____ |
| C. Affiliates | |
| Does Applicant have any affiliates conducting securities transactions that are not registered with the Securities and Exchange Commission? <div style="display: flex; justify-content: space-around;"> Yes No </div> | |
| D. Clearing Arrangement (Equity) | Options Clearing (if applicable) |
| National Securities Clearing Corporation ("NSCC") Self-clearing NSCC Account No: _____ Agreement with clearing agent NSCC Account No: _____ Name of Broker Dealer acting as clearing agent: _____ | The Options Clearing Corporation ("OCC") Self-clearing OCC Account No: _____ Requires clearing guarantee attached as Appendix A. Agreement with clearing agent OCC Account No: _____ Name of broker dealer acting as clearing agent: _____ |
| Requires clearing guarantee attached as Appendix B. | |
| E. Self-Regulatory Organization (SRO) | |
| <i>Indicate the SROs of which the Applicant is currently a member.</i> | |
| <div style="display: flex; flex-wrap: wrap;"> <div style="width: 50%;"> <input type="checkbox"/> BATS Exchange (BATS) <input type="checkbox"/> Boston Options Exchange (BOX) <input type="checkbox"/> Chicago Board Options Exchange (CBOE) <input type="checkbox"/> Chicago Stock Exchange (CHX) <input type="checkbox"/> Financial Industry Regulatory Authority (FINRA) <input type="checkbox"/> International Stock Exchange (ISE) </div> <div style="width: 50%;"> <input type="checkbox"/> NASDAQ OMX BXSM (BXSM) <input type="checkbox"/> NASDAQ OMX PHLXSM (PHLX[®]) <input type="checkbox"/> National Stock Exchange (NSX) <input type="checkbox"/> New York Stock Exchange (NYSE) <input type="checkbox"/> NYSE Amex LLC (NYSE Amex) <input type="checkbox"/> NYSE Arca (ARCA) </div> </div> | |
| F. Personnel | G. Executive Representative |
| Provide the following information for the person that will be primarily responsible for Applicant's NASDAQ trading activity. Name _____ Title _____ CRD # _____ Phone _____ Email _____ Fax _____ | Provide the following information for the person that will be designated as the NASDAQ Executive Representative, pursuant to NASDAQ Rule 1150 . Name _____ Title _____ CRD # _____ Phone _____ Email _____ Fax _____ |
| H. Required Supporting Membership Materials (For additional information, please refer to Guidance for Submitting Required Membership Materials.) | |
| <input type="checkbox"/> A copy of the Applicant's current Form BD | |
| <input type="checkbox"/> Original NASDAQ-approved fingerprint card for each Associated Person who will be subject to SEC Rule 17f-2 and for whom a card has not been filed with another self-regulatory organization | |
| <input type="checkbox"/> Business Plan - Description of the Applicant's proposed trading activities on NASDAQ, such as the types | |

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| of securities it will trade, whether it will be a market maker, order entry firm, and/or engage in block trading activities, and the extent to which the applicant is conducting such activities as a member of other self-regulatory organizations |
| <input type="checkbox"/> Designation of Accountant Form and Auditor Engagement Letter provided to Applicant's DEA pursuant to SEC Rule 17a-5(f) |
| <input type="checkbox"/> Most recent audited financial statements and a description of any material changes in the Applicant's financial condition since the date of the statements |
| <input type="checkbox"/> Organizational chart (pursuant to NASDAQ Rule 3013(a) , Applicant's CCO must be identified on Schedule A of Form BD) |
| <input type="checkbox"/> Letter(s) of attestation for any officer/director that will not be involved in the day-to-day management of the business and affairs of the firm |
| <input type="checkbox"/> Intended location of Applicant's principal place of business and all other offices, if any, whether or not such offices would be required to be registered under the NASDAQ Rules, and the names of the persons who will be in charge of each office |
| <input type="checkbox"/> Business Continuity Plan - Description of communication and operational systems that will be employed to conduct business and plan and procedures to ensure business continuity, including: system capacity to handle the anticipated level of usage; contingency plans in the event of system, technological or communication problems or failures; system redundancies; disaster recovery plans; and system security with respect to NASDAQ Rule 3510 (Refer to the FINRA business continuity guidance .) |
| <input type="checkbox"/> A copy of any decision or order by a federal or state authority or SRO taking permanent or temporary adverse action with respect to a registration or licensing determination regarding the Applicant or an Associated Person |
| <input type="checkbox"/> A statement indicating whether the Applicant or any person on Schedule A of the Applicant's Form BD is currently, or has been in the last ten years, the subject of any investigation or disciplinary proceeding conducted by any self-regulatory organization, the foreign equivalent of a self-regulatory organization, a foreign or international securities exchange, a contract market designated pursuant to the Commodity Exchange Act (the "Act") or any substantially equivalent foreign statute or regulation, a futures association registered under the Act or any equivalent foreign statute or regulation, the Commission or any other "appropriate regulatory agency" (as defined in the Act), the Commodity Futures Trading Commission, or any state financial regulatory agency regarding the Applicant or any person on Schedule A of the Applicant's Form BD and activity that has not been reported to the CRD, together with all relevant details, including any sanctions imposed |
| <input type="checkbox"/> Copy of any contract or agreement with another broker-dealer, a bank, a clearing entity, a service bureau or a similar entity to provide the Applicant with services regarding the execution or clearance and settlement of transactions effected on NASDAQ |
| <input type="checkbox"/> If the Applicant proposes to make markets, a description of the source and amount of capital to support its market making activities on NASDAQ, and the source of any additional capital that may become necessary along with the Market Maker Registration Form |
| <input type="checkbox"/> Evidence of system used to capture data required by OATS in the event the firm receives a request from NASDAQ. (Refer to Regulatory Alert #2007-075) |
| <input type="checkbox"/> Anti-Money Laundering - Description of the financial controls employed by the Applicant with respect to NASDAQ Rule 3011 (Refer to the FINRA AML guidance .) |
| <input type="checkbox"/> A copy of the Applicant's Written Supervisory Procedures ("WSP") with respect to NASDAQ trading activities as described in the Applicant's business plan along with the WSP Checklist |
| <input type="checkbox"/> A list of persons conducting the Applicant's market making and other trading activities, a list of the persons responsible for supervising these persons and the CRD number (if applicable) or a copy of Form U-4 for each |
| <input type="checkbox"/> If not previously provided to FINRA, a FINRA Entitlement Program Agreement and Terms of Use and Account Administration Entitlement Form |
| <input type="checkbox"/> Applicant's most recent "FOCUS Report" filed with the SEC (the most current Parts I, II and III, as applicable) |
| <input type="checkbox"/> All examination reports and corresponding responses regarding the Applicant for the previous two years |
| <input type="checkbox"/> Applicant's formation documentation such as Articles of Incorporation, Partnership Agreement, Operating Agreement, Articles of Organization |
| <input type="checkbox"/> Executed NASDAQ Stock Market, LLC Membership Agreement and NASDAQ OMX U.S. Services Agreement |

OPTIONS (if applicable)

All applicants for the **NASDAQ Options Market** must submit the following with the application:

- The NASDAQ Options Market Participant Agreement, attached as **Appendix B**.
- The appropriate clearing letter of guarantee attached as **Appendix C** (self-clearing) and **Appendix D** (third party clearing)
- If seeking market making status on NOM, applicants must also submit the following:
 - o A copy of the Applicant's Information Barrier procedures
 - o List of market making accounts, attached as **Appendix E**.

I. Registration Requirements

Pursuant to NASDAQ Rules 1020 and 1030, and NOM Rules at Chapter XI, Sec. 2, upon approval of membership, your firm must access Web CRD and register **all** of its associated persons who are active in the following registration categories:

- Series 4 [Registered Options Principal]
- Series 6 [Limited Representative, Investment Company and Variable Contracts Products]
- Series 7 [General Securities Representative]
- Series 9/10 [General Securities Sales Supervisor]
- Series 11 [Assistant Representative Order Processing]
- Series 17 [United Kingdom – Limited General Securities Registered Representatives]
- Series 24 [General Securities Principal]
- Series 26 [Limited Principal, Investment Company and Variable Contracts Products]
- Series 27 [Financial and Operations Principal]
- Series 28 [Introducing Broker/Dealer Financial and Operations Principal]
- Series 37/38 [Canada – Limited General Securities Registered Representative]
- Series 55 [Equity Trader]
- Series 56 [Proprietary Trader]
- Series 56/24 [Proprietary Trader Principal]
- Series 62 [Corporate Securities Representative]

J. Application Filing Instructions

Please be sure to include all of the items listed in Section G with your initial application submission in order for the application review process to begin promptly. Failure to include all items listed may result in processing delays. Applications are deemed confidential and handled in a secure environment. Applicants should be prepared to provide such other reasonable information with respect to this application as NASDAQ may require.

If you have questions on completing the application, you may direct them to NASDAQ OMX Membership at Membership@nasdaqomx.com or +1 215 496 5322. For additional information regarding the application process, please refer to the NASDAQ OMX Trader® website at www.NASDAQOMXTrader.com/membership.

Appendix A

**The NASDAQ Stock Market, LLC
Membership Agreement**

Firm name: _____ CRD number: _____

In connection with this application for membership in The NASDAQ Stock Market, LLC (NASDAQ), and in the event that this application is approved for NASDAQ membership, the Applicant hereby agrees to abide by the terms and conditions set forth below.

The Applicant undertakes to (1) engage only in those business activities permissible pursuant to its membership agreement(s) with NASDAQ, NASDAQ OMX BX, NASDAQ OMX PHLX, FINRA and any other Self-Regulatory Organization of which the Applicant is a member; (2) obtain the prior approval of NASDAQ pursuant to NASDAQ [Rule 1017](#) before removing or modifying any restrictions imposed on permissible business activities or before effecting any material change in business operations; and (3) file a written notice and application with NASDAQ at least 30 days prior to effecting a change in the ownership or control of the Applicant pursuant to NASDAQ Rule 1017, in circumstances where required by the Rule.

The Applicant also agrees:

1. To comply with the federal securities laws, the rules and regulations thereunder, the NASDAQ Rules and all rulings, orders, directions and decisions issued and sanctions imposed under the NASDAQ Rules;
2. To pay such dues, assessments and other charges in the manner and amount as from time to time shall be fixed pursuant to the NASDAQ Rules;
3. That this Agreement has been executed on behalf of, and with the authority of, the above-named Applicant. The Undersigned and Applicant represent that the information and statements contained within the application and other information filed are current, true and complete.

The Undersigned and the Applicant further represent that to the extent that any information submitted is not amended, such information is currently accurate and complete and that pursuant to NASDAQ [Rule 1140](#) all information contained in the Applicant’s Uniform Application for Broker-Dealer Registration (Form BD) will be kept current and accurate by proper amending of the Form BD as changes occur. Applicant further represents that the registrations for Associated Persons registered with NASDAQ will be kept current by proper amending of Form U4 & Form U5.

By:

Print name _____
 Title _____
 Signature _____
 Date _____

Appendix B

**Options Participant Agreement
(NOM Rules, [Chapter II, Section 2.iv](#))**

Firm name: _____ CRD number: _____

In connection with the member's application for participation in The NASDAQ Options Market LLC and in the event that this application is approved for participation, the Applicant hereby agrees to abide by the terms and conditions set forth below:

The Applicant undertakes to (1) engage only in those business activities permissible pursuant to its membership agreement(s) with BX, NASDAQ, PHLX, FINRA, and any other Self-Regulatory Organization of which the Applicant is a member; (2) obtain the prior approval of NASDAQ pursuant to [NASDAQ Rule 1017](#) before removing or modifying any restrictions imposed on permissible business activities or before effecting any material change in business operations; and (3) file a written notice and application with NASDAQ at least 30 days prior to effecting a change in the ownership or control of the Applicant pursuant to NASDAQ Rule 1017, in circumstances where required by the Rule.

The Applicant also agrees:

- A. To comply with the federal securities laws, the rules and regulations thereunder, the NASDAQ rules including but not limited to The NASDAQ Options Market rules and all rulings, orders, directions and decisions issued and sanctions imposed under the NASDAQ rules;
- B. To pay such dues, assessments and other charges in the manner and amount as from time to time shall be fixed pursuant to the NASDAQ rules;
- C. That this Agreement has been executed on behalf of, and with the authority of, the above-named Applicant. The Undersigned and Applicant represent that the information and statements contained within the application and other information filed are current, true and complete. The Undersigned and the Applicant further represent that to the extent that any information submitted is not amended, such information is currently accurate and complete and agree that the information contained in the Applicant's Uniform Application for Broker-Dealer Registration (Form BD) will be kept current and accurate by proper amending of the Form BD as changes occur. Applicant further represents that the registrations for waive-in Associated Persons, registered with NASDAQ, will be kept current by proper amending of Form U4 and Form U5.

By:
Print Name _____
Title _____
Authorized Signature _____
Date _____

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Appendix C

To be submitted by Applicants who are direct members of The Options Clearing Corporation

To: NASDAQ OMX ("NASDAQ") Membership Department

From: _____
(Individual Completing Form)

(Participant Organization)

Re: Options Market Participant Letter of Guarantee

The Participant noted above is an approved member of The Options Clearing Corporation ("OCC") and an approved Participant of:

NASDAQ OMX PHLX LLC ("PHLX")

NASDAQ Options Market ("NOM")

NASDAQ OMX BX Options Market ("BX Options")

The Participant, as a Self-Clearing Member and in accordance with NASDAQ rules,¹ accepts financial responsibility for all transactions entered into by the Participant on NASDAQ. This letter shall be deemed to be a Letter of Guarantee and shall remain in effect until a written notice of revocation has been filed with NASDAQ Member Regulation. Any such revocation shall in no way relieve the Participant of its responsibility for Exchange transactions guaranteed prior to the effective date of the revocation.

Accepted and agreed to this date: _____

Clearing Member OCC Number: _____

Clearing Member National Securities
Clearing Corporation ("NSCC") Number:² _____

Clearing Member Representative Signature: _____

(phone number)

(print name/title)

Please return executed form to:

NASDAQ OMX Membership Department
1900 Market Street, 2nd Floor, Philadelphia, PA 19103
membership@nasdaqomx.com

Appendix D

¹ **See** PHLX Rule 911; NOM Chapter VII, Sec. 8; BX Options Chapter VII, Sec. 8

² **See** PHLX Rule 909; NOM Chapter XV, Section 1; BX Options Chapter XV, Sec. 1. If the NSCC Number provided is not affiliated with the Clearing Member, an additional written authorization signed by a representative of the NSCC Member must accompany this Letter of Guarantee.

To be submitted by Applicants with a third party clearing arrangement.

To: NASDAQ OMX ("NASDAQ") Membership Department

From: _____
(Individual Completing Form)

(Participant Organization)

Re: Options Market Participant Letter of Guarantee

The Participant noted above has represented to the undersigned Clearing Member, a member of The Options Clearing Corporation ("OCC"), that it is an approved participant of:

NASDAQ OMX PHLX LLC ("PHLX")
NASDAQ Options Market ("NOM")
NASDAQ OMX BX Options Market ("BX Options")

The undersigned Clearing Member, in accordance with NASDAQ rules,³ accepts financial responsibility for all transactions made by the above referenced Participant when such transactions are executed through the undersigned Clearing Member. This letter shall be deemed to be a Letter of Guarantee and shall remain in effect until a written notice of revocation has been filed with NASDAQ Member Regulation. Any such revocation shall in no way relieve the undersigned Clearing Member of responsibility for Exchange transactions guaranteed prior to the effective date of the revocation.

Accepted and agreed to this date: _____

Clearing Member Organization: _____

Clearing Member OCC Number: _____

Clearing Member National Securities
Clearing Corporation ("NSCC") Number:⁴ _____

Clearing Member Representative Signature: _____

(phone number)

(print name/title)

Please return executed form to:

NASDAQ OMX Membership Department
1900 Market Street, 2nd Floor, Philadelphia, PA 19103
membership@nasdaqomx.com

³ **See** PHLX Rule 911; NOM Chapter VII, Sec. 8; BX Options Chapter VII, Sec. 8

⁴ **See** PHLX Rule 909; NOM Chapter XV, Sec. 1; BX Options Chapter XV, Sec. 1. If the NSCC Number provided is not affiliated with the Clearing Member, an additional written authorization signed by a representative of the NSCC Member must accompany this Letter of Guarantee.

Appendix E

Chapter VII, Section 7 of NASDAQ Options Rules

Securities Accounts and Orders of Market Makers

List **all** accounts for stock, options and related securities trading in which the market maker may, directly or indirectly, engage in trading activities or over which it exercises investment discretion. No market maker shall engage in stock, options or related securities trading in an account on NASDAQ which has not been reported pursuant to this section.

Firm name _____

Contact information (for questions with respect to the information provided)

Name _____ Phone _____

| Exchange Representative (Firm or Individual) | Carrying Broker (Clearing Firm) | Account No. | Account Type |
|---|------------------------------------|----------------|--------------|
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The above list of accounts is current and any amendments to such list will be submitted to NASDAQ Regulation promptly.

- At this time we have no accounts that require disclosure pursuant to Chapter VII, Section 7 of the NASDAQ Rules.

Authorized Signor

Date