

**Full Membership Application and Membership Agreement**

An applicant for membership with NASDAQ OMX BX, Inc. ("BX") 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 BX [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 \$2,000.00 application fee,<sup>1</sup> this should be in the form of a check made payable to NASDAQ OMX BX, Inc.

Completed applications may be submitted via email to [Membership@nasdaqomx.com](mailto:Membership@nasdaqomx.com) or mailed to:

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

**Full Membership Application**

A. General Company Information	
Applicant firm name and address: _____ _____ _____ _____ CRD Number: _____ Designated Examining Authority: _____ Firm Main Phone: _____	Contact for questions concerning this application: Name _____ Title _____ Phone _____ Email _____
B. Nature of Activity on NASDAQ	
Indicate the business in which the firm intends to engage as a BX member. <b>NOTE:</b> Members of BX who alter their business activity post-approval may be subject to the provisions of <a href="#">Rule 1017</a> .	
<input type="checkbox"/> Market Maker <input type="checkbox"/> Order Entry Firm <input type="checkbox"/> Other: _____	<input type="checkbox"/> Equity <input type="checkbox"/> Options <sup>2</sup>

<sup>1</sup> This fee will be waived for organizations applying to NASDAQ OMX BX, Inc. solely for the purpose of participation on the BX Options Market.

<sup>2</sup> Please attach the BX Options Participant Application and Participant Agreement.

**C. Clearing Arrangement** Self clearing

Provide clearing account number \_\_\_\_\_

 Agreement with clearing agent

Provide clearing account number \_\_\_\_\_

Provide name of clearing agent \_\_\_\_\_

**D. Self-Regulatory Organization (SRO)***Indicate the SROs of which the Applicant is currently a member.* BATS Exchange (BATS) Boston Options Exchange (BOX) Chicago Board Options Exchange (CBOE) Chicago Stock Exchange (CHX) Financial Industry Regulatory Authority (FINRA) International Stock Exchange (ISE) NASDAQ Stock Market, LLC (The) (NQX) NASDAQ OMX PHLX<sup>SM</sup> (PHLX<sup>®</sup>) National Stock Exchange (NSX) New York Stock Exchange (NYSE) NYSE Amex LLC (NYSE Amex) NYSE Arca (ARCA)**E. Personnel**

Provide the following information for the person that will be primarily responsible for Applicant's BX trading activity.

Name \_\_\_\_\_

Title \_\_\_\_\_

CRD# \_\_\_\_\_

Phone \_\_\_\_\_

Email \_\_\_\_\_

**F. Executive Representative**Provide the following information for the person that will be designated as the NASDAQ OMX BX Executive Representative, pursuant to NASDAQ [Rule 1150](#).

Name \_\_\_\_\_

Title \_\_\_\_\_

CRD# \_\_\_\_\_

Phone \_\_\_\_\_

Email \_\_\_\_\_

**G. Required Supporting Membership Materials****(For additional information, please refer to [Guidance for Submitting Required Membership Materials](#).)** A copy of the Applicant's current Form BD Original BX-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 Business Plan - Description of the Applicant's proposed trading activities on BX, such as the types 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 Designation of Accountant Form and Auditor Engagement Letter provided to Applicant's DEA pursuant to SEC Rule 17a-5(f) Most recent audited financial statements and a description of any material changes in the Applicant's financial condition since the date of the statements Organizational chart (pursuant to BX [Rule 3013\(a\)](#), Applicant's CCO must be identified on Schedule A of Form BD) 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 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 BX Rules, and the names of the persons who will be in charge of each office 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](#).) 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 BX
<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 BX, and the source of any additional capital that may become necessary along with the <a href="#">Market Maker Registration Form</a>
<input type="checkbox"/> Evidence of system used to capture data required by OATS in the event the firm receives a request from BX. (Refer to <a href="#">Regulatory Alert #2007-075</a> )
<input type="checkbox"/> Anti-Money Laundering - Description of the financial controls employed by the Applicant with respect to BX <a href="#">Rule 3011</a> (Refer to the FINRA <a href="#">AML guidance</a> .)
<input type="checkbox"/> A copy of the Applicant's Written Supervisory Procedures ("WSP") with respect to BX trading activities as described in the Applicant's business plan along with the <a href="#">WSP Checklist</a>
<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 <a href="#">FINRA Entitlement Program Agreement</a> and Terms of Use and Account Administration Entitlement <a href="#">Form</a>
<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 OMX BX Membership Agreement and <a href="#">NASDAQ OMX U.S. Services Agreement</a>

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 BX may require.

If you have questions on completing the application, you may direct them to NASDAQ OMX Membership at [Membership@nasdaqomx.com](mailto: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](http://www.NASDAQOMXTrader.com/membership).

**NASDAQ OMX BX, Inc.  
Membership Agreement**

Firm name: \_\_\_\_\_ CRD number: \_\_\_\_\_

In connection with this application for membership in NASDAQ OMX BX, Inc. (BX), and in the event that this application is approved for BX 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 BX, NASDAQ, PHLX, FINRA and any other Self-Regulatory Organization of which the Applicant is a member; (2) obtain the prior approval of BX 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 BX at least 30 days prior to effecting a change in the ownership or control of the Applicant pursuant to BX 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 BX Rules and all rulings, orders, directions and decisions issued and sanctions imposed under the BX 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 BX 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 BX [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 BX will be kept current by proper amending of Form U4 & Form U5.

By:

Print name \_\_\_\_\_

Title \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_