

NASDAQ OMX Group, Inc.  
Addendum to U.S. Services Agreement

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This Addendum ("Addendum"), with an effective date as of the date executed below, modifies the NASDAQ OMX U.S. Services Agreement (the "Services Agreement") previously executed by and between the NASDAQ OMX Group, Inc. ("NASDAQ") and the Member referenced below.

In an effort to comply with certain regulatory requirements imposed by SEC Rule 15c3-5 under the Exchange Act of 1934, NASDAQ is requesting that those Members that either currently or may in the future enter routable orders into any NASDAQ Exchange governed by the Services Agreement ("the "Exchanges") must submit this addendum and Member's risk management procedures designed to comply with SEC Market Access Rule 15c3-5, including Member's Anti Money Laundering Policy and Procedures, via email to [membership@nasdaqomx.com](mailto:membership@nasdaqomx.com) or certified or first class mail to:

NASDAQ OMX Membership  
1900 Market Street  
8<sup>th</sup> Floor  
Philadelphia, PA 19103-3584

Members are required to update any information included in this Addendum when and if it becomes materially inaccurate or incomplete after submission.

Whereas NASDAQ provides certain order routing services to away Exchanges, and thus, may route orders entered by Member to other trading venues under certain circumstances; whereas Member desires to use the order routing facilities of NASDAQ. For good and valuable consideration, Member and NASDAQ agree as follows:

**1. Routing Services.** NASDAQ agrees to continue to act as agent for Member by routing orders away from the Exchanges, including, except as limited below, directed intermarket sweep orders, those orders employing routing strategies that could be executed at dark venues, and other routing strategies as designated by NASDAQ (each a "Non-Exempt Routing Strategy" and collectively the "Non-Exempt Routing Strategies"). NASDAQ has implemented policies and procedures designed to manage certain risks associated with providing Member with access to other markets by preventing NASDAQ from routing certain orders. In accordance with such policies and procedures, where NASDAQ determines that an order poses certain financial or regulatory risks, the order will be rejected or converted prior to routing.

**2. Agency Trading –** Member **must** check one of the following boxes related to agency trading activity.

By checking this box and signing below, Member agrees to the following regarding **agency orders** designated by Member for routing pursuant to a *Non-Exempt Routing Strategy* by NASDAQ:

**Allocating Regulatory Risk Management Controls.** Each party agrees that, based on its respective position in the transaction and relationship with the ultimate customer, Member has better access to that ultimate customer and the ultimate customer's trading information such that Member can more effectively and efficiently ensure implementation certain of the regulatory risk controls and procedures described below.

Further, based upon a thorough due diligence review, including an in depth review of Member's policies and procedures governing Suitability, Know Your Customer, and Trading in Restricted Securities, both parties agree that Member has the capability to perform, or cause to be performed, certain regulatory risk controls and procedures and has implemented sufficient policies and procedures to do so.

As such, NASDAQ hereby allocates its obligation and Member hereby accepts allocation of the obligation that agency orders designated for routing pursuant to a Non-Exempt Routing Strategy that do not meet the following regulatory requirements are prevented by Member from being entered on NASDAQ (collectively the "Allocated Controls and Procedures"):

1. All applicable rules related to determining a customer's suitability for a particular security;
2. All applicable rules associated with anti-money laundering requirements including, but not limited to, applicable Know Your Customer Rules;
3. All applicable rules related to prevention of market manipulation and the use of manipulative, deceptive or fraudulent devices including, but not limited to, the relevant provisions of SEC Rule 10b-5 under the

- 4. Exchange Act; Prevention of the entry of orders for securities for a broker or dealer, customer, or other person if such person is restricted from trading those securities;
- 5. Prevention of Insider trading;
- 6. Prevention of access to trading systems and technology that provide market access to a NASDAQ Exchange to customers without specific pre-approval and authorization by your firm;
- 7. Trading halt procedures, including maintenance of priority of customer orders;
- 8. Proper use of specific order types permitted by a NASDAQ Exchange to be routed to away markets;
- 9. Regulation NMS, including the proper use of Intermarket Sweep Orders to prevent trade-throughs; and
- 10. Compliance with odd-lot trading rules.

**Effectiveness Review.** NASDAQ or its agent will review, at least annually, Member's performance and the effectiveness of the Allocated Controls and Procedures. Any performance weaknesses noted by NASDAQ shall be addressed promptly by Member. Failure to address such issues may result in termination of this Addendum.

**OR**

By checking this box and signing below, Member hereby represents that Member will not enter any **agency orders** designated for routing pursuant to a *Non-Exempt Routing Strategy* on NASDAQ.

**3. Proprietary Trading** – Member **must** check one of the following boxes related to proprietary trading activity.

By checking this box and signing below, Member agrees to the following regarding **proprietary orders** designated by Member for routing pursuant to *Non-Exempt Routing Strategies* by NASDAQ:

**Restricted Securities.** Member hereby represents that Member will not enter any proprietary orders designated for routing pursuant to *Non-Exempt Routing Strategies* for securities that Member is restricted from trading.

**OR**

By checking this box and signing below, Member hereby represents that Member will not enter any **proprietary orders** designated by Member for routing pursuant to a *Non-Exempt Routing Strategy* by NASDAQ

**IN WITNESS WHEREOF** the parties hereto have caused this Addendum to be executed by their duly authorized officers.

Member: \_\_\_\_\_

NASDAQ

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Title: \_\_\_\_\_

Phone: \_\_\_\_\_

Phone: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_