

The NASDAQ Stock Market, LLC
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, facsimile to +1 202 728 8341 or mailed to:

Deborah Siluk
1735 K Street, NW
6th Floor
Washington, DC 20006-1506
Attention: NASDAQ Membership Application Processing

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. Nature of Activity on NASDAQ	
<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><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>

C. Clearing Arrangement	
<input type="checkbox"/> Self clearing Provide clearing account number _____	<input type="checkbox"/> Agreement with clearing agent Provide clearing account number _____ Provide name of clearing agent _____ _____
D. Self-Regulatory Organization (SRO)	
<i>Indicate the SROs of which the Applicant is currently a member.</i>	
<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)	<input type="checkbox"/> NASDAQ OMX BX SM (BX SM) <input type="checkbox"/> NASDAQ OMX PHLX SM (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)
E. Personnel	F. 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 _____
G. 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 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

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.

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 _____