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Assistant Secretary

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August 2, 2017

VIA FEDEX

Division of Market Regulation
Office of Market Supervision
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Securities and Exchange Commission
Division of Trading and Markets

AUG 02 2017
RECEIVED

Re: Amendments to Form 1

Enclosed are an original and two copies of amendments to the Form 1 applications pursuant to Rule 6a-2 under the Securities Exchange Act of 1934 for New York Stock Exchange LLC, NYSE American LLC, and NYSE Arca, Inc., each updated to reflect changes made to forms pertaining to membership.

If you have questions, please do not hesitate to contact Martha Redding, Associate General Counsel and Assistant Secretary at (212) 656-2938 or martha.redding@theice.com

Sincerely,

Enclosures

Cc via email:

Jeanette Marshall
Securities and Exchange Commission
Division of Trading and Markets
100 F Street, NE
Washington, D.C. 20549

Marlene E. Olsen
Securities and Exchange Commission
Division of Trading and Markets
100 F Street, NE
Washington, D.C. 20549

EXHIBIT F

ACCOMPANYING AMENDMENT TO FORM 1 REGISTRATION STATEMENT

OF

NEW YORK STOCK EXCHANGE LLC

August 2017

EXHIBIT F

A complete set of the New York Stock Exchange LLC's forms pertaining to application for membership, participation, or subscription, and application for approval as a person associated with a member, participant, or subscriber follows.

This information is publicly available on the Exchange's website at www.nyse.com.

Application to Aggregate Billing of Affiliated Member Firms

**NYSESM, NYSE AmericanSM and NYSE ArcaSM (together “NYSE Exchanges” or separately the “Exchange”)
Aggregate Billing**

In accordance with the applicable Exchange’s fee schedule a member organization/member firm may request aggregation of its eligible activity with its affiliates for charges assessed or credits provided. Such request shall include certification of the affiliate status of entities whose activity the member organization/member firm is seeking to aggregate.

General Information

Firm Name of Primary Applicant: _____

Business Address: _____

City: _____ State: _____ Zip: _____

Business Phone: _____ CRD #: _____

Please check the applicable market(s) for this request:

- NYSE NYSE American NYSE Arca
 NYSE Arca Options NYSE American Options

Affiliated Members

Provide the following information: List of all affiliated member firms; associated CRD Numbers; and type of affiliation. Failure to provide complete information may result in rejection of this application.

Member Firms to be Affiliated with Primary Applicant	CRD #	Type of Affiliation (wholly owned subsidiary/parent/sister/etc...)

Authorization and Acceptance

The Applicant Firm, by its duly authorized officer identified below, hereby certifies that the entities listed in this application are affiliates within the meaning of the relevant Exchange’s fee schedule. The Applicant Firm agrees to provide, upon request, information to verify the affiliate status of the entities listed herein. The Applicant Firm shall also provide immediate notice of any event that causes an entity listed herein to cease to be an affiliate of the Applicant Firm.

Signature of Authorized Officer: _____

Name: _____

Title: _____

Phone: _____

Email Address: _____

Date: _____

Completed application should be returned via email to crs@nyse.com.

NYSE Retail Member Organization - Broker-Dealer Customer Form

If you are routing retail order flow on behalf of one or more broker-dealer customers, your firm is required to maintain paperwork with each firm. This form has been created for your convenience as an alternative to creating your own. It should be kept for your files.

1. This form authorizes the _____, the Retail Member Organization ("RMO"), to route Retail Orders and modifications to the NYSE on behalf of _____, (the "Customer"), which is a registered broker-dealer, pursuant to NYSE Rule 107C.

By signing this form, Customer represents that it will only send orders to the RMO that are designated as Retail Orders and that the entry of such orders to the NYSE will be in compliance with the requirements of Rule 107C. A Retail Order is an agency order that originates from a natural person, provided that no change has been made to the terms of the order with respect to the side of market, and the order does not originate from a trading algorithm or any other computerized methodology. The term "natural persons" refers to the origination of the order from a request made by a human as opposed to the generation of an order by a computer algorithm. An order from a "natural person" can include orders on behalf of accounts that are held in a corporate legal form, such as an Individual Retirement Account, Corporation, or a Limited Liability Corporation that has been established for the benefit of an individual or group of related family members, provided that the order is submitted by an individual.

2. Customer further represents that substantially all orders sent to an RMO as Retail Orders meet the definition of a Retail Order and that those orders not meeting the definition are agency orders that cannot be segregated from Retail Orders due to system limitations and are de minimis in terms of the overall number of Retail Orders submitted.

RMO

Customer

Signature

Signature

Print Contact Name

Print Contact Name

Title (must be officer)

Title (must be officer)

Name of Member Organization

Name of Member Organization

Web CRD#

Web CRD#

Instructions: In order to ensure your Firm's participation in the NYSE Supplemental Liquidity Provider Market Maker ("SLMM") program and to ensure that connectivity is established between the NYSE and your Firm, and that only employees of your Firm have access to NYSE facilities and systems using your Firm's connection, the completion of this questionnaire is required prior to SLMM approval.

See NYSE Rule 107B for full definition of terms and requirements of the SLMM program.

1. Customer Information

Name of Member Organization	
Member Organization Web CRD #	
Business Address	
Business Contact	
Business Contact Phone	
Business Contact E-Mail	

2. Business and Technology Questions

Does your firm currently send orders to the Exchange using multiple mnemonics?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
As an NYSE member or Member Organization, do you currently have connectivity to the Exchange?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Is this connection utilized for order routing, receiving market data or both?	<input type="checkbox"/> Order Routing <input type="checkbox"/> Receiving Market Data <input type="checkbox"/> Both	
If you are using a Service Bureau (e.g., Order Management System "OMS") for NYSE connectivity, please provide the name of the technology provider.		

Please provide the below information on a separate attachment:

Please describe the current business structure of the division within your Firm that will become an SLMM.
Please provide the NYSE mnemonics that will be dedicated and used for the SLMM program. Note: Be sure to include only mnemonics that facilitate SLMM order flow. If additional mnemonics are needed, please complete the Mnemonics Request Form: https://www.theice.com/publicdocs/nyse/markets/nyse/NYSE_Mnemonic_Request_Form.pdf
Please provide an overview of your trading technology infrastructure and operational support structure. Please include whether your Firm will be Co-Locating your Firm's servers and the type of connection you will use (e.g. CMS or CCG) to the NYSE systems.
Please include any documentation that will demonstrate your Firm's ability to meet the 10% quoting requirement in your assigned securities pursuant to NYSE Rule 107B.

Name (Printed)	
Name (Signature)	
Title	
Date	

Please return to Client Relationship Services at crs@nyse.com.

Instructions: In order to ensure your Firm's participation in the NYSE Supplemental Liquidity Provider ("SLP-Prop") program and to ensure that connectivity is established between the NYSE and your Firm, and that only employees of your Firm have access to NYSE facilities and systems using your Firm's connection, the completion of this questionnaire is required prior to SLP-Prop approval. See NYSE Rule 107B for full definition of terms and requirements of the SLP-Prop program.

1. Customer Information

Name of Member Organization	
Member Organization Web CRD #	
Business Address	
Business Contact	
Business Contact Phone	
Business Contact E-Mail	

2. Business and Technology Questions

Does your firm currently send orders to the Exchange using multiple mnemonics?	<input type="checkbox"/> Yes <input type="checkbox"/> No
As an NYSE Member or Member Organization, do you currently have connectivity to the Exchange?	<input type="checkbox"/> Yes <input type="checkbox"/> No
Is this connection utilized for order routing, receiving market data or both?	<input type="checkbox"/> Order Routing <input type="checkbox"/> Receiving Market Data <input type="checkbox"/> Both
If you are using a Service Bureau (e.g., Order Management System "OMS") for NYSE connectivity, please provide the name of the technology provider.	
Please provide the NYSE mnemonics that will be dedicated and used for the SLP-Prop program. <i>Note: Be sure to include only mnemonics that facilitate 'proprietary' orders. If additional mnemonics are needed, please complete the Mnemonics Request Form: https://www.theice.com/publicdocs/nyse/markets/nyse/NYSE_Mnemonic_Request_Form.pdf</i>	
Please describe the current business structure of the division within your Firm that will become an SLP-Prop.	
On a separate attachment, please provide an overview of your trading technology infrastructure and operational support structure. Please include whether your Firm will be Co-Locating your Firm's servers and the type of connection you will use (e.g. CMS or CCG) to the NYSE systems.	
Please include any documentation that will demonstrate your Firm's ability to meet the 10% quoting requirement in your assigned securities pursuant to NYSE Rule 107B.	

3. Regulatory Questions

Please attach your Written Supervisory Procedures (WSPs) to demonstrate there are adequate information barriers in place between the SLP-Prop unit and your Firm's customer, research and investment banking businesses, where applicable.
If your Firm operates a Designated Market Making (DMM) business on the NYSE, please attach your WSPs to demonstrate that the SLP-Prop business will be managed and operated in compliance with NYSE Rule 112 and related federal securities laws and rules concerning off-Floor orders.

Name (Printed)	
Name (Signature)	
Title	
Date	

Please return to Client Relationship Services at crs@nyse.com.

**SUPPLEMENTAL LIQUIDITY PROVIDER ("SLP-PROP")
REGISTRATION REQUEST FORM**

FOR NYSE MEMBER ORGANIZATIONS

Instructions: The undersigned member organization ("Firm"), as a condition for and in consideration of being permitted to register as a Supplemental Liquidity Provider ("SLP-Prop") on New York Stock Exchange LLC ("NYSE" or the "Exchange"), hereby agrees to comply with the rules and regulations set forth by the Exchange. In order to ensure your Firm's participation as an NYSE SLP-Prop and to further ensure that only employees of your Firm have access to the systems and facilities of the Exchanges using your Firm's connection, the completion of this form is required prior to registration as an SLP-Prop on NYSE.

Please see NYSE Rule 107B for SLP-Prop eligibility requirements and allocation procedures for listed securities.

PLEASE COMPLETE ALL ITEMS	
Name of Member Organization	_____
Member Organization Web CRD#	_____
Address:	_____ _____
Business Contact:	_____
Title:	_____
Phone:	_____ Fax: _____
Email:	_____
Member Organization represents that it is (check any/all that apply):	
<input type="checkbox"/> an existing Member Organization of the NYSE	
<input type="checkbox"/> an existing NYSE Supplemental Liquidity Provider (SLP-Prop)	
Please note that additional documentation may be required to complete your Firm's registration.	
Please contact Robert Airo at 212.656.5663 with any questions you may have. You may also contact Client Relationship Services at crs@nyse.com or 212.896.2830 (option 5).	
Authorized Signature of Member Organization:	_____
Print Name:	_____
Title:	_____
Date:	_____

Please return the completed form to Client Relationship Services at crs@nyse.com.

**New York Stock Exchange LLC
Trading License Application**

TRADING LICENSE

A Trading License is required to effect transactions on the floor of the New York Stock Exchange (the "Exchange") or through any facility of the Exchange. The Trading License is billed monthly and pro-rated for the amount of time remaining for the year. Applicable fees are available on the Exchange's website and at the following link:
<https://www.nyse.com/markets/nyse/trading-info/fees>

To terminate an existing Trading License please email Client Relationship Services at crs@nyse.com.

MEMBER ORGANIZATION INFORMATION

Member Organization Name: _____ CRD: _____
Primary Contact Name: _____ Title: _____
Phone: _____ Email: _____
Billing Contact Name: _____
Billing Address: _____
City: _____ State: _____ Zip: _____

TYPE OF BUSINESS ACTIVITY TO BE CONDUCTED WITH TRADING LICENSE (Check all that apply)

- Designated Market Maker (DMM)
- Floor Broker (FB)
- Electronic Access Firm (EAF)

AUTHORIZED ACKNOWLEDGEMENT

The undersigned Member Organization understands and agrees that:

In the event this application is accepted, the undersigned will make timely payment of all amounts due in connection with the acquisition and holding of a Trading License as prescribed in Rule 300.

The Rules of the Exchange may be reviewed at www.nyse.com. As holder of a Trading License, the undersigned agrees to comply with such Exchange rules, Federal Securities Rules and Regulations, and that it will be subject to the jurisdiction of the Exchange.

Signature of Authorized Officer, Partner, Managing
Member, or Sole Proprietor

Date

Print Name of Authorized Signatory

Title

Phone Number of Authorized Signatory

Email Address

Please email a completed copy of this form to Client Relationship Services at crs@nyse.com.

AP Form

New York Stock Exchange LLC and NYSE American LLC

This Form is to be completed by an entity registering as an "approved person" with New York Stock Exchange LLC ("NYSE") and NYSE American LLC ("NYSE American").

Instructions

Prior to completing this AP Form ("Form"), the entity registering as an "approved person" ("Applicant") should be familiar with the rules of the NYSE and NYSE American (collectively, the "Exchange"), particularly those rules relating to approved persons, ("Approved Person") including but not limited to NYSE Rule 2, NYSE Rule 304, NYSE American Rule 310, and NYSE American Rule 311.

- A copy of the completed Form must be retained by the Applicant and the member organization with which the Applicant is or will be associated ("Member Organization").
- To the extent necessary, provide additional information via a separate attachment referencing the section and question to which the additional information applies.
- The list of Approved Persons must be kept up-to-date with the Exchange and FINRA.
 - A new Form should be completed upon the occurrence of a change (e.g., a change in ownership, a new Approved Person).
 - The elimination of an existing Approved Person should be provided to the Exchange and FINRA in writing (email is acceptable).
 - Notification of changes should be provided to the Exchange (crs@nyse.com) and FINRA (Q&RNY@finra.org) within 30 days.
- Please refer to Information Memo 12-10: https://www.nyse.com/publicdocs/nyse/markets/nyse/information_memo_12-10_amendments_of_approved_persons.pdf

For Applicants associated with firms seeking Exchange membership, please email a signed and completed copy of the Form to Client Relationship Services at crs@nyse.com.

For Applicants associated with existing Exchange member organizations, please email a signed and completed copy of the Form to FINRA, Qualifications & Registration Department at Q&RNY@finra.org.

Section I

1. Full name of the Applicant: _____

2. If applicable, Web CRD # of the Applicant: _____

3. Full name and Web CRD # of the Member Organization with which the Applicant is or will be associated:

Member Organization: _____

Web CRD#: _____

4. Approved Person status is requested pursuant to the rules of the Exchange because the Applicant:

- controls the Member Organization
- is engaged in a securities or kindred business and is controlled by the Member Organization
- is a U.S. registered broker-dealer and is under common control with the Member Organization

5. Is the applicant subject to a *Statutory Disqualification* – as the term is defined in Section 3(a)(39) of the Securities Exchange Act of 1934?

- Yes
- No

If an Applicant or any person associated with the Applicant, subsequently become subject to a *Statutory Disqualification* after initial approval, this information must promptly be communicated to the Exchange by sending notification to FINRA at Q&RNY@finra.org – see Rules 304 and 4530.

Section II

1. Address of Applicant's principal place of business (complete address of actual location):

2. Date and place of incorporation or jurisdiction under the laws of which Applicant was formed:

3. Indicate whether the Applicant has operated under any other names and identify all such names:

Section III

By signing below, the Applicant represents and acknowledges the following:

The Applicant is not relying upon the Exchange to provide any information concerning or relating to the Member Organization and agrees that the Exchange has no responsibility to disclose to the Applicant any information concerning or relating to the Member Organization that it may have now or obtain at any future time. The Applicant agrees for itself, its personal representatives, successors and assigns that neither the Exchange, nor any investor, officer, trustee, agent, nor employee of said Exchange shall be liable to the Applicant with respect to the Applicant's investment or interest in the Member Organization or with respect to any repayment of any such investment or interest.

It is understood that the statements made in connection with this Form will be relied upon by the Exchange and may be verified by investigation. The Applicant declares that all such statements are true, complete, current and accurate. It is also recognized that the Exchange reserve the right to request additional information.

The Applicant undertakes and agrees to subject itself to the jurisdiction of the Exchange and to abide by such provisions of the Rules of the Exchange as would at any time apply to an Approved Person as such term is defined in the Rules of the Exchange.

The Applicant hereby agrees to comply with the relevant provisions of the Securities Exchange Act of 1934, as amended, and the Rules and Regulations thereunder, and to furnish said Exchange with such information with respect to the Applicant's relationship and dealings with its affiliated Member Organization as the Exchange may require, to supply the Exchange with information relating to the existence of any "statutory disqualification" (as such term is defined in Section 3(a)(39) of the Securities Exchange Act of 1934, as amended) to which the Applicant or any person associated therewith may be subject, to permit examination by the Exchange or its designee of Applicant's books and records in order to verify the accuracy of the aforesaid information, and to subject itself to and abide by the Exchange' disciplinary authority.

Applicant represents that except as is specifically indicated on this form or any supplement thereto, neither it nor any person associated therewith is subject to a statutory disqualification as defined in Section 3(a)(39) of the Securities Exchange Act of 1934).

Applicant covenants and agrees that the foregoing statements, warranties, representations and undertakings will continue to apply with full force and effect notwithstanding that the Member Organization may have changed its name or form of organization, or legal status (but has retained its same SEC Broker Dealer number) unless Applicant shall have otherwise notified the Exchange, in writing.

Signature: _____
(A Duly Authorized Executive Officer, Senior Partner, Managing Member or equivalent of the Applicant)

Date: _____

Printed Name: _____

Title: _____

Web CRD# (if applicable): _____

New York Stock Exchange LLC (“NYSE”) and NYSE American LLC (“NYSE American”)

Application for NYSE and NYSE American¹ Membership for FINRA Members (“Application”)

A registered broker or dealer that is a member of FINRA is eligible to apply for NYSE and NYSE American membership with this application (“Applicant Firm”). If you have any questions regarding your eligibility to apply for membership under this application, please contact Client Relationship Services at 1:212.896.2830 (option 5) or crs@nyse.com.

¹ NYSE and NYSE American membership permits the Applicant Firm, upon approval of membership, to participate in the NYSE Bonds platform.

TABLE OF CONTENTS

	Page
Application Process and Fees	2-3
Information and Resources	3
Explanation of Terms	4-5
Section 1 – Organizational Profile	6
Section 2 – Applicant Firm Acknowledgement	7
Section 3 – Application Questions	8-9
Section 4 – Floor Based Business	10
Section 5 – Key Personnel	11
Section 6 – Additional Required Documentation and Information	12-13
Section 7 – Designation of Accountant	14
Section 8 – Required Organizational Documents and Language Samples / References	15

APPLICATION PROCESS

Filing Requirements

Prior to submitting the Application for NYSE and NYSE American membership, an Applicant Firm must file a Uniform Application for Broker-Dealer Registration (Form BD) with the Securities and Exchange Commission and register with the FINRA Central Registration Depository ("Web CRD®").

Application Submission

Applicant Firm must complete and submit all applicable materials addressed within the application as well as the additional required documentation noted in Section 6 of the application.

Application and supplemental materials should be sent electronically to crs@nyse.com. Please ensure all attachments are clearly labeled.

Applicant Firm pays one of the below application fees (one-time fee and non-refundable):

Clearing Firm	\$20,000 (Self-Clearing firm or Clears for other firms)
Introducing Firm	\$ 7,500 (All other firms fall within this category)
Non-Public Firm	\$ 2,500 (On-Floor firms and Proprietary firms)

Kindly make check payable to "NYSE Market (DE), Inc." and submit the check with your initial application. Please contact crs@nyse.com if you would like to wire the funds. The appropriate application fee should be mailed to:

New York Stock Exchange
Client Relationship Services
Attn: Elizabeth Cruz
11 Wall Street, 15th Floor
New York, NY 10005

Phone: 1.212.896.2830 (option 5)

Email: crs@nyse.com

Note: The Applicant Firm must address all information and questions contained in this application. To the extent the Applicant Firm believes a particular item or subject matter requested in the application is not relevant to its business, the Applicant Firm must so indicate.

New York Stock Exchange LLC ("NYSE") and NYSE American LLC ("NYSE American") (collectively referred to as the "Exchange") have retained the Financial Industry Regulatory Authority ("FINRA") to perform certain regulatory services for a broker or dealer seeking membership with this application. All application materials sent to the Exchange will be reviewed by the Exchange's Client Relationship Services ("CRS") Department for completeness. The applications are submitted to FINRA who performs the application review. All applications are deemed confidential and are handled in a secure environment. The Exchange's CRS Department and/or FINRA may request Applicant Firms to submit documentation in addition to what is requested in the Application during the application review process.

Each Applicant Firm is required to update information submitted as part of this application process that becomes inaccurate or incomplete during the pendency of the application and may be required to provide additional information as requested by FINRA or the Exchange's CRS Department. Each Applicant Firm shall promptly notify their FINRA Regulatory Coordinator and the Exchange's CRS Department in writing of any change in ownership or material change in business. If applicable, reflect such changes through any required filings with Web CRD® or make other notifications and submissions as otherwise required.

If you have questions on completing the application, you may direct them to:

NYSE - Client Relationship Services
Email: crs@nyse.com
Phone: 1.212.896.2830 (option 5)

FINRA - Kim Timon
Email: kim.timon@finra.org
Phone: 1.212.416.1538

APPLICATION PROCESS (Continued)

Application Process

Following submission of the Application, fees and supporting documents to the Exchange, the application will be reviewed for accuracy and regulatory or other disclosures. The Exchange will submit the application to FINRA for review.

- Applicants may be subject to disciplinary action if false or misleading answers are given pursuant to the Application for Exchange membership.
- If an NYSE Equity Trading License or NYSE Bond Trading License is not activated within six months of approval of the Application, the applicant should reapply for membership or complete the application for Regulated Only Membership. The Applicant Firm will be asked to complete an NYSE Trading License or NYSE Bond Trading License upon approval of the Application.
- If review of Statutory Disqualification Disclosure information and/or a background investigation indicates that the Applicant Firm has an associated person(s) with a possible statutory disqualification, FINRA may contact the Applicant Firm to discuss the statutory disqualification process.
- If it appears that the Applicant Firm has outstanding debt, civil judgment actions and/or regulatory disciplinary actions, the Applicant Firm may be contacted by FINRA for further information.
- CRS will promptly notify the Applicant Firm, in writing, following the membership decision.
- To determine the most beneficial connectivity option the Applicant Firm should consult with an NYSE Relationship Manager or CRS Account Manager. The Exchange's CRS Department, Connectivity and Operations teams will then coordinate the connectivity between the Applicant Firm and the Exchange, once the Applicant Firm is approved for membership.
- Once connectivity is established, the Exchange will inform you of your ability to trade.

INFORMATION AND RESOURCES

NYSE Rules :

<http://nyserules.nyse.com/nyse/rules/>

NYSE American Rules:

<https://www.nyse.com/regulation/nyse-american/rules-and-disciplinary-actions>

Rule Filings:

<https://www.nyse.com/regulation/rule-filings>

NYSE Rule Interpretations:

<https://www.nyse.com/regulation/rule-interpretations>

NYSE Information Memos :

<https://www.nyse.com/regulation/rule-interpretations?documentType=Information%20Memo>

NYSE Membership:

<https://www.nyse.com/markets/nyse/membership>

NYSE American Membership:

<https://www.nyse.com/markets/nyse-american/membership>

EXPLANATION OF TERMS

For purposes of this application, the following terms shall have the following meanings:

Applicant Firm – the Broker-Dealer organization applying for Exchange membership.

Approved Person – any person, other than a member, principal executive or employee of a member organization, who controls a member organization, is engaged in a securities or kindred business that is controlled by a member or member organization, or is a U.S. registered broker-dealer under common control with a member organization.

Central Registration Depository System (“Web CRD”) – Operated by FINRA, Web CRD is the central licensing and registration system for the U. S. securities industry and its regulators. It contains the registration records of registered Broker-Dealers and the qualification, employment and disclosure histories of registered individuals.

Control – means the power to direct or cause the direction of the management or policies of a person whether through ownership of securities, by contract or otherwise. A person shall be presumed to control another person if such person, directly or indirectly, (i) has the right to vote 25 percent or more of the voting securities, (ii) is entitled to receive 25 percent or more of the net profits, or (iii) is a director, general partner or principal executive (or person occupying a similar status or performing similar functions) of the other person. Any person who does not so own voting securities, participate in profits or function as a director, general partner or principal executive of another person shall be presumed not to control such other person. Any presumption may be rebutted by evidence, but shall continue until a determination to the contrary has been made by the Exchange.

Designated Examining Authority (“DEA”) – the SEC will designate one Self-Regulatory Organization (“SRO”) to be a Broker-Dealer’s examining authority, when the Broker-Dealer is a member of more than one SRO. Every Broker-Dealer is assigned a DEA, who is responsible for examining the Broker-Dealer for compliance with financial responsibility rules.

“Engaged in a securities or kindred business” – means “transacting business generally as a broker or dealer in securities, including but not limited to, servicing customer accounts or introducing them to another person.” (The term “broker”, “dealer” and “securities” are defined in section 3(a) of the Securities Exchange Act of 1934) This definition is not dependent upon whether the “broker” or “dealer” is registered, as such, with the Securities and Exchange Commission. Provided, it would not include a person who acts exclusively as an “investment adviser” or as a “futures commission merchant” and who does not otherwise act as a “broker” or “dealer” in securities.

Exchange – For purposes of this application Exchange refers to both New York Stock Exchange LLC and NYSE American LLC equities platform.

Financial Industry Regulatory Authority (“FINRA”) - The Financial Industry Regulatory Authority (FINRA) is the largest independent regulator for all securities firms doing business in the United States.

NYSE American LLC (“NYSE American”) - a national securities exchange as that term is defined by Section 6 of the Securities Exchange Act of 1934. NYSE American is also a Self-Regulatory Organization.

New York Stock Exchange LLC (“NYSE”) - a national securities exchange as that term is defined by Section 6 of the Securities Exchange Act of 1934.

Person – a natural person, corporation, limited liability company, partnership, association, joint stock company, trust, fund or any organized group of persons whether incorporated or not.

Retail Member Organization (“RMO”) – a NYSE member organization (or a division thereof) that has been approved by the Exchange to submit Retail Orders and qualifies by either conducting a retail business or handling retail orders on behalf of another broker-dealer.

Self-Regulatory Organization (“SRO”) - each exchange or national securities association is an SRO. Each SRO must have rules that provide for the expulsion, suspension and other discipline of member Broker-Dealers for violation of the SRO’s rules.

Supplemental Liquidity Provider Market Maker (“SLMM”) – are off floor, electronic, high-volume members that are registered market makers incented to add liquidity on the NYSE platform

Supplemental Liquidity Provider (“SLP”) – are off floor, electronic, high-volume members incented to add liquidity on the NYSE platform.

EXPLANATION OF TERMS (Continued)

NYSE Trading License – issued by the Exchange for effecting approved securities transactions on the equities trading facilities. A NYSE Trading License may be issued to a sole proprietor, partnership, corporation, limited liability company or other organization which is a registered broker or dealer pursuant to Section 15 of the Securities Exchange Act of 1934, as amended, and which has been approved by an Exchange member. A NYSE Trading License issued by the Exchange is required to effect transactions on the floor of the Exchange or through any facility thereof. An organization may acquire and hold a NYSE Trading License only if and for so long as such organization is qualified and approved to be a member organization of the Exchange. A member organization holding a NYSE Trading License may designate a natural person to effect transactions on its behalf on the floor of the Exchange, subject to obtaining and retaining required qualifications and approvals.

NYSE Bond Trading License (“BTL”) – issued by the Exchange for effecting debt transactions on the Exchange or through any facility thereof. An organization may acquire and hold a BTL only if and for so long as such organization is qualified and approved to be a member organization of the Exchange. A BTL is not transferable and may not be, in whole or in part, transferred, assigned, sublicensed or leased; provided, however, that the holder of the BTL may, with the prior written consent of the Exchange, transfer a BTL to a qualified and approved member organization (i) that is an affiliate or (ii) that continues substantially the same business of such BTL holder without regard to the form of the transaction used to achieve such continuation, e.g., merger, sale of substantially all assets, reincorporation, reorganization or the like.

SECTION 1 - ORGANIZATIONAL PROFILE

Date: _____ SEC No.: _____ Web CRD No.: _____ Broker/ Dealer TAX ID: _____

GENERAL INFORMATION

Name of Applicant Firm: _____
Business Address: _____
City: _____ State: _____ Zip Code: _____
Business Phone: _____ Fax: _____
Website Address: _____
Contact Name: _____ Title: _____
Address: _____
Phone: _____ Fax: _____
Email Address: _____

APPLICANT'S DESIGNATED EXAMINING AUTHORITY ("DEA")

FINRA Other _____

Date of Applicant Firm's FINRA Membership (if pending, so indicate): _____

TYPE OF ORGANIZATION

Corporation Limited Liability Company Partnership Sole Proprietor

OTHER SELF REGULATORY ORGANIZATION MEMBERSHIPS (Check all that apply)

- | | |
|--|--|
| <input type="checkbox"/> NASDAQ OMX BX (BX) | <input type="checkbox"/> Chicago Board Options Exchange (CBOE) |
| <input type="checkbox"/> Chicago Stock Exchange (CHX) | <input type="checkbox"/> NYSE National |
| <input type="checkbox"/> International Securities Exchange (ISE) | <input type="checkbox"/> NASDAQ |
| <input type="checkbox"/> Financial Industry Regulatory Authority (FINRA) | <input type="checkbox"/> NYSE American |
| <input type="checkbox"/> NASDAQ OMX PHLX (PHLX) | <input type="checkbox"/> NYSE Arca |
| <input type="checkbox"/> BATS Exchange (EBZX) | <input type="checkbox"/> EDGA Exchange |
| <input type="checkbox"/> BATS Y-Exchange (BYX) | <input type="checkbox"/> EDGX Exchange |
| <input type="checkbox"/> Other _____ | |

(a) Identify other memberships being considered and the estimated cost of acquisition.

(b) What source of funds will be utilized for the NYSE and any other memberships?

SECTION 2 – APPLICANT FIRM ACKNOWLEDGMENT

Applicant Firm agrees to abide by the Bylaws and Rules of the Exchange, as well as federal securities laws and the rules and regulations thereunder, as may be amended from time to time, and all circulars, notices, interpretations, directives, decisions or Information Memos published by the Exchange.

Applicant Firm acknowledges its obligation to update any and all information contained in any part of this application, including termination of membership with another SRO, which may cause a change in the Applicant Firm's DEA. It is understood that in that event, additional information may be required by the Exchange.

Applicant Firm acknowledges that it must separately purchase either an NYSE Trading License, in order to have trading rights directly with the Exchange's equity and bond systems, or an NYSE BTL in order to have trading rights with the Exchange's bond system only. If the Applicant Firm chooses not to purchase either Trading License, it will have no direct access to the Exchange trading systems, but will be deemed a Regulated Only Member Organization of the Exchange and must be in full compliance with the rules and regulations of the Exchange.

Applicant Firm acknowledges that it is a member of FINRA, and is eligible to apply for Exchange membership with this application.

The Exchange and/or FINRA reserve the right to request additional information and documentation from the Applicant Firm in addition to what is noted in and during the application review process.

By signing below, Applicant Firm certifies and acknowledges the foregoing statements.

Applicant Firm

Signature of Authorized Officer

Date

Print Name

Title

SECTION 3 – APPLICATION QUESTIONS

1. Type of Business Activity to be conducted with the Exchange membership: (Check all that apply)

- | | |
|--|---|
| <input type="checkbox"/> NYSE Equities Floor Brokerage
<input type="checkbox"/> Blue Line | <input type="checkbox"/> NYSE Bonds
<input type="checkbox"/> Agency
<input type="checkbox"/> Principal |
| <input type="checkbox"/> Non-member broker/dealer executions | <input type="checkbox"/> Engaging in business with other broker/dealers only |
| <input type="checkbox"/> Engaging in business with non-broker/dealers
<input type="checkbox"/> Retail
<input type="checkbox"/> Institutions
<input type="checkbox"/> On Floor executions for non-broker/dealers | <input type="checkbox"/> Proprietary trading
<input type="checkbox"/> NYSE Designated Market Maker (DMM)
<input type="checkbox"/> Off Floor
<input type="checkbox"/> Supplemental Liquidity Provider (SLP)
<input type="checkbox"/> Supplemental Liquidity Provider Market Maker (SLMM) |
| <input type="checkbox"/> Retail Member Organization (RMO) | |
| <input type="checkbox"/> Sponsored access provider | <input type="checkbox"/> Corporate finance |
| <input type="checkbox"/> Primary government securities dealer | <input type="checkbox"/> Equities market maker |
| <input type="checkbox"/> Options (executions, market maker, etc.) | <input type="checkbox"/> Issue or distribute research reports |
| <input type="checkbox"/> Stock loan/stock borrow | <input type="checkbox"/> Repos/reverse repos financing transactions |
| <input type="checkbox"/> Joint Back Office (JBO) arrangements | <input type="checkbox"/> Underwritings |
| <input type="checkbox"/> NYSE American Electronic Designated Market Maker/Market Maker (eDMM/MM) | |
| <input type="checkbox"/> Other (Please explain: _____) | |

2. Has the Applicant Firm ever operated under another name and/or had any predecessor organizations? (If the answer is "Yes", please specify.) Yes No

Response: _____

3. Identify for the Applicant Firm:

(a) All office locations: _____

Any office location that shares space with another entity or business must be identified on Form BR in Web CRD.

4. Does the Applicant Firm now have, or anticipate during the course of the application process having, a pending application with any SRO regarding a change in ownership, control or business operations? If so, please explain.

Response: _____

5. Does the Applicant Firm engage or plan to engage in "Program Trading", as defined by NYSE Rule 7410(m). (If the answer is "Yes", see NYSE Information Memo 09-31 which can be found here: <https://www.nyse.com/publicdocs/nyse/markets/nyse/rule-interpretations/2009/09-31.pdf>) Yes No

SECTION 3 – APPLICATION QUESTIONS (Continued)

6. Does the Applicant Firm currently (or does it plan to) consolidate computations of net capital and aggregate indebtedness for any subsidiary or affiliate, pursuant to Appendix C to SEA Rule 15c3-1?

Yes No

(If yes, the Applicant Firm must provide financial information for the consolidated subsidiary or affiliate and identify the specific nature of the relationship (e.g., guaranteed, non-guaranteed).

7. Does the Applicant Firm have registered principals as required by NYSE Rule 3110?

Yes No

If the firm answered "no", please explain.

Response: _____

8. Is the Applicant Firm a Futures Commission Merchant (FCM) or Introducing Broker as defined under the Commodities Exchange Act?

Yes No

If the Applicant Firm will be performing a Floor Based Business, please answer the following section. If the firm will be performing a non-Floor Based Business please move ahead to the Key Personnel section.

SECTION 4 - FLOOR BASED BUSINESS

8. Does the Applicant Firm intend to accept orders on the NYSE floor over the telephone from public customers? ("Public customers" relate to non-broker/dealers, including institutional or retail customers.) (Information Memos 07-43 and 07-44) Yes No

Info Memo 07-43 can be found here:
<https://www.nyse.com/publicdocs/nyse/markets/nyse/rule-interpretations/2007/07-43.pdf>

Info Memo 07-44 can be found here:
<https://www.nyse.com/publicdocs/nyse/markets/nyse/rule-interpretations/2007/07-44.pdf>

9. Has the Applicant Firm met the NYSE's requirement to establish floor commission billing procedures and retain records for six years? (See NYSE Rules 301(e)(1), 353, and 440I) Yes No

10. Who is the person responsible for supervision of all floor employees of the Applicant Firm? (See NYSE Rules 342 and 3110)

Please provide that person's full contact information, name, telephone number, mailing address and email address

Contact Name: _____

Mailing Address: _____

Phone: _____ Email: _____

11. Does the Applicant Firm maintain error and investment accounts? Yes No

If yes, please indicate the account name and number of the error and investment accounts. (An NYSE member organization may have more than one error account, but it may maintain only one error account for floor-related errors. (See NYSE Rules 18, 123(e), 134, 411 & 407A, Member Education Bulletin 2011-5 and Information Memo 07-72).

Member Education Bulletin 2011-5 can be found here:
<https://www.nyse.com/publicdocs/nyse/markets/nyse/rule-interpretations/2011/2011-S.pdf>

Info Memo 07-72 can be found here:
<https://www.nyse.com/publicdocs/nyse/markets/nyse/rule-interpretations/2007/07-72.pdf>

Account Name: _____ Account #: _____

Account Name: _____ Account #: _____

Account Name: _____ Account #: _____

12. Do the Applicant Firm's floor employees maintain their own personal brokerage accounts? (See NYSE Rule 407A). If yes, the applicant should list the account name and number of each such account below? Yes No

Account Name: _____ Account #: _____

Account Name: _____ Account #: _____

Account Name: _____ Account #: _____

SECTION 5 - KEY PERSONNEL

Please identify the key personnel who hold the below positions (or the individual whose responsibilities are the functional equivalent of such position, regardless of actual titles used by the Applicant Firm) and who will be responsible for the business of the Applicant Firm on the Exchange.¹

Please note the exam requirements for NYSE Membership and ensure each individual holds the required exam:

- **Chief Financial Officer** - Series 27 for a clearing firm; Series 27 or 28 for a non-clearing firm
- **Chief Compliance Officer** - Series 14 (See NYSE Rule 342(a) and (b) for exemptions)
- **Chief Operations Officer** - Series 27 for a clearing firm; Series 27 or 28 for a non-clearing firm

Chief Executive Officer ("CEO")

Name: _____ CRD: _____
 Phone: _____
 Email: _____

Chief Financial Officer ("CFO")

Name: _____ CRD: _____
 Phone: _____
 Email: _____ Exams: _____

Chief Compliance Officer ("CCO")

Name: _____ CRD: _____
 Phone: _____
 Email: _____ Exams: _____

Chief Operations Officer ("COO")

Name: _____ CRD: _____
 Phone: _____
 Email: _____ Exams: _____

Head of Technology

Name: _____ CRD: _____
 Phone: _____
 Email: _____

Head of Trading

Name: _____ CRD: _____
 Phone: _____
 Email: _____

Lead Floor Broker (If applicable)²

Name: _____ CRD: _____
 Phone: _____
 Email: _____ Exams: _____

¹NYSE Rules and Interpretations to NYSE Rules require persons associated with Applicant Firm, including principals, of a member to be properly qualified. (See NYSE Rules 342 and 345 as well as Interpretations to NYSE Rules 311(b) (5) and 342(a) and (b).)

²Firms applying for a NYSE Trading Floor business will be required to have a Floor Supervisor with the Series 24. If the Applicant will be a Floor Brokerage firm, an individual with the Series 14 is required and if the Applicant will be a DMM firm, an individual with the Series 14a is required.

Please note: If your firm utilizes a principal executive officer that is an independent contractor and/or dually employed, please let us know. There are guidelines we can provide to your firm.

SECTION 6 – ADDITIONAL REQUIRED DOCUMENTATION AND INFORMATION	
<i>Please ensure all applicable items are completed below by marking the tick box of the items you have included and note the Exhibit reference ID. If any of the below items are not applicable, please note with N/A. All items should be completed and submitted with the application.</i>	Exhibit ID (or N/A)
<input type="checkbox"/> Form BD, including Schedules & Disclosure Reporting pages must be up-to-date, accurate and available on FINRA’s Web CRD.	
<input type="checkbox"/> Provide a written description of the Applicant Firm’s reason for seeking Exchange membership and a brief description of the business the Applicant Firm conducts.	
<input type="checkbox"/> If the Applicant Firm has any persons that are Approved Persons please identify them to us. Non-Natural Persons seeking Approved Person status under Rules 2(c), 304 and 311, should provide an AP Form for each person. All Natural Persons must file a Form U4 for the “AP” registration for both NYSE and NYSE American on Web CRD for each person. The Form U4 for AP registration on Web CRD and the AP Form must be filed prior to the Exchange’s consideration of the Applicant Firm for membership. <ul style="list-style-type: none"> ▪ The AP Form is available on the NYSE’s website here: https://www.nyse.com/publicdocs/nyse/markets/nyse/nyse_ap_form.pdf ▪ Refer to NYSE Information Memo 12-10 for more information: https://www.nyse.com/publicdocs/nyse/markets/nyse/rule-interpretations/2012/12-10.pdf 	
<input type="checkbox"/> Provide an organization chart showing the following: <ul style="list-style-type: none"> ▪ All entities controlling, controlled by or under common control with the Applicant Firm ▪ Indicate the percentage ownership of the Applicant Firm by each direct and indirect parent ▪ Identify any individuals or trusts that individually or collectively own or control, directly or indirectly, 25% or more of the Applicant Firm 	
<input type="checkbox"/> Provide the following: <ul style="list-style-type: none"> ▪ A written description of the principal activities of each affiliate (including parent, subsidiary organizations, and other entities under common control), ▪ The nature of the affiliation with the Applicant Firm (e.g., parent, subsidiary, etc.), and ▪ Identify the type of business relationships between the Applicant Firm and the affiliates 	
<input type="checkbox"/> Provide all examination reports and corresponding responses or investigations conducted or concluded in the last three years, from any Regulatory or Self Regulatory Organization (SRO) that oversees Applicant Firm (other than FINRA examination reports) as well as: <ul style="list-style-type: none"> ▪ Applicant Firm’s written response regarding any deficiencies cited in the reports. ▪ A description of what the Applicant Firm has done to rectify any deficiencies found as a result of the examinations and investigations. 	
<input type="checkbox"/> Provide Financial Documentation: <ul style="list-style-type: none"> ▪ If FINRA, NYSE Arca or NYSE American is not the applicant’s DEA, provide copies of any Subordination Agreements, and amendments thereto, that are intended to qualify for inclusion as part of the firm’s Net Capital ▪ If FINRA, NYSE Arca or NYSE American is not the applicant’s DEA, provide copies of any approvals of such agreements from the Applicant Firm’s DEA (Note: the above noted agreements must conform to Appendix D of SEA Rule 15c3-1 and FINRA Regulatory Notice 10-15.) ▪ Provide 15c3-1 computation as of the anticipated date of Exchange membership approval. ▪ If FINRA, NYSE Arca or NYSE American is not the applicant’s DEA, provide copies of the Firm’s 3 most recent audit reports. 	

SECTION 6 – ADDITIONAL REQUIRED DOCUMENTATION AND INFORMATION (Continued)	Exhibit ID (or N/A)
<input type="checkbox"/> If applicable, identify any principal executives or supervisory personnel of the Applicant Firm that are part-time or dually employed and include the following information for each individual: <ul style="list-style-type: none"> ▪ Nature of their activities with the Applicant Firm ▪ Nature of their outside business activities and the amount of time per week devoted to each of the individual’s activities ▪ Any additional documentation that would be pertinent to these activities or the NYSE’s review of these activities 	
<input type="checkbox"/> If applicable, provide a schedule indicating the Name and Web CRD# for any persons acting as a Securities Lending Representative or Securities Lending Supervisor.	
<input type="checkbox"/> If FINRA, NYSE Arca or NYSE American is not the Applicant Firm’s DEA, provide a copy of the Audit Agreement between the Applicant Firm and the firm’s public accounting firm.	
<input type="checkbox"/> Provide a copy of the Applicant Firm’s Written Supervisory Procedures (WSPs) regarding NYSE and NYSE American activities (e.g., Floor procedures, DMM activities, Business Continuity Plans relating to such activities, etc.). (Note: The Applicant Firm’s procedures will also need to include procedures addressing NYSE Rule 351 (f), 3110, 3120, 3130, 3150 and 3170 as well as a generic statement that the Firm and its associated persons will abide by the Rules and Regulations of the New York Stock Exchange.)	
<input type="checkbox"/> Organizational Documents: <ul style="list-style-type: none"> ▪ Articles of Incorporation and Bylaws; Partnership Agreement; Limited Liability Company (“LLC”) Operating Agreement; or similar documentation ▪ These documents should incorporate required provisions, as applicable, per NYSE Rule 313 (See Section 8 for further details). <ul style="list-style-type: none"> Rule 313.22 – Provisions concerning redemption or conversion Rule 4120 – Regulatory Notification and Business Curtailment (“Termination Language”) 	

SECTION 7 – DESIGNATION OF ACCOUNTANT

Notice pursuant to Rule 17a-5(f)(2)

1. Broker or Dealer

Contact Name: _____
Address _____
Telephone Number _____
Email _____

2. Accounting Firm

Contact Name: _____
Address _____
Telephone Number _____
Email _____

3. Audit date covered by the Agreement

4. The contractual commitment to conduct the broker's or dealer's annual audit. (Check one)

is for the annual audit during the fiscal year _____

is of a continuing nature, providing for successive yearly audits.

Signature: _____ Signature: _____

Title: _____ Title: _____

Date: _____ Date: _____

(Broker/Dealer)

(Accounting Firm)

SECTION 8 – REQUIRED ORGANIZATIONAL DOCUMENTS AND LANGUAGE SAMPLES / REFERENCES**SECTION 8A – DOCUMENTS TO BE PROVIDED BY A LIMITED LIABILITY COMPANY (“LLC”)**

1. LLC Operating Agreement and all amendments (if any) which contain provisions pursuant to Rule 4120 (If the LLC Operating Agreement contains a stated termination date.)
2. State filing certificate.
3. Certified List(s) of:
 - a) Officers (including but not limited to CEO, CFO, CCO and COO or functional equivalents)
 - b) Directors and/or Managing Member(s)
 - c) Current member(s) (i.e., the owner(s)) of the LLC
4. Statement showing the dollar value of all capital contributions by each member (owner) as of the date of this application

SECTION 8B – DOCUMENTS TO BE PROVIDED BY A PARTNERSHIP

1. Partnership Agreement and all Amendments (if any) which contain provisions pursuant to Rule 4120 (If the partnership agreement contains a stated termination date.)
2. Certified List of general and limited partners (natural and non-natural persons) as well as Officers (including but not limited to CEO, CFO, CCO and COO or functional equivalents).

SECTION 8C – DOCUMENTS TO BE PROVIDED BY A CORPORATION

1. Charter or Certificate of Incorporation and amendments (if any) which contain provisions pursuant to Rule 313.22
2. By-Laws, as per Rule 313(b)
3. Specimen certificate for each class of stock authorized to be issued. Each certificate shall carry a full summary of the provisions of Rule 313.22.
4. Certified List(s) of Officers (including but not limited to CEO, CFO, CCO and COO), Directors & Stockholders

LANGUAGE SAMPLES / REFERENCES

The following are language samples and points of reference to assist in completing the documents noted in Section 8.

Rule 313.22 Provision concerning redemption or conversion

Each certificate of incorporation of a member corporation shall contain provisions authorizing the corporation to redeem or convert to a fixed income security acceptable to the Exchange for all or any part of the outstanding shares of voting stock of such member corporation owned by any person required to be approved by the Exchange as a member or approved person who fails or ceases to be so approved as may be necessary to reduce such party's ownership of voting stock in the member corporation below that level which enables such party to exercise controlling influence over the management or policies of such member corporation.

(Please note: The following paragraph only applies if the applicant firm has redemption rights within their Certificate of Incorporation.)
If the certificate of incorporation of a member corporation subject to FINRA Rule 4110 provides that a stockholder may compel the redemption of his stock such certificate must provide that without the prior written approval of the Exchange, the redemption may only be effected on a date not less than six months after receipt by the member corporation of a written request for redemption given no sooner than six months after the date of the original issuance of such shares (or any predecessor shares). Each member corporation shall promptly notify the Exchange of the receipt of any request for redemption of any stock or if any redemption is not made because prohibited under the provisions of Securities and Exchange Commission Rule 15c3-1 (See 15c3-1(e)).

Rule 4120 Regulatory Notification and Business Curtailment (“Termination Language”)

In order for a Limited Liability Company (LLC) or a Partnership that has a stated termination date in its operating or partnership agreement to avoid having its capital considered as a withdrawal under Rule 4120 during the six month period prior to a termination of the agreement the following language must be included in the agreement:

“Notwithstanding anything to the contrary herein contained, in the event of the termination of the [LLC or Partnership] on the expiration of the term of this agreement, or any dissolution of the [LLC or Partnership], each member agrees that if withdrawal of its capital on any such termination would cause, during the six months immediately preceding the date of termination, the [LLC or Partnership]'s net capital to be less than that specified in Rule 4120 of the Rules of the Exchange, such withdrawal of capital may be postponed for a period of up to six (6) months of the date of termination, as the members may deem necessary to ensure compliance with said rules; and any such capital so retained by the [LLC or Partnership] after the date of termination shall continue to be subject to all debts and obligations of the [LLC or Partnership].”

New York Stock Exchange LLC (“NYSE”) and NYSE American LLC (“NYSE American”)

Application for NYSE and NYSE American¹ Membership for Non-FINRA Members (“Application”)

A registered broker or dealer that is a member of a registered securities exchange, but is not a FINRA member, is eligible to apply for NYSE and NYSE American membership with this application (“Applicant Firm”) if the broker or dealer does not (1) transact business with public customers or (2) conduct business on the Floor of the Exchange. If a registered broker or dealer transacts business with public customers or conducts business on the Floor of the Exchange, FINRA membership is a prerequisite to NYSE and NYSE American membership. If you have any questions regarding your eligibility to apply for membership under this application, please contact Client Relationship Services at 1.212.896.2830 (option 5) or crs@nyse.com.

¹ NYSE and NYSE American membership permits the Applicant Firm, upon approval of membership, to participate in the NYSE Bonds platform.

TABLE OF CONTENTS

	Page
Application Process and Fees	2-3
Information and Resources	3
Explanation of Terms	4-5
Section 1 – Organizational Profile	6
Section 2 – Applicant Firm Acknowledgement	7
Section 3 – Application Questions	8-9
Section 4 – Key Personnel	10
Section 5 – Additional Required Documentation and Information	11-12
Section 6 – Designation of Accountant	13
Section 7 – Required Organizational Documents and Language Samples / References	14

APPLICATION PROCESS

Filing Requirements

Prior to submitting the application for NYSE and NYSE American membership ("Application"), an Applicant Firm must file a Uniform Application for Broker-Dealer Registration (Form BD) with the Securities and Exchange Commission and register with the FINRA Central Registration Depository ("Web CRD®").

Application Submission

Applicant Firm must complete and submit all applicable materials addressed within the Application as well as the additional required documentation noted in Section 5 of the Application.

Application and all supplemental materials should be sent electronically to crs@nyse.com. Please ensure all attachments are clearly labeled.

Applicant Firm pays one of the below application fees (one-time fee and non-refundable):

Clearing Firm	\$20,000 (Self-Clearing firm or Clears for other firms)
Introducing Firm	\$ 7,500 (All other firms fall within this category)
Non-Public Firm	\$ 2,500 (On-Floor firms and Proprietary firms)

Kindly make check payable to "NYSE Market (DE), Inc." and submit the check with your initial application. Please contact crs@nyse.com if you would like to wire the funds. The appropriate Application fee should be mailed to:

New York Stock Exchange
Client Relationship Services
Attn: Elizabeth Cruz
11 Wall Street, 15th Floor
New York, NY 10005

Phone: 1.212.896.2830 (option 5)
Email: crs@nyse.com

Note: The Applicant Firm must address all information and questions contained in this application. To the extent the Applicant Firm believes a particular item or subject matter requested in the application is not relevant to its business, the Applicant Firm must so indicate.

NYSE and NYSE American (collectively referred to as the "Exchange") have retained the Financial Industry Regulatory Authority ("FINRA") to perform certain regulatory services for a broker or dealer seeking membership with this application. All application materials sent to the Exchange will be reviewed by the Exchange's Client Relationship Services ("CRS") Department for completeness. Applications are submitted to FINRA for application review. All applications are deemed confidential and are handled in a secure environment. CRS and/or FINRA may request Applicant Firms to submit documentation in addition to what is requested in the Application during the application review process.

Each Applicant Firm is required to update information submitted as part of the Application process that becomes inaccurate or incomplete during the pendency of the Application and may be required to provide additional information as requested by FINRA or the Exchange's CRS Department. Each Applicant Firm shall promptly notify their FINRA Regulatory Coordinator and the Exchange's CRS Department in writing of any change in ownership or material change in business. If applicable, reflect such changes through any required filings with Web CRD® or make other notifications and submissions as otherwise required.

If you have questions on completing the application, you may direct them to:

NYSE - Client Relationship Services
Email: crs@nyse.com
Phone: 1.212.896.2830 (option 5)

FINRA – Kim Timon
Email: kim.timon@finra.org
Phone: 1.212.416.1538

APPLICATION PROCESS (Continued)

Application Process

Following submission of the Application, fees and supporting documents to the Exchange, the Application will be reviewed for accuracy and regulatory or other disclosures. The Exchange will submit the Application to FINRA for review.

- Applicants may be subject to disciplinary action if false or misleading answers are given pursuant to the Application for Exchange membership.
- If an NYSE Trading License or NYSE Bond Trading License is not activated within six months of approval of the Application, the applicant should reapply for membership or complete the application for Regulated Only Membership. The Applicant Firm will be asked to complete an NYSE Trading License or NYSE Bond Trading License upon approval of the Application.
- If review of Statutory Disqualification Disclosure information and/or a background investigation indicates that the Applicant Firm has an associated person(s) with a possible statutory disqualification, FINRA may contact the Applicant Firm to discuss the statutory disqualification process.
- If it appears that the Applicant Firm has outstanding debt, civil judgment actions and/or regulatory disciplinary actions, the Applicant Firm may be contacted by FINRA for further information.
- CRS will promptly notify the Applicant Firm, in writing, following the membership decision.
- To determine the most beneficial connectivity option the Applicant Firm should consult with an NYSE Relationship Manager or CRS Account Manager. CRS, Connectivity and Operations teams will then coordinate the connectivity between the Applicant Firm and the Exchange if and when the Applicant Firm is approved for membership.
- Once connectivity is established, a Relationship Manager or a Technology Account Manager will inform you of your ability to trade.

INFORMATION AND RESOURCES

NYSE Rules:

<http://nyserules.nyse.com/nyse/rules/>

NYSE American Rules:

<https://www.nyse.com/regulation/nyse-american/rules-and-disciplinary-actions>

Rule Filings:

<https://www.nyse.com/regulation/rule-filings>

NYSE Rule Interpretations:

<https://www.nyse.com/regulation/rule-interpretations>

NYSE Information Memos :

<https://www.nyse.com/regulation/rule-interpretations?documentType=Information%20Memo>

NYSE Membership:

<https://www.nyse.com/markets/nyse/membership>

NYSE American Membership:

<https://www.nyse.com/markets/nyse-american/membership>

EXPLANATION OF TERMS

For purposes of this application, the following terms shall have the following meanings:

Applicant Firm – the Broker-Dealer organization applying for Exchange membership.

Approved Person – any person, other than a member, principal executive or employee of a member organization, who controls a member organization, is engaged in a securities or kindred business that is controlled by a member or member organization, or is a U.S. registered broker-dealer under common control with a member organization.

Central Registration Depository System (“Web CRD”) – Operated by FINRA, Web CRD is the central licensing and registration system for the U. S. securities industry and its regulators. It contains the registration records of registered Broker-Dealers and the qualification, employment and disclosure histories of registered individuals.

Control – means the power to direct or cause the direction of the management or policies of a person whether through ownership of securities, by contract or otherwise. A person shall be presumed to control another person if such person, directly or indirectly, (i) has the right to vote 25 percent or more of the voting securities, (ii) is entitled to receive 25 percent or more of the net profits, or (iii) is a director, general partner or principal executive (or person occupying a similar status or performing similar functions) of the other person. Any person who does not so own voting securities, participate in profits or function as a director, general partner or principal executive of another person shall be presumed not to control such other person. Any presumption may be rebutted by evidence, but shall continue until a determination to the contrary has been made by the Exchange.

Designated Examining Authority (“DEA”) – the SEC will designate one Self-Regulatory Organization (“SRO”) to be a Broker-Dealer’s examining authority, when the Broker-Dealer is a member of more than one SRO. Every Broker-Dealer is assigned a DEA, who is responsible for examining the Broker-Dealer for compliance with financial responsibility rules.

“Engaged in a securities or kindred business” – means “transacting business generally as a broker or dealer in securities, including but not limited to, servicing customer accounts or introducing them to another person.” (The term “broker”, “dealer” and “securities” are defined in section 3(a) of the Securities Exchange Act of 1934) This definition is not dependent upon whether the “broker” or “dealer” is registered, as such, with the Securities and Exchange Commission. Provided, it would not include a person who acts exclusively as an “investment adviser” or as a “futures commission merchant” and who does not otherwise act as a “broker” or “dealer” in securities.

Exchange – For purposes of this application Exchange refers to both New York Stock Exchange LLC and NYSE American LLC equities platform.

Financial Industry Regulatory Authority (“FINRA”) - The Financial Industry Regulatory Authority (FINRA) is the largest independent regulator for all securities firms doing business in the United States.

NYSE American LLC (“NYSE American”) - a national securities exchange as that term is defined by Section 6 of the Securities Exchange Act of 1934. NYSE American is also a Self-Regulatory Organization.

New York Stock Exchange LLC (“NYSE”) - a national securities exchange as that term is defined by Section 6 of the Securities Exchange Act of 1934.

Person – a natural person, corporation, limited liability company, partnership, association, joint stock company, trust, fund or any organized group of persons whether incorporated or not.

Self-Regulatory Organization (“SRO”) - each exchange or national securities association is an SRO. Each SRO must have rules that provide for the expulsion, suspension and other discipline of member Broker-Dealers for violation of the SRO’s rules.

Supplemental Liquidity Provider Market Maker (“SLMM”) - are off floor, electronic, high-volume members that are registered market makers incented to add liquidity on the NYSE platform.

Supplemental Liquidity Provider (“SLP”) – are off floor, electronic, high-volume members incented to add liquidity on the NYSE platform.

EXPLANATION OF TERMS (Continued)

NYSE Trading License – issued by the Exchange for effecting approved securities transactions on the equities trading facilities. A NYSE Trading License may be issued to a sole proprietor, partnership, corporation, limited liability company or other organization which is a registered broker or dealer pursuant to Section 15 of the Securities Exchange Act of 1934, as amended, and which has been approved by an Exchange member. A NYSE Trading License issued by the Exchange is required to effect transactions on the floor of the Exchange or through any facility thereof. An organization may acquire and hold a NYSE Trading License only if and for so long as such organization is qualified and approved to be a member organization of the Exchange. A member organization holding a NYSE Trading License may designate a natural person to effect transactions on its behalf on the floor of the Exchange, subject to obtaining and retaining required qualifications and approvals.

NYSE Bond Trading License (“BTL”) – issued by the Exchange for effecting debt transactions on the Exchange or through any facility thereof. An organization may acquire and hold a BTL only if and for so long as such organization is qualified and approved to be a member organization of the Exchange. A BTL is not transferable and may not be, in whole or in part, transferred, assigned, sublicensed or leased; provided, however, that the holder of the BTL may, with the prior written consent of the Exchange, transfer a BTL to a qualified and approved member organization (i) that is an affiliate or (ii) that continues substantially the same business of such BTL holder without regard to the form of the transaction used to achieve such continuation, e.g., merger, sale of substantially all assets, reincorporation, reorganization or the like.

SECTION 1 - ORGANIZATIONAL PROFILE

Date: _____ SEC No.: _____ Web CRD No.: _____ Broker/Dealer TAX ID: _____

GENERAL INFORMATION

Name of Applicant Broker/Dealer: _____
Business Address: _____
City _____ State: _____ Zip Code: _____
Business Phone: _____ Fax: _____
Website Address: _____
Contact Name: _____ Title: _____
Address: _____
Phone: _____ Fax: _____
Email Address: _____

APPLICANT'S DESIGNATED EXAMINING AUTHORITY ("DEA")

- | | |
|--|--|
| <input type="checkbox"/> NASDAQ OMX BX (BX) | <input type="checkbox"/> Chicago Board Options Exchange (CBOE) |
| <input type="checkbox"/> Chicago Stock Exchange (CHX) | <input type="checkbox"/> NYSE National |
| <input type="checkbox"/> International Securities Exchange (ISE) | <input type="checkbox"/> NASDAQ |
| <input type="checkbox"/> NASDAQ OMX PHLX (PHLX) | <input type="checkbox"/> NYSE Arca |
| <input type="checkbox"/> Other _____ | <input type="checkbox"/> NYSE American |

TYPE OF ORGANIZATION

- Corporation Limited Liability Company Partnership Sole Proprietor

OTHER SELF REGULATORY ORGANIZATION MEMBERSHIPS (Check all that apply)

- | | |
|--|--|
| <input type="checkbox"/> NASDAQ OMX BX (BX) | <input type="checkbox"/> Chicago Board Options Exchange (CBOE) |
| <input type="checkbox"/> Chicago Stock Exchange (CHX) | <input type="checkbox"/> NYSE National |
| <input type="checkbox"/> International Securities Exchange (ISE) | <input type="checkbox"/> NASDAQ |
| <input type="checkbox"/> NASDAQ OMX PHLX (PHLX) | <input type="checkbox"/> NYSE American |
| <input type="checkbox"/> BATS Exchange (BZX) | <input type="checkbox"/> NYSE Arca |
| <input type="checkbox"/> BATS Y-Exchange (BYX) | <input type="checkbox"/> EDGA Exchange |
| <input type="checkbox"/> Other _____ | <input type="checkbox"/> EDGX Exchange |

(a) Identify other memberships being considered and the estimated cost of acquisition.

(b) What source of funds will be utilized for the NYSE and any other memberships?

SECTION 2 – APPLICANT FIRM ACKNOWLEDGEMENT

Applicant Firm agrees to abide by the Bylaws and Rules of the Exchange, as well as federal securities laws and the rules and regulations thereunder, as may be amended from time to time, and all circulars, notices, interpretations, directives, decisions or Information Memos published by the Exchange.

Applicant Firm acknowledges its obligation to update any and all information contained in any part of this application, including termination of membership with another SRO, which may cause a change in the Applicant Firm's DEA. It is understood that in that event, additional information may be required by the Exchange.

Applicant Firm acknowledges that it must separately purchase either an NYSE Trading License, in order to have trading rights directly with the Exchange's equity and bond systems, or an NYSE BTL in order to have trading rights with the Exchange's bond system only. If the Applicant Firm chooses not to purchase either a NYSE Trading License or BTL, it will have no direct access to the Exchange trading systems, but will be deemed a Regulated Only Member Organization of the Exchange and still must be in full compliance with the rules and regulations of the Exchange.

Applicant Firm acknowledges that it is a member of a registered securities exchange, is not a FINRA member, and is eligible to apply for Exchange membership with this application. The Applicant Firm conducts a proprietary business and does not transact business with public customers nor conducts business on the Floor of the Exchange. If the registered broker or dealer transacts business with public customers or conducts business on the Floor of the Exchange, FINRA membership is a prerequisite to Exchange membership.

The Exchange and/or FINRA reserve the right to request additional information and documentation from the Applicant Firm in addition to what is noted in and during the application review process.

By signing below, Applicant Firm certifies and acknowledges the foregoing statements.

Applicant Broker-Dealer

Signature of Authorized Officer

Date

Print Name

Title

SECTION 3 – APPLICATION QUESTIONS

1. Type of Business Activity to be conducted with Exchange membership: (Check all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Non-member broker/dealer executions | <input type="checkbox"/> Engaging in business with other broker/dealers only |
| <input type="checkbox"/> Corporate Finance | <input type="checkbox"/> Underwritings |
| <input type="checkbox"/> Proprietary trading | <input type="checkbox"/> Primary government securities dealer |
| <input type="checkbox"/> Equities market maker | <input type="checkbox"/> Options (executions, market maker) |
| <input type="checkbox"/> Issue research reports | <input type="checkbox"/> Stock loan/stock borrow |
| <input type="checkbox"/> Repos/reverse repos financing transactions | <input type="checkbox"/> Joint Back Office (JBO) arrangements |
| <input type="checkbox"/> Sponsored access provider | <input type="checkbox"/> Supplemental Liquidity Provider Market Maker (SLMM) |
| <input type="checkbox"/> NYSE Bonds
<input type="checkbox"/> Agency
<input type="checkbox"/> Principal | <input type="checkbox"/> Supplemental Liquidity Provider (SLP) |
| <input type="checkbox"/> NYSE American Electronic Designated Market Maker/Market Maker (eDMM/MM) | |
| <input type="checkbox"/> Other (Please explain: _____) | |

2. Has the Applicant Firm ever operated under another name and/or had any predecessor organizations? If the answer is "Yes", please specify. Yes No

Response: _____

3. Does the Applicant Firm have a direct parent? If so, provide the parent's name.

Response: _____

4. Identify for the Applicant Firm:

(a) All office locations: _____

Any office location that shares space with another entity or business must be identified on Form BR in Web CRD.

5. Does the Applicant Firm engage or plan to engage in "Program Trading", as defined by NYSE Rule 7410(m). (If the answer is "Yes", see NYSE Information Memo 09-31 which can be found here: <https://www.nyse.com/publicdocs/nyse/markets/nyse/rule-interpretations/2009/09-31.pdf>) Yes No

6. Is the Applicant Firm a Futures Commission Merchant (FCM) or Introducing Broker as defined under the Commodities Exchange Act? Yes No

SECTION 3 – APPLICATION QUESTIONS (Continued)

7. Please indicate the firm's proposed carrying/clearing methodology and/or clearance activities (please check all that apply):

a) Clearing Type:

- Self Clears
- Clears through another broker dealer on an omnibus basis
- Clears through another broker dealer on a fully disclosed basis
- Clears for others (affiliated or non-affiliated)

b) Regarding the above responses, identify the firm's clearing broker-dealer: _____

c) If applicable, identify the entities for which the Applicant Firm clears (indicate N/A as appropriate):

d) If introducing, provide a copy of the clearing arrangement; and

e) If self clearing, provide a full description of the back office operations and facilities to be used to conduct this aspect of the firm's business, as well as the names, positions and experience of the key personnel in this area.

8. Does the Applicant Firm have registered principals as required by NYSE Rule 3110

Yes No

If the firm answered "no", please explain.

Response: _____

9. Does the Applicant Firm currently (or does it plan to) consolidate computations of net capital and aggregate indebtedness for any subsidiary or affiliate, pursuant to Appendix C to SEA Rule 15c3-1?

Yes No

(If yes, the Applicant Firm must provide financial information for the consolidated subsidiary or affiliate and identify the specific nature of the relationship (e.g., guaranteed, non-guaranteed).

10. Please provide the date of your last cycle examination by your Designated Examining Authority (DEA). If there has been no examination to date, provide the anticipated date of your first examination.

Response: _____

SECTION 4 - KEY PERSONNEL

Please identify the key personnel who hold the below positions (or the individual whose responsibilities are the functional equivalent of such position, regardless of actual titles used by the Applicant Firm) and who will be responsible for the business of the Applicant Firm on the Exchange.¹

Please note the exam requirements for membership and ensure each individual holds the required exam:

- **Chief Financial Officer** - Series 27 for a clearing firm; Series 27 or 28 for a non-clearing firm
- **Chief Compliance Officer** - Series 14 (See NYSE Rule 342(a) and (b) for exemptions)
- **Chief Operations Officer** - Series 27 for a clearing firm; Series 27 or 28 for a non-clearing firm

Chief Executive Officer ("CEO")

Name: _____ CRD: _____
Phone: _____
Email: _____

Chief Financial Officer ("CFO")

Name: _____ CRD: _____
Phone: _____
Email: _____ Exams: _____

Chief Compliance Officer ("CCO")

Name: _____ CRD: _____
Phone: _____
Email: _____ Exams: _____

Chief Operations Officer ("COO")

Name: _____ CRD: _____
Phone: _____
Email: _____ Exams: _____

Head of Technology

Name: _____ CRD: _____
Phone: _____
Email: _____

Head of Trading

Name: _____ CRD: _____
Phone: _____
Email: _____

Please note: If your firm utilizes a principal executive officer that is an independent contractor and/or dually employed, please let us know. There are guidelines we can provide to your firm.

¹ NYSE Rules and Interpretations to NYSE Rules require persons associated with Applicant Firm, including principals, of a member to be properly qualified. (See NYSE Rules 342 and 345 as well as Interpretations to NYSE Rules 311(b) (5) and 342(a) and (b).)

SECTION 5 - ADDITIONAL REQUIRED DOCUMENTATION AND INFORMATION		Exhibit ID (or N/A)
<p><i>Please ensure you complete all applicable items below by marking the tick box of the items you have included and note the Exhibit Reference ID. If any of the below items are not applicable, please note with N/A. All items should be completed and submitted with the application.</i></p>		
<input type="checkbox"/>	Form BD, including Schedules & Disclosure Reporting pages must be up-to-date, accurate and available on Web CRD.	
<input type="checkbox"/>	<p>Provide a written description of the Applicant Firm's:</p> <ul style="list-style-type: none"> ▪ Current business lines ▪ Operations ▪ Supervisory, financial and internal controls ▪ Communication and recordkeeping systems ▪ Nature and source of the Applicant Firm's capital ▪ Planned or anticipated future business lines ▪ Reason for seeking Exchange membership 	
<input type="checkbox"/>	<p>If the Applicant Firm has any persons that are Approved Persons ("AP") please identify them to us. Non-Natural Persons seeking Approved Person status under Rules 2(c), 304 and 311, should provide an AP Form for each person. All Natural Persons must file a Form U4 for the "AP" registration for <u>both</u> NYSE and NYSE American on Web CRD for each person. The Form U4 for AP registration on Web CRD and the AP Form must be filed prior to the Exchange's consideration of the Applicant Firm for membership.</p> <ul style="list-style-type: none"> ▪ The AP Form is available on the NYSE's website here: https://www.nyse.com/publicdocs/nyse/markets/nyse_ap_form.pdf ▪ Refer to NYSE Information Memo 12-10 for more information: https://www.nyse.com/publicdocs/nyse/markets/nyse/rule-interpretations/2012/12-10.pdf 	
<input type="checkbox"/>	<p>Provide an organization chart showing the following:</p> <ul style="list-style-type: none"> ▪ All entities controlling, controlled by or under common control with the Applicant Firm ▪ Indicate the percentage ownership of the Applicant Firm by each direct and indirect parent ▪ Identify any individuals or trusts that individually or collectively own or control, directly or indirectly, 25% or more of the Applicant Firm 	
<input type="checkbox"/>	<p>Provide the following:</p> <ul style="list-style-type: none"> ▪ A written description of the principal activities of each affiliate (including parent, subsidiary organizations, and other entities under common control), ▪ The nature of the affiliation with the Applicant Firm (e.g., parent, subsidiary, etc.), and ▪ Identify the type of business relationships between the Applicant Firm and the affiliates 	
<input type="checkbox"/>	<p>Provide all examination reports and corresponding responses or investigations conducted or concluded in the last three years from any Regulatory or Self Regulatory Organization (SRO) that oversees the Applicant Firm, as well as:</p> <ul style="list-style-type: none"> ▪ Applicant Firm's written response regarding any deficiencies cited in the reports. ▪ A description of what the Applicant Firm has done to rectify any deficiencies found as a result of the examinations and investigations. 	
<input type="checkbox"/>	<p>Provide the following Financial Documentation:</p> <ul style="list-style-type: none"> ▪ If NYSE Arca or NYSE American are not the Applicant Firm's DEA, provide copies of any Subordination Agreements, and amendments thereto, that are intended to qualify for inclusion as part of the firm's Net Capital, if applicable ▪ If NYSE Arca or NYSE American are not the Applicant Firm's DEA, provide copies of any approvals of such agreements from the Applicant Firm's DEA. (Note: the above noted agreements must conform to Appendix D of SEA Rule 15c3-1.) ▪ Most recent 12 months of FOCUS Reports ▪ Copies of 15c3-1 computation as of the anticipated date of Exchange membership approval ▪ If NYSE Arca or NYSE American are not the applicant's DEA, provide copies of audited reports of the Applicant Firm for the most recent three years ▪ Pro-forma balance sheet for the next 6 months ▪ Pro-forma financials projecting profit and loss for the next 6 months 	

SECTION 5 - ADDITIONAL REQUIRED DOCUMENTATION AND INFORMATION (Continued)	Exhibit ID (or N/A)
<input type="checkbox"/> If applicable, identify any principal executives or supervisory personnel of the Applicant Firm that are part-time or dually employed and include the following information for each individual: <ul style="list-style-type: none"> ▪ Nature of their activities with the Applicant Firm ▪ Nature of their outside business activities and the amount of time per week devoted to each of the individual's activities ▪ Any additional documentation that would be pertinent to these activities or the NYSE's review of these activities 	
<input type="checkbox"/> If applicable, provide a schedule indicating the Name and Web CRD# for any persons acting as a Securities Lending Representative or Securities Lending Supervisor.	
<input type="checkbox"/> If applicable, provide the name of the service provider used by the Applicant Firm to process firm financial information and account activity data and clearly identify what services and reports of the provider are utilized by the Applicant Firm.	
<input type="checkbox"/> Provide a copy of the Audit Agreement between the Applicant Firm and the firm's public accounting firm.	
<input type="checkbox"/> If applicable, provide a copy of the Applicant Firm's Needs Analysis and Training Plan developed and implemented for compliance with the Continuing Education Firm Element requirements of NYSE Rule 345A(b).	
<input type="checkbox"/> Provide a copy of the Applicant Firm's Written Supervisory Procedures (WSPs) and, if not included in the provided WSPs, copies of the Applicant Firm's Business Continuity Plan and Anti-Money Laundering procedures. (Note: The Applicant Firm's procedures will need to include procedures addressing NYSE Rules 351 (f), 3110, 3120, 3130, 3150 and 3170 as well as a generic statement that the Applicant Firm and its associated persons will abide by the Rules and Regulations of the NYSE and NYSE American.)	
<input type="checkbox"/> Identify all clearing corporations of which the Applicant Firm is a current member (e.g. DTC, NSCC, FICC, etc.).	
<input type="checkbox"/> If the Applicant Firm prepares research reports for external distribution, provide a description of the research facilities and a list of the key personnel, including the Supervisory Analyst(s), identifying Web CRD #s as well as their background and experience. (See NYSE Rules 344 & 472)	
<input type="checkbox"/> If applicable, pertaining to the Applicant Firm or any of its associated persons, provide a copy of the following (unless reported to Web CRD): <ul style="list-style-type: none"> ▪ Decision or order by a federal or state authority or self-regulatory organization taking permanent or temporary adverse action regarding a registration or licensing decision; ▪ Regulatory action or investigation by the Securities Exchange Commission, the Commodity Futures Trading Commission, a federal, state or foreign regulatory agency, or self-regulatory organization that is pending, adjudicated or settled; ▪ Criminal action (other than minor traffic violation) that is pending, settled or adjudicated; ▪ Any document evidencing a termination for cause or permitted resignation after investigation of an alleged violation of a federal or state securities law, a rule or regulation there under, a self-regulatory organization rule, or a securities industry standard of conduct; ▪ Investment-related civil action for damages or injunction that is pending, adjudicated or settled; ▪ Investment-related customer complaint or arbitration required to be reported on Form U4. 	
<input type="checkbox"/> Organizational Documents: <ul style="list-style-type: none"> ▪ Articles of Incorporation and Bylaws; Partnership Agreement; Limited Liability Company ("LLC") Operating Agreement; or similar documentation ▪ These documents should incorporate required provisions, as applicable, per NYSE Rule 313 (See Sections 7 for further details) <ul style="list-style-type: none"> Rule 313.22 – Provisions concerning redemption or conversion Rule 4120 – Regulatory Notification and Business Curtailment ("Termination Language") 	

SECTION 6 – DESIGNATION OF ACCOUNTANT

Notice pursuant to Rule 17a-5(f)(2)

1. Broker or Dealer

Contact Name: _____
Address _____
Telephone Number _____
Email _____

2. Accounting Firm

Contact Name: _____
Address _____
Telephone Number _____
Email _____

3. Audit date covered by the Agreement

4. The contractual commitment to conduct the broker's or dealer's annual audit. (Check one)

- is for the annual audit during the fiscal year _____
- is of a continuing nature, providing for successive yearly audits.

Signature: _____ Signature: _____

Title: _____ Title: _____

Date: _____ Date: _____

(Broker/Dealer)

(Accounting Firm)

SECTION 7 – REQUIRED ORGANIZATIONAL DOCUMENTS AND LANGUAGE SAMPLES / REFERENCES**SECTION 7A – DOCUMENTS TO BE PROVIDED BY A LIMITED LIABILITY COMPANY (“LLC”)**

1. LLC Operating Agreement and all amendments (if any) which contain provisions pursuant to Rule 4120 (If the LLC Operating Agreement contains a stated termination date)
2. State filing certificate
3. Certified List(s) of:
 - a) Officers (including but not limited to CEO, CFO, CCO and COO or functional equivalents)
 - b) Directors and/or Managing Member(s)
 - c) Current member(s) (i.e., owner(s)) of the LLC
4. Statement showing the dollar value of all capital contributions by each member (owner) as of the date of this application

SECTION 7B – DOCUMENTS TO BE PROVIDED BY A PARTNERSHIP

1. Partnership Agreement and all amendments (if any) which contain provisions pursuant to Rule 4120 (If the partnership agreement contains a stated termination date).
2. Certified List of general and limited partners (natural and non-natural persons) as well as Officers (including but not limited to CEO, CFO, CCO and COO or functional equivalents).

SECTION 7C – DOCUMENTS TO BE PROVIDED BY A CORPORATION

1. Charter or Certificate of Incorporation and amendments (if any) which contain provisions pursuant to Rule 313.22
2. By-Laws, as per Rule 313(b).
3. Specimen certificate for each class of stock authorized to be issued. Each certificate shall carry a full summary of the provisions of Rule 313.22.
4. Certified List(s) of Officers (including but not limited to CEO, CFO, CCO and COO), Directors & Stockholders.

LANGUAGE SAMPLES / REFERENCES

The following are language samples and points of reference to assist in completing the documents noted in Section 7.

Rule 313.22 Provision concerning redemption or conversion

Each certificate of incorporation of a member corporation shall contain provisions authorizing the corporation to redeem or convert to a fixed income security acceptable to the Exchange for all or any part of the outstanding shares of voting stock of such member corporation owned by any person required to be approved by the Exchange as a member or approved person who fails or ceases to be so approved as may be necessary to reduce such party's ownership of voting stock in the member corporation below that level which enables such party to exercise controlling influence over the management or policies of such member corporation.

(Please note: The following paragraph only applies if the applicant firm has redemption rights within their Certificate of Incorporation.) If the certificate of incorporation of a member corporation subject to FINRA Rule 4110 provides that a stockholder may compel the redemption of his stock such certificate must provide that without the prior written approval of the Exchange, the redemption may only be effected on a date not less than six months after receipt by the member corporation of a written request for redemption given no sooner than six months after the date of the original issuance of such shares (or any predecessor shares). Each member corporation shall promptly notify the Exchange of the receipt of any request for redemption of any stock or if any redemption is not made because prohibited under the provisions of Securities and Exchange Commission Rule 15c3-1 (See 15c3-1(e)).

Rule 4120 Regulatory Notification and Business Curtailment (“Termination Language”)

In order for a Limited Liability Company (LLC) or a Partnership that has a stated termination date in its operating or partnership agreement to avoid having its capital considered as a withdrawal under Rule 4120 during the six month period prior to a termination of the agreement the following language must be included in the agreement:

“Notwithstanding anything to the contrary herein contained, in the event of the termination of the [LLC or Partnership] on the expiration of the term of this agreement, or any dissolution of the [LLC or Partnership], each member agrees that if withdrawal of its capital on any such termination would cause, during the six months immediately preceding the date of termination, the [LLC or Partnership]’s net capital to be less than that specified in Rule 4120 of the Rules of the Exchange, such withdrawal of capital may be postponed for a period of up to six (6) months of the date of termination, as the members may deem necessary to ensure compliance with said rules; and any such capital so retained by the [LLC or Partnership] after the date of termination shall continue to be subject to all debts and obligations of the [LLC or Partnership].”

**New York Stock Exchange LLC and NYSE American LLC
Regulated Only Membership Application**

This application is to be completed by an existing NYSE and NYSE American Member Organization.

MEMBER ORGANIZATION INFORMATION

Member Organization Name: _____
Firm CRD #: _____
Address: _____
Phone: _____
Email: _____

CONVERSION OF MEMBERSHIP TYPE

Number of Trading Licenses Relinquished: _____
Effective Date of Conversion: _____

AUTHORIZED ACKNOWLEDGEMENT

The undersigned certifies that as of the date hereof it is a Member Organization of both the New York Stock Exchange LLC and NYSE American LLC ("the Exchange"). We are relinquishing our Trading License(s) to access directly the trading facilities of the Exchange, but desire and intend to remain a Member Organization of the Exchange subject to the regulation thereof. As a Member Organization of the Exchange, the undersigned agrees to comply fully with all the rules of the Exchange as are in effect from time to time, and without limiting the foregoing, warrants and represents that it will continue to be fully subject to the jurisdiction of the Exchange.

Authorized Signatory

Date

Print Name of Authorized Signatory

Title

Phone Number of Authorized Signatory

Email Address

Please email a completed copy of this form to Client Relationship Services at crs@nyse.com.

**New York Stock Exchange LLC and NYSE American LLC
Regulated Only Membership Application**

This application is to be completed by a newly approved NYSE and NYSE American Member Organization.

MEMBER ORGANIZATION INFORMATION

Member Organization Name: _____
Firm CRD #: _____
Address: _____
Phone: _____
Email: _____

AUTHORIZED ACKNOWLEDGEMENT

The undersigned certifies that as of the date hereof it is applying to become a Member Organization of both the New York Stock Exchange LLC and NYSE American LLC ("the Exchange") subject to the regulation thereof on the date approved. As a Member Organization of the Exchange, the undersigned agrees to comply fully with all the rules of the Exchange as are in effect from time to time, and without limiting the foregoing, warrants and represents that it will continue to be fully subject to the jurisdiction of the Exchange.

Authorized Signatory

Date

Print Name of Authorized Signatory

Title

Phone Number of Authorized Signatory

Email Address

Please email a completed copy of this form to Client Relationship Services at crs@nyse.com.

**New York Stock Exchange LLC ("NYSE") and NYSE American LLC ("NYSE American")
Securities Lending Representative Form**

Must be completed by all applicants for approval as Securities Lending Representatives ("LE") and/or all direct supervisors of Securities Lending Representatives ("LS").

The LE and/or LS registrations should be requested on Web CRD for both NYSE and NYSE American (together "the Exchange").

THE AGREEMENT

Compliance with Policies and Regulations

As an employee engaged in securities lending or borrowing activities, including, but not limited to, negotiating rates, contract values and credit parameters and payment of rebates, I will abide by the policies and procedures established by my employer as well as all applicable Federal and State Securities Laws and with the applicable rules of the Exchange.

Securities Transactions

I agree to obtain the written consent of my employer prior to opening a securities account at another financial institution and will arrange to furnish duplicate copies of confirmations and statements to appropriate supervisory persons at my employer in accordance with the rules of the Exchange.

Expense Accounts

I agree that when exercising expense account privileges I will act in accordance with the guidelines established by my employer and I understand that persons designated as having supervisory responsibilities over securities lending or borrowing activities will make a thorough review of all such expense account records.

Gifts & Gratuities

I agree that I will promptly notify appropriate supervisory personnel of all gift and gratuity offerings and receipts in order to ensure adherence to my employer's and the Exchange's rules and policy.

INDIVIDUAL ACKNOWLEDGEMENT

Member Organization Name

Firm CRD#

Name of Witness¹ (Please Print)

Name of Applicant (Please Print)

Signature of Witness

Signature of Applicant

Title

Applicant CRD#

¹The Witness must be either a partner of the firm, officer of the corporation, branch office manager, or authorized employee. Please indicate which type.

Please email a completed copy of this form to Client Relationship Services at crs@nyse.com.

**New York Stock Exchange LLC
Floor Employee Application**

FLOOR EMPLOYEE REGISTRATION REQUEST

Applications will not be approved without fingerprint clearance, U-4 and WebCRD™ ("CRD") registration. Accordingly, failure to respond accurately to the following questions will delay approval of your floor access application and may result in denial of floor access.

APPLICANT PERSONAL INFORMATION

Applicant Name: _____ CRD: _____
Title: _____ DOB: _____
Phone: _____ Email: _____

MEMBER ORGANIZATION INFORMATION

Member Organization Name: _____ CRD: _____
Primary Contact Name: _____ Title: _____
Phone: _____ Email: _____

TYPE OF BUSINESS ACTIVITY TO BE CONDUCTED

All individuals requesting access to the Trading Floor, as defined in the Rule 6A, must register as ("FE") on CRD.

Floor Employee (FE)

Position / Reason for access to the Trading Floor: _____

Effective Date: _____

Permanent

Temporary

Intern

If Temporary, indicate length of employment: _____

Access Required: Building

Trading Floor

APPLICATION CHECKLIST

A Form U-4 requesting the "FE" registration has been submitted to FINRA through CRD

A Fingerprint Card is available on CRD

Do you have any reportable events on the U-4 submitted to FINRA through CRD? Yes No

**New York Stock Exchange LLC
Floor Employee Application**

AUTHORIZED ACKNOWLEDGEMENT

I authorize New York Stock Exchange LLC ("the Exchange") and its affiliates to give any information it may have concerning me to any employer or prospective employer, any federal, state, or municipal agency, or any other SRO, and I release the Exchange, its affiliates and any person acting on their behalf from any and all liability of whatever nature by reason of furnishing such information.

I affirm my obligation to abide, in full, with the rules and regulations of the Exchange and acknowledge that I am subject to its regulatory and disciplinary jurisdiction and that of its market and regulatory subsidiaries.

I swear or affirm that I have read and understand the items and instructions on this form and that my answers are true and complete to the best of my knowledge.

Signature of Applicant

Date

MEMBER ORGANIZATION ACKNOWLEDGEMENT

The undersigned member organization certifies that the applicant named above is authorized to enter into the Trading Floor as referenced above, on its behalf. Additionally, the member organization acknowledges that it is responsible for the applicant identified above, and as such actions of the applicant shall be binding on the member organization in all respects.

Member Organization Name: _____

Signature of Authorized Member Organization
Representative

Date

Print Name

Title

Please email a completed copy of this form to Client Relationship Services at crs@nyse.com.

**New York Stock Exchange LLC
Member / Floor Clerk Application**

AUTHORIZED ACKNOWLEDGEMENT

I authorize New York Stock Exchange LLC (referred to as "the Exchange") and its affiliates to give any information they may have concerning me to any employer or prospective employer, any federal, state, or municipal agency, or any other SRO, and I release the Exchange, its affiliates and any person acting on their behalf from any and all liability of whatever nature by reason of furnishing such information.

I affirm my obligation to abide, in full, with the rules and regulations of the Exchange and subject to its regulatory and disciplinary jurisdiction and that of its market and regulatory subsidiaries.

I swear or affirm that I have read and understand the items and instructions on this form and that my answers are true and complete to the best of my knowledge.

Proposed Applicant Signature

Date

MEMBER ORGANIZATION ACKNOWLEDGEMENT

The undersigned Member Organization agrees with the Exchange and each other Member and Member Organization that, until such authority is properly terminated by a minimum of one business day's written notice to the Exchange, the Individual identified above is authorized to act as an agent of the Member Organization for the purpose of transacting the business of the Member Organization on the Exchange, and every contract entered into on the Exchange by the Member shall be binding on the Member Organization in all respects.

Signature of Authorized Member Organization
Representative

Date

Print Name

Title

Please email a completed copy of this form to Client Relationship Services at crs@nyse.com.

NYSE Group, Inc.

Order Audit Trail System Reporting Agreement

Broker/Dealer Name: _____ CRD #: _____

This Order Audit Trail System Agreement (the "Agreement") dated _____, 201__ ("Effective Date") is by and between NYSE Group, Inc., a Delaware corporation with offices at 11 Wall Street, New York, NY 10005 USA ("NYSE"), and

_____ with offices at _____ ("Broker").

WHEREAS, the Financial Industry Regulatory Authority (FINRA) has established the Order Audit Trail System (OATS™) as an integrated audit trail of order, quote and trade information for NMS stocks, as defined in Rule 600(b)(47) of Regulation NMS and FINRA member firms are required to develop a means for electronically capturing and reporting to OATS specific data elements related to the routing of orders;

WHEREAS, the New York Stock Exchange LLC (the "Exchange") is an affiliate of NYSE and a registered national securities exchange;

WHEREAS, the Exchange has adopted OATS rules; and

WHEREAS, NYSE has agreed to provide floor broker firms that trade equities on the Exchange trading floor with a reporting solution for submission of required routing data (the "Service").

NOW, THEREFORE, the parties agree as follows:

1. **Service.** NYSE shall provide the Service, as is more fully described in Exhibit A, during the Term of the Agreement to Broker.
2. **Term.** The term of this Agreement is three years from the Effective Date. Thereafter, the Agreement will automatically renew for additional one year periods.
3. **Termination.** Either party may terminate this Agreement upon thirty days written notice to the other.
4. **Fees.** In consideration of Broker being a member of the Exchange, NYSE agrees to provide the Service at no cost to Broker.
5. **Data.** Broker acknowledges and agrees that the Service (including the methods and processes used to generate the Service) is the property of NYSE. The Exchange and Broker shall jointly own the reports and data required to be recorded by FINRA pursuant to FINRA Rule 7440, and the rules of the Exchange, that are provided to Broker and FINRA on Broker's behalf (the "Deliverables").
6. **Use of the Service.** Broker acknowledges and agrees that it is solely responsible for (1) reviewing the Deliverables for accuracy, (2) reviewing FINRA's OATS web site for rejections and the submission of appropriate repairs, late reporting, non-reporting, and other reporting infractions, (3) complying with applicable law and FINRA's, the Exchange's, or any other governmental or regulatory agency's rules, regulations, policies and interpretations, as amended (4) ensuring that any changes to Deliverables that are requested by Broker are completed in accordance with FINRA timelines and are received by FINRA, and (5) any fines, expenses, penalties or assessments imposed by FINRA or any other regulatory body as a result of the Service or the Deliverables. NYSE shall promptly notify Broker upon the occurrence of any event, including physical damage to NYSE's facilities or legal proceedings that would materially affect NYSE's ability to submit the Deliverables on Broker's behalf.
7. **Warranties and Representations.**
 - a. NYSE warrants that it has the rights and authority required to enter into this Agreement and to perform the Service contemplated by this Agreement free from all liens, claims, encumbrances, security interests and any other restrictions.
 - b. NYSE warrants that the Service will be performed, and the Deliverables will be prepared, in a timely and professional manner.
 - c. NYSE represents that it is familiar with the OATS Rules and the OATS Reporting Technical Specifications and shall use commercially reasonable efforts to submit reports to OATS on behalf of Subscriber in compliance with OATS Rules and Technical Specifications.
 - d. NYSE represents that it has completed, or will complete, testing as described in the Technical Specifications.

- e. NYSE represents that it has in place processes and procedures reasonably designed with the intent to ensure compliance with OATS requirements.
 - f. If NYSE fails to provide the Service or Deliverables as warranted in subsections b, c, and e of this section, or if any of the Deliverables are found to be incorrect, and Broker so notifies NYSE within thirty (30) days following the date NYSE delivers the Deliverables to Broker or FINRA then NYSE will re-perform the Service at no additional charge. The foregoing is Broker's sole and exclusive remedy in event of a breach of such warranties or delivery of incorrect Deliverables.
 - g. THE SERVICE AND DELIVERABLES PROVIDED UNDER THIS AGREEMENT ARE PROVIDED ON AN "AS IS" BASIS. EXCEPT TO THE EXTENT SET FORTH IN SUBSECTIONS 7(B), 7(C), 7(D) AND 7(E), NYSE MAKES NO REPRESENTATIONS OR WARRANTIES, EXPRESS, IMPLIED, STATUTORY OR OTHERWISE, WITH RESPECT TO THE SERVICE, DELIVERABLES OR ANY MATERIALS PROVIDED BY NYSE UNDER THIS AGREEMENT INCLUDING WITHOUT LIMITATION IMPLIED WARRANTIES OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, COMPLIANCE WITH RULES OR REGULATIONS, AND NON-INFRINGEMENT. FURTHERMORE, NO GUARANTEE IS MADE AS TO THE EFFICACY OR VALUE OF THE SERVICE OR DELIVERABLES.
8. **Indemnification.** Broker shall indemnify and hold harmless and defend NYSE and its affiliates from and against any and all claims, liabilities, judgments, causes of action, damages, costs and expenses (including reasonable attorneys' fees) related to or arising out of any obligations that Broker has to FINRA or any other regulatory agency or Broker's use of the Deliverables or Service.
9. **Confidentiality.** "Confidential Information" means any and all material and information disclosed to, or acquired through observation or other perception by either party pursuant to, or concerning this Agreement or the Service, including, but not limited to, the terms of this Agreement, the Deliverables, any matters relating to the business of each party and, to the extent applicable, the corporate parents, subsidiaries, affiliates and licensors of each party, all trade secrets, information regarding business operations, designs, concepts and methodologies. Confidential Information shall not include, and the obligations herein shall not apply to, information that is (1) already known to the receiving party without an obligation of confidentiality at the time of disclosure and was not acquired directly or indirectly from the disclosing party, (2) publicly known or becomes publicly known through no wrongful act of the receiving party, (3) rightfully received from a third party and, to the knowledge of the receiving party, both without restriction and without breach of this Agreement, (4) furnished to a third party by the disclosing party without a similar restriction on the third party's rights, (5) approved for release by written authorization of the disclosing party, or (6) developed, now or later, independently by the receiving party without reference to the information acquired from the disclosing party. Each party shall maintain in confidence all Confidential Information received from the other, in any format, and shall not to disclose or otherwise make available the Confidential Information to any third party without the prior written consent of the disclosing party; provided, however, that each party may disclose the other party's Confidential Information to (1) affiliates, (2) consultants and subcontractors that have a need to know, and (3) its regulators and legal advisors.
10. **Limitation of Liability.** NEITHER PARTY IS LIABLE TO THE OTHER PARTY FOR CONSEQUENTIAL, INCIDENTAL, RELIANCE, PUNITIVE, SPECIAL OR INDIRECT DAMAGES (INCLUDING, BUT NOT LIMITED TO, LOST PROFITS, INTERRUPTION OF BUSINESS, LOST, DESTROYED OR INACCURATE DATA, LOSS OF GOODWILL OR OTHER BUSINESS LOSS OR LOST SAVINGS) ARISING UNDER, RELATING TO OR IN CONNECTION WITH THIS AGREEMENT, EVEN IF SUCH PARTY HAD BEEN ADVISED OF THE POSSIBILITY OF OR COULD HAVE FORESEEN THE DAMAGES. NYSE'S AGGREGATE LIABILITY FOR ALL EVENTS, ACTS AND OMISSIONS ARISING UNDER, RELATING TO OR IN CONNECTION WITH THIS AGREEMENT IS LIMITED TO AN AMOUNT EQUAL TO ONE THOUSAND DOLLARS. THESE LIMITATIONS ON LIABILITY APPLY REGARDLESS OF THE FORM OF ACTION, WHETHER IN CONTRACT, TORT, OR OTHERWISE. BROKER ACKNOWLEDGES AND AGREES THAT EXCHANGE RULE 18 DOES NOT APPLY TO THE SERVICE OR THE DELIVERABLES.
11. **Miscellaneous.**
- a. Broker may not assign, transfer, delegate or pledge this Agreement or any of its obligations under this Agreement. NYSE may freely assign, delegate or pledge this Agreement or any of its obligations under this Agreement. Any assignment, transfer, delegation or pledge in violation of this subsection 11(a) is null and void.
 - b. This Agreement is governed by and construed in accordance with the laws of the State of New York, without regard to the principles of conflicts of laws. The parties agree that any controversy or claim arising out of or relating to this Agreement or the breach of this Agreement must be tried in a court of competent jurisdiction in the State and County of New York, and the parties consent to the personal jurisdiction of these courts.
 - c. Sections 5, 6, 8, 9, 10 and 11 will survive termination of this Agreement and continue in full force and effect.
 - d. This Agreement represents the entire agreement and understanding between the parties with respect to its subject matter and supersedes any and all prior and contemporaneous agreements, understandings, documents, negotiations and/or discussions (whether oral or written) between the parties. An obligation under this Agreement can only be waived by a written instrument signed by the party waiving the obligation. Any waiver or failure to insist upon

strict compliance with an obligation of this Agreement will not operate as a waiver of, or estoppel with respect to, any subsequent or other failure.

- e. NYSE may amend this Agreement from time to time by providing notice to Broker. Customer's use of the Services after 30 days after receipt of this notice constitutes acceptance of the relevant amendment.
- f. Nothing contained in this Agreement will be construed as creating a partnership, joint venture or other contractual relationship between the parties.
- g. If any provision of this Agreement is held to be unenforceable, in whole or in part, that holding will not affect the validity of the other provisions of this Agreement.
- h. Neither party is liable nor will be deemed in default for any failure or delay in its performance under this Agreement to the extent due to a cause or causes beyond its control, including acts of God or public enemy, war, terrorist act, insurrection or riot, fire, flood, explosion, earthquake, unusually severe weather, labor dispute, national emergency, or act or omission of any governing authority or agency of a governing authority.
- i. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed to be an original.
- j. Notices. Except as otherwise provided in this Agreement, all notices to the parties must be sent by: (1) courier, (2) certified mail, postage prepaid and return receipt requested or (3) e-mail with e-mail acknowledgement of receipt. All notices must be sent to: (1) in the case of NYSE: NYSE Group, Inc., Attention: Client Relationship Services, 11 Wall Street, 15th Floor, New York, NY 10005, crs@nyse.com, with a copy to NYSE Group, Inc., Attention: Office of the General Counsel, 11 Wall Street, 19th Floor New York, New York 10005, ContractNotices@theice.com and (2) in the case of Broker:

Company Name: _____
Contact Name: _____
Title: _____
Street: _____
City, State, Zip: _____
Email: _____

Each of the parties has caused this Agreement to be executed by its duly authorized representatives as of the Effective Date.

Broker-Dealer

Signature

Print Name

Title

Date

NYSE Group, Inc.

Signature

Print Name

Title

Date

Exhibit A

Service Description

1. OATS Reporting

- a. NYSE shall act as the Transmitting Order Sending Organization with respect to Broker's (1) reportable order events from the Exchange's floor broker system into properly formatted firm order record(s) ("FORE") and (2) reportable order events ("ROEs"). NYSE shall transmit this data to FINRA's OATS system in accordance with FINRA's and the Exchange's OATS regulations and the OATS Technical Specifications.
- b. NYSE shall submit FORE file(s) to OATS on behalf of Broker, as compiled from the floor broker system, in a timely manner compliant with FINRA and the Exchange's rules, regulations and interpretations.
- c. NYSE shall keep up to date on regulatory developments related to OATS reporting, including changes to the OATS regulations and OATS Technical Specifications and appropriately modify and test the OATS reporting systems with the intent to ensure continued adherence to the regulations and OATS Technical Specifications.

2. Supervision

- a. NYSE shall provide to Broker an OATS daily activity report consisting of (1) all data reported to OATS, (2) rejection reports, (3) mismatch reports and (4) current status of all submitted reports.
- b. NYSE shall monitor the OATS submissions to ensure that FOREs are submitted on a timely basis and that to NYSE's knowledge, the ROEs contain complete and accurate information.
- c. NYSE shall use commercially reasonable efforts, with the reasonable assistance of Broker, to investigate and resolve all errors and rejects.
- d. NYSE shall provide support services for OATS-related issues in a reasonably timely manner.

3. Data Retention: NYSE shall store the information used to create the Deliverables for five years and will upon request from Broker provide Broker, or FINRA, with copies of the Deliverables.

New York Stock Exchange LLC (“NYSE” or “Exchange”) Retail Modifier Attestation

Instructions: This form is to be completed by a NYSE Member or Member Organization (“Member”) that would like to submit orders designated with a “retail” modifier to the NYSE.

An order designated with a “retail” modifier is an agency order or a riskless principal order that meets the criteria of FINRA Rule 5320.03 that originates from a natural person and is submitted to the NYSE by a Member, provided that no change is made to the terms of the order with respect to price or side of market and the order does not originate from a trading algorithm or any other computerized methodology. **An order with a “retail” modifier is separate and distinct from a “Retail Order” under Rule 107C. Members wishing to submit “Retail Orders” under Rule 107C should contact Client Relationship Services at crs@nyse.com for further details on the appropriate paperwork.**

1. Member Information

Name of Member	
Business Address	
Business Contact Name	
Business Contact Phone	
Business Contact E-Mail	

2. Retail Modifier/Order Supervisory Requirements

By executing this form, the Member attests that substantially all orders submitted to NYSE by the Member tagged with the “retail” modifier designation or submitted by a Member’s “retail mnemonic” are “retail” orders and would meet the qualifications as defined in Rule 13 for such orders.

Member further attests that it has in place Written Supervisory Procedures (WSPs) reasonably designed to assure that it will only designate orders as “retail” if all applicable requirements, as provided in Rule 13, are met. Such WSPs also must require the member organization to (i) exercise due diligence before entering a “retail” order to assure that entry as a “retail” order is in compliance with the requirements, and (ii) monitor whether orders entered as “retail” orders meet the applicable requirements.

In addition, if the Member represents “retail” orders from another broker-dealer customer, Member’s WSPs must be reasonably designed to assure that the orders it receives from such broker-dealer customer that it designates as “retail” orders meet the definition of a “retail” order, as provided in Rule 13.

The Member must (i) obtain an annual written representation, in a form acceptable to the Exchange, from each broker-dealer customer that sends it orders to be designated as “retail” orders that entry of such orders as “retail” orders will be in compliance with the requirements specified by the Exchange; and (ii) monitor whether its broker-dealer customer’s “retail” order flow meets the applicable requirements.

Name (Printed) <i>Authorized Signatory of Member</i>	
Name (Signature)	
Title	
Date	

Please return to Client Relationship Services at crs@nyse.com

New York Stock Exchange LLC (“NYSE” or the “Exchange”) Retail Liquidity Providers Application (“Application”)

Instructions: In order to ensure your Firm’s participation in the NYSE Retail Liquidity Provider (“RLP”) program and to ensure that connectivity is established between the NYSE and your Firm, and that only employees of your Firm have access to NYSE facilities and systems using your Firm’s connection, the completion of this application is required prior to RLP approval.

See NYSE Rule 107C for a full definition of terms and requirements of the RLP program.

1. Customer Information

Name of or Member Organization (“Firm”)	
Business Address	
Business Contact Name	
Business Contact Phone	
Business Contact E-Mail	

2. Business and Technology Questions

Does your firm currently send orders to the Exchange using multiple mnemonics?	<input type="checkbox"/> Yes <input type="checkbox"/> No
Please provide the NYSE mnemonics that will be dedicated and used for the RLP program. <i>Note: If you require additional space, please attach an Excel spreadsheet, and be sure to include only mnemonics that facilitate ‘proprietary’ orders. If additional mnemonics are needed, please complete the attached form.</i>	
As an NYSE Member or Member Organization, do you currently have connectivity to the Exchange?	<input type="checkbox"/> Yes <input type="checkbox"/> No
Is this connection utilized for order routing, receiving market data or both?	<input type="checkbox"/> Order Routing <input type="checkbox"/> Receiving market data <input type="checkbox"/> Both
If you are using a Service Bureau (e.g., Order Management System “OMS”) for NYSE connectivity, please provide the name of the technology provider.	
On a separate attachment, please provide an overview of your trading technology infrastructure and operational support structure. Please include whether your Firm will be Co-Locating your Firm’s servers and the type of connection you will use (e.g. BCCG or CCG) to the NYSE systems.	
Please describe the current business structure of the division within your Firm that will become an RLP.	
Please include any documentation that will demonstrate your Firm’s ability to meet the 5% quoting requirement in your designated RLP securities pursuant to NYSE Rule 107C.	

Name (Printed)	
Name (Signature)	
Title	
Date	

Please return to Client Relationship Services at crs@nyse.com.

New York Stock Exchange LLC (“NYSE” or the “Exchange”) Retail Member Organization Application (“Application”)

Instructions: In order to participate in the NYSE Retail Liquidity Program (“RLP”) as a Retail Member Organization (“RMO”) and to establish connectivity between the NYSE and your Firm, and that only employees of your Firm have access to NYSE facilities and systems using your Firm’s connection, the completion of this application is required prior to being qualified as an RMO. To qualify as an RMO, a member organization must conduct a retail business or route retail orders on behalf of another broker-dealer. For purposes of this program, conducting a retail business includes carrying retail customer accounts on a fully disclosed basis.

A “Retail Order” is an agency order that originates from a natural person and is submitted to the NYSE by an RMO, provided that no change is made to the terms of the order with respect to price or side of market and the order does not originate from a trading algorithm or any other computerized methodology.

Please note: If an RMO uses an algorithm to determine to send an existing Retail Order into the NYSE RLP program, such order is acceptable to the program and is not deemed to have originated from a trading algorithm strictly as a result of the brokerage firm’s algorithm, provided that the RMO assures that the Retail Order meets the underlying rule requirements, including that the routing algorithm does not change the terms of the order with respect to price or side of the market. Additionally, the Retail Order provision preventing changes to the terms of the order (e.g. price or side) is not meant to prevent an RMO from ensuring a better execution experience for the retail customer, such as by adding a limit to a Retail Order.

An RMO may submit Retail Orders in a riskless principal capacity as well as an agency capacity, provided that (i) the entry of such riskless principal orders meets the requirements of FINRA Rule 5320.03, including that the RMO maintains supervisory systems to reconstruct, in a time-sequenced manner, all Retail Orders are entered on a riskless principal basis; and (ii) the RMO does not include non-retail orders together with the Retail Orders as part of the riskless principal transaction.

See NYSE Rule 107C for a full definition of terms and requirements of the RLP program.

1. Customer Information

Name of Member Firm (“Applicant”)	
Business Address	
Business Contact Name	
Business Contact Phone	
Business Contact E-Mail	

2. Business and Technology Questions

Does your firm currently send orders to the Exchange using multiple mnemonics?	<input type="checkbox"/> Yes <input type="checkbox"/> No
Please identify all mnemonics that will be used to submit Retail Orders. <i>Note: If you require additional space, please attach an Excel spreadsheet, and be sure to include only mnemonics that facilitate ‘retail’ orders. If additional mnemonics are needed, please complete the attached form.</i>	
As an NYSE Member or Member Organization, do you currently have connectivity to the Exchange?	<input type="checkbox"/> Yes <input type="checkbox"/> No
Is this connection utilized for order routing, receiving market data or both?	<input type="checkbox"/> Order Routing <input type="checkbox"/> Receiving market data <input type="checkbox"/> Both
If you are using a Service Bureau (e.g., Order Management System “OMS”) for NYSE connectivity, please provide the name of the technology provider.	
If you are routing retail order flow on behalf of one or more broker-dealer customers, your firm will be required to execute a separate document with this firm or firms.	
Please describe the current business structure of the division within your Firm that qualifies you as an RMO.	
Please provide supporting documentation sufficient to demonstrate the retail nature and characteristics of your order flow. For example, please provide sample marketing literature, website screenshots, and other publicly disclosed materials describing the retail nature of your order flow, and such other documentation and information as the Exchange may require to obtain reasonable assurance that the applicant’s order flow would meet the requirements of the Retail Order definition.	

3. RMO Supervisory Requirements

By executing this Application, the Applicant attests that substantially all orders submitted by the Applicant as a Retail Order would meet the qualifications for such orders under NYSE Rule 107C. Applicant further attests that it has in place Written Supervisory Procedures (WSPs) pursuant to Rule 107C(b)(6). Such WSPs require Applicant to:

(i) exercise due diligence before entering a Retail Order to assure that entry as a Retail Order is in compliance with the requirements of this Rule, including that the Applicant maintain adequate substantiation that substantially all orders sent to the Exchange as Retail Orders meet the definition and that those orders not meeting the definition are agency orders that cannot be segregated from Retail Orders due to system limitations and are de minimis in terms of the overall number of Retail Orders submitted and (ii) monitor whether orders entered as Retail Orders meet the applicable requirements.

In addition, if Applicant represents Retail Orders from another broker-dealer customer, Applicant's WSPs must be reasonably designed to assure that the orders it receives from such broker-dealer customer that it designates as Retail Orders meet the definition of a Retail Order.

The Applicant must (i) obtain an annual written representation, in a form acceptable to the Exchange, from each broker-dealer customer that sends it orders to be designated as Retail Orders that entry of such orders as Retail Orders will be in compliance with the requirements of this Rule; and (ii) monitor whether its broker-dealer customer's Retail Order flow meets the applicable requirements.

Name (Printed)	
Name (Signature)	
Title	
Date	

Please return to Client Relationship Services at crs@nyse.com.