

Form 1 Page 1 Execution Page	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> WASHINGTON, D.C. 20549 <b>APPLICATION FOR, AND AMENDMENTS TO APPLICATION FOR, REGISTRATION AS A NATIONAL SECURITIES EXCHANGE OR EXEMPTION FROM REGISTRATION PURSUANT TO SECTION 5 OF THE EXCHANGE ACT</b>	Date filed (MM/DD/YY): 03/02/18	OFFICIAL USE ONLY
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Warning: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise comply with the provisions of law applying to the conduct of the applicant would violate the federal securities laws and may result in disciplinary, administrative or criminal action

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS

APPLICATION  AMENDMENT

1. State the name of the applicant: Miami International Securities Exchange, LLC
2. Provide the applicant's primary street address (Do not use a P.O. Box): 7 Roszel Road, Suite 5-A, Princeton, NJ 08540
3. Provide the applicant's mailing address (if different):
4. Provide the applicant's business telephone and facsimile number:  
Telephone: 609-897-7300; Facsimile: 609-987-2210
5. Provide the name, title and telephone number of a contact employee:  
Barbara J. Comly, EVP, General Counsel & Corporate Secretary  
609-897-7315
6. Provide the name and address of counsel for the applicant:  
Barbara J. Comly, EVP, General Counsel & Corporate Secretary  
Miami International Securities Exchange, LLC  
7 Roszel Road, Suite 5-A  
Princeton, NJ 08540
7. Provide the date applicant's fiscal year ends: December 31
8. Indicate legal status of applicant:  Corporation  Sole Proprietorship  Partnership  
 Limited Liability Company  Other (specify):



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If other than a sole proprietor, indicate the date and place where applicant obtained its legal status (e.g. state where incorporated, place where partnership agreement was filed or where applicant entity was formed):

(a) Date (MM/DD/YY): 9/10/07 (b) State/Country of formation: Delaware

(c) Statute under which applicant was organized: Delaware Limited Liability Company Act, 6 Del. C. 18-1d et seq.

**EXECUTION:** The applicant consents that service of any civil action brought by, or notice of any proceeding before, the Securities and Exchange Commission in connection with the applicant's activities may be given by registered or certified mail or confirmed telegram to the applicant's contact employee at the main address, or mailing address if different, given in Items 2 and 3. The undersigned, being first duly sworn, deposes and says that he/she has executed this form on behalf of, and with the authority of, said applicant. The undersigned and applicant represent that the information and statements contained herein, including exhibits, schedules, or other documents attached hereto, and other information filed herewith, all of which are made a part hereof, are current, true, and complete.

MIAMI INTERNATIONAL SECURITIES EXCHANGE, LLC

Date: March 2, 2018

By: Barbara J. Comly  
Barbara J. Comly  
EVP, General Counsel & Corporate Secretary

Subscribed and sworn before me this 2<sup>nd</sup> day of March, 2018.

Jane Post  
Jane Post  
Notary Public of the State of New Jersey  
My Commission Expires October 27, 2019

This page must always be completed in full with original, manual signature and notarization.  
Affix notary stamp or seal where applicable.



Barbara J. Comly  
General Counsel

7 Roszel Road, Suite 5-A  
Princeton, New Jersey 08540  
T 609 897 7300  
F 609 987 2210  
bcomly@miami-holdings.com

March 2, 2018

**VIA FEDERAL EXPRESS**

Jeannette Marshall  
Division of Trading and Markets  
Office of Market Supervision  
Securities and Exchange Commission  
100 F. Street, N.E.  
Washington, D.C. 20549

SEC  
Mail Processing  
Section  
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Washington DC  
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**Re: Miami International Securities Exchange, LLC ("MIAX")  
Amendment No. 2018-03 to Form 1 Application**

Dear Ms. Marshall:

Enclosed for official filing pursuant to Rule 6a-2(a) are an original and two copies of Amendment No. 2018-03 to the Form 1 Application of MIAX, which includes the following changes:

Exhibit F – Updated/New Membership Forms  
Exhibit M – Updated Member List

Please do not hesitate to contact me if you have any questions in connection with this matter.

Very truly yours,

Barbara J. Comly  
EVP, General Counsel & Corporate Secretary

Enclosures  
cc: Marlene Olsen

## **EXHIBIT F**

### **Exhibit Request:**

**A complete set of all forms pertaining to:**

- 1. Application for membership, participation, or subscription to the entity.**
- 2. Application for approval as a person associated with a member, participant, or subscriber of the entity.**
- 3. Any other similar materials.**

### **Response:**

Exhibit F is hereby amended as set forth below.

1. MIAX/PEARL Pre-Application Survey Form **[Updated form attached]**
2. MIAX/PEARL Member Application **[Updated form attached]**
3. MIAX/PEARL Amendment to Member Application **[Updated form attached]**
4. MIAX Market Maker Member Guarantee
5. MIAX/PEARL Clearing Member Give-Up Authorization and Guarantee
6. MIAX/PEARL User Agreement
7. MIAX Sponsored Access Agreement
8. MIAX/PEARL Statutory Disqualification Notice
9. MIAX Attestation, Consent to Jurisdiction and Authorization of Associated Person Membership – Firm Applicant
10. MIAX Attestation, Consent to Jurisdiction and Authorization of Associated Person Membership – Individual Applicant
11. MIAX/PEARL Exchange Data Agreement
12. MIAX/PEARL Affiliated Companies List – Schedule A to Exchange Data Agreement
13. MIAX/PEARL Data Feed Request Form – Schedule B to Exchange Data Agreement
14. MIAX/PEARL Service Facilitator List – Schedule C to Exchange Data Agreement
15. MIAX/PEARL Market Data Subscriber Agreement – Schedule D to Exchange Data Agreement

16. MIAX/PEARL Market Data Policies
17. MIAX/PEARL Service Bureau Agreement
18. MIAX/ PEARL Extranet Connection Agreement
19. MIAX/ PEARL Extranet Information Form – Schedule A
20. MIAX/ PEARL Universal Give-Up and Designated Clearing Advisement [**New form attached**]

The Exchange intends to use Form U-4, the Uniform Application for Securities Industry Registration or Transfer, for persons applying to be associated persons of a Member.

## PRE-APPLICATION SURVEY FORM

Firm Name: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip Code: \_\_\_\_\_

Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

### I. Type of Membership

**MIAX Options**

- Primary Lead Market Maker Member
- Lead Market Maker Member
- Registered Market Maker Member
- Electronic Exchange Member
  - Order Flow
  - Self-Clearing #(s): \_\_\_\_\_
  - Arrangement with #(s): \_\_\_\_\_

**MIAX PEARL**

- Market Maker Member
- Electronic Exchange Member
  - Order Flow
  - Self-Clearing #(s): \_\_\_\_\_
  - Arrangement with #(s): \_\_\_\_\_

### II. Organizational Structure

- Limited Liability Company
- Partnership
- Corporation
- Other: \_\_\_\_\_

### III. Business and Operating Information

Type of trading activities description: \_\_\_\_\_

Description of market maker, order routing and processing systems: \_\_\_\_\_

\_\_\_\_\_

#### Application Contact:

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

Telephone: \_\_\_\_\_ Email: \_\_\_\_\_

#### Technical Contact:

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

Telephone: \_\_\_\_\_ Email: \_\_\_\_\_

#### Trading Contact:

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

Telephone: \_\_\_\_\_ Email: \_\_\_\_\_

PRE-APPLICATION SURVEY FORM

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IV. Miscellaneous Information

- Designated Examining Authority: \_\_\_\_\_
- Will your firm require connectivity to MIAX Options?  Yes  No
- Will your firm require connectivity to MIAX PEARL?  Yes  No
- Will your firm be routing orders to MIAX Options through another firm?  Yes  No  
Explain: \_\_\_\_\_  
\_\_\_\_\_
- Will your firm be routing orders to MIAX PEARL through another firm?  Yes  No  
Explain: \_\_\_\_\_  
\_\_\_\_\_
- Will your firm be doing a public business?  Yes  No
- Will your firm receive Market Data from MIAX Options?  Yes  No
- Will your firm receive Market Data from MIAX PEARL?  Yes  No
- Is your firm (or an affiliate) publicly traded?      SYMBOL: \_\_\_\_\_ EXCH: \_\_\_\_\_  No

## MEMBER APPLICATION

Firm Name: \_\_\_\_\_

Application Contact: \_\_\_\_\_

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

Telephone: \_\_\_\_\_ Email: \_\_\_\_\_

An Applicant for membership on Miami International Securities Exchange, LLC (“MIAX Options”) and/or MIAX PEARL, LLC (“MIAX PEARL”) (either or both referred to herein as the “Exchange” as applicable) must complete this Member Application form, including Sections I through VII. The completed Membership Application form, including an executed copy of the User Agreement and supplemental materials requested herein, should be sent via email or certified or first class mail to\*:

**Miami International Securities Exchange, LLC / MIAX PEARL, LLC**  
7 Roszel Road, 5<sup>th</sup> Floor  
Princeton, NJ 08540  
Attention: Member Services  
609-897-1479  
[Membership@MIAXOptions.com](mailto:Membership@MIAXOptions.com)

Application fees will be billed electronically post-approval and are non-refundable.

Persons associated with the Applicant are subject to investigation by the Exchange and may be required to appear in person before the Exchange. The Exchange may also require any person associated with a Member who may possess information relevant to the Applicant’s suitability to be a Member to provide information or testimony.

The Exchange will determine whether to approve an application. Written notice of the action of the Exchange, specifying in the case of disapproval of an application the grounds therefore, shall be provided to the Applicant.

If the application process is not completed within six (6) months of the filing of the application form and payment of the appropriate fee, the application shall be deemed to be automatically withdrawn.

\* *Note:* In accordance with MIAX Options Rule 200(c)(7) and/or MIAX PEARL Rule 200(d), Every Applicant must have and maintain membership in another registered options exchange (that is not registered solely under Section 6(g) of the Exchange Act). If such other registered options exchange has not been designated by the Securities and Exchange Commission (the “SEC”), pursuant to Rule 17d-1 under the Exchange Act, to examine Members for compliance with financial responsibility rules (*known as the Designated Examining Authority or “DEA”*), then such Applicant must have and maintain a membership in FINRA.

\* *Each Applicant must also have and maintain membership with another Self-Regulatory Organization (“SRO”) that has been appointed a Designated Options Examining Authority or “DOEA” in connection with the Multiparty 17d-2 Plan for the examination, surveillance, investigation and enforcement of options related sales practice rules. The Exchange will not be offering a DOEA regulatory oversight services to member firms.*

## MEMBER APPLICATION

### I. Firm Information

A Member of the Exchange may be a corporation, partnership, limited liability company or sole proprietorship organized under the laws of a jurisdiction of the United States, or such other jurisdiction as the Exchange may approve. Each Member must be a broker-dealer registered pursuant to Section 15 of the Exchange Act and meet the qualifications for a Member in accordance with Rules of the Exchange applicable thereto. Each Member must prepare and maintain financial and other reports required to be filed with the SEC and the Exchange in English and U.S. dollars, and ensure the availability of an individual fluent in English and knowledgeable in securities and financial matters to assist representatives of the Exchange during examinations.

Every Member shall have as the principal purpose of being a Member the conduct of a securities business. Such a purpose shall be deemed to exist if and so long as: (i) the Member has qualified and acts in respect of its business on the Exchange in one or more of the following capacities, as applicable: (i) a Primary Lead Market Maker; (ii) a Lead Market Maker; (iii) a Registered Market Maker; (iv) a Market Maker; or (v) an Electronic Exchange Member.

a) Address: \_\_\_\_\_

City/State/Zip Code: \_\_\_\_\_

Telephone: \_\_\_\_\_ Fax: \_\_\_\_\_

b) Is Applicant affiliated with a MIAX Options Member Firm?  Yes  No

If yes, list Member Firm(s): \_\_\_\_\_

c) Is Applicant affiliated with a MIAX PEARL Member Firm?  Yes  No

If yes, list Member Firm(s): \_\_\_\_\_

### II. Type of Membership

*[Indicate all that apply.]*

#### MIAX Options

- Primary Lead Market Maker Member
- Lead Market Maker Member
- Registered Market Maker Member
- Electronic Exchange Member
  - Order Flow
  - Self-Clearing #(s): \_\_\_\_\_
  - Arrangement with #(s): \_\_\_\_\_

#### MIAX PEARL

- Market Maker Member
- Electronic Exchange Member
  - Order Flow
  - Self-Clearing #(s): \_\_\_\_\_
  - Arrangement with #(s): \_\_\_\_\_

MEMBER APPLICATION

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**III. Primary Firm Contact(s)**

*[Attach additional names(s) as needed.]*

**Registrations Contact:**

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

Title: \_\_\_\_\_  Authorized Signer

Email: \_\_\_\_\_

Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

**Billing Contact:**

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

Title: \_\_\_\_\_  Authorized Signer

Email: \_\_\_\_\_

Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

**Please provide the following contact information if not previously provided on Pre-Application Survey Form:**

**Technical Contact:**

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

Title: \_\_\_\_\_  Authorized Signer

Email: \_\_\_\_\_

Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

**Trading Contact:**

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

Title: \_\_\_\_\_  Authorized Signer

Email: \_\_\_\_\_

Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

**MEMBER APPLICATION**

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**Qualification and Registration of Members and Associated Persons**

Each Member or Member organization **must register with the Exchange at least two individuals** acting in one or more of the capacities described in Exchange Rule 203 (a) through (e). The Exchange may waive this requirement if a Member or Member organization demonstrates conclusively that only one individual acting in one or more of the heightened capacities described in Exchange Rule 203 (a) through (e) should be required to register. A Member or Member organization that conducts proprietary trading only and has 25 or fewer registered persons may be required to have one officer or partner who is registered in this capacity.

**Responsible Person:**

Name: \_\_\_\_\_  
Title: \_\_\_\_\_  Authorized Signer  
Email: \_\_\_\_\_  
Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

**#1) Registered Supervisor of Authorized Person(s) - Series 4, 24, S-14 or S9/10:**

Name: \_\_\_\_\_  
Title: \_\_\_\_\_  Authorized Signer  
Email: \_\_\_\_\_  
Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

**#2) Registered Supervisor of Authorized Person(s) - Series 4, 24 or S-14 or S9/10:**

Name: \_\_\_\_\_  
Title: \_\_\_\_\_  Authorized Signer  
Email: \_\_\_\_\_  
Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

**Chief Compliance Officer:**

Name: \_\_\_\_\_  
Title: \_\_\_\_\_  Authorized Signer  
Email: \_\_\_\_\_  
Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

**Financial & Operations Principal (FINOP Series 27):**

Name: \_\_\_\_\_  
Title: \_\_\_\_\_  Authorized Signer  
Email: \_\_\_\_\_  
Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

## MEMBER APPLICATION

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Pursuant to Exchange Rule 315(d) each Member is required to designate, and identify to the Exchange, a person or persons responsible for implementing and monitoring the day-to-day operations and internal controls of the Member's anti-money laundering program. A Member must provide prompt notice to the Exchange regarding any change in this designation. If applicant is a Member of FINRA, it is required to comply with FINRA Rule 3310. Notification of changes to this designation need not be filed with the Exchange if the Member complies with such FINRA rule.

### AML Officer:

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

Title: \_\_\_\_\_  Authorized Signer

Email: \_\_\_\_\_

Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

### IV. Regulatory

- a) Form BD: *current copy*. SEC # 8-: \_\_\_\_\_ Firm CRD: # \_\_\_\_\_
- b) A list of Self-Regulatory Organizations ("SRO") of which Applicant is a member.
- c) Applicant's designated examining authority ("DEA").
- d) A statement indicating whether Applicant is currently, or has been in the last 10 years, the subject of any investigation or disciplinary proceeding conducted by any SRO, or by any federal or state securities or futures regulatory agency or commission, regarding Applicant's activities that are not disclosed on Applicant's Form BD.
  - If so, the statement must include all relevant details, including any sanctions imposed.
- e) A statement indicating whether any person listed on Schedule A of Applicant's Form BD is currently, or has been in the last 10 years, the subject of any investigation or disciplinary proceeding conducted by any SRO, or by any federal or state securities or futures regulatory agency or commission, regarding Applicant's activities that is not disclosed on a Form U-4 for such individuals.
  - If so, the statement must include all relevant details, including any sanctions imposed.
- f) Appropriate registration on Web CRD of individuals on Schedule A of Applicant's Form BD. If Applicant does not have access to Web CRD, provide a copy of Form U-4 for those individuals on Schedule A of Applicant's Form BD in those cases where such individuals are subject to Form U-4 reporting.
- g) Appropriate registration on Web CRD of duly qualified Registered Option Traders and Authorized Trader(s).
- h) Identify person(s) primarily responsible for supervising trading and/or market making activities, including CRD numbers.
- i) Associated Person registrant(s) [Exchange Rules 202 & 203]
- j) Sponsored User – Identify person or entity that has entered into an arrangement with the Applicant to provide access for order routing to the Exchange(s). *If applicable, copy of agreement and list of Authorized Traders.*
- k) **Procedures: current copy**
  - 1) **Exchange trading activities:** Date of applicant's last examination and a copy of DEA disposition letter related to supervisory trading procedures provided.
  - 2) **Clearing:** For applicants that propose to clear market maker transactions effected on the Exchange, a copy of Applicant's written procedures for assessing and monitoring potential risks to capital over a specified range of market movements of positions.
  - 3) **Information Barrier**
  - 4) **Business Continuity Planning**

## MEMBER APPLICATION

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### V. Organizational Structure

- a) Type of Organization:
  - Corporation
  - Partnership
  - Limited Liability Company
  - Other: \_\_\_\_\_
- b) State of Organization: \_\_\_\_\_ Federal Tax ID: \_\_\_\_\_
- c) A copy of Applicant's partnership agreement, LLC operating agreement, charter, by-laws or equivalent documents and copies of state filings.
- d) An organizational supervisory chart, including the names of Applicant's chief executive officer, chief financial officer, chief operating officer, and chief compliance officer.
- e) A listing of the office(s) from which Applicant will conduct its Exchange market making activity.

### VI. Business and Operating Information

- a) A copy of any contract or agreement with another broker-dealer, a bank, a clearing entity, a service bureau or a similar entity to provide Applicant with services regarding the execution or clearance and settlement of transactions effected on the Exchange (*Ex.: OCC, order routing give-up, etc.*)
- b) The OCC member through which Applicant will clear transactions effected on the Exchange (if Applicant is self-clearing, so indicate).
  - Please provide:*
    - Error Account Information: \_\_\_\_\_
- c) A brief description of:
  - Applicant's **proposed trading activities** on the Exchange, such as whether it will act as a market-maker, enter customer or proprietary orders or conduct block trading activities, etc.
  - The manner in which Applicant **receives and sends orders**, such as through electronic proprietary devices, internal order-processing systems or through third-party order routing services.
  - If Applicant will be conducting "Other Business Activities", a statement describing such activities.
  - If applicable, identify any new procedures that will be implemented for **new types of business** the firm plans to launch.
- d) Brokers' Blanket Bond: *If applicable, copy of.*
- e) Sharing of Offices & Wire Connections Arrangements: *If applicable, copy of agreement.*
- f) Margin Requirements: Statement as to whether the firm is bound by margin rule of the Chicago Board of Options Exchange or the New York Stock Exchange, if either.

MEMBER APPLICATION

VII. Financial Disclosure

[Attach response statement(s) as needed.]

- a) Copy of Applicant's most recent "FOCUS Report" (Form X-17A-5) filed with the SEC pursuant to Rule 17a-5 under the Exchange Act (*the most current Parts I, II, and IIA, as applicable*).
- b) Applicant's financial Balance Sheet, *current copy*.
- c) A Financial Reporting Declaration Statement from Applicant's CFO regarding the content in (b) above.
- d) Name, address and contact information for Applicant's independent public accountant.
- e) If any other person will guarantee the transactions Applicant will effect on the Exchange, attach a statement indicating the name of the guarantor and the nature of the guarantee.
- f) Financial arrangement(s) disclosing the source and amount of Applicant's capital to support its trading and/or market making activities on the Exchange, and the source of any additional capital that may become necessary.
- g) If Applicant intends to raise additional capital to finance its business on the Exchange, attach a statement indicating the source and amount of such capital.
- h) Debt(s) to Exchanges and/or Exchange Members (*verbal and written*).
- i) Does the organization owe any monies to the Exchange, another national securities exchange, a national securities association, a national futures association, or a commodities exchange that are overdue (*including but not limited to any overdue fees, charges, dues, assessments, fines or other amounts*)?  
 Yes       No  
If yes, to whom: \_\_\_\_\_ Amount: \$ \_\_\_\_\_  
Describe: (Attach statement)
- j) Have satisfactory arrangements been made to repay this debt?  
 Yes       No  
If yes, to whom: \_\_\_\_\_ Amount: \$ \_\_\_\_\_  
Describe: (Attach statement)
- k) Does the organization owe any monies to any Exchange Permit Holder, or any member of another national securities exchange, a national securities association, a national futures association, or a commodities exchange?  
 Yes       No  
If yes, to whom: \_\_\_\_\_ Amount: \$ \_\_\_\_\_  
Describe: (Attach statement)
- l) Have satisfactory arrangements been made to repay this debt?  
 Yes       No  
If yes, to whom: \_\_\_\_\_ Amount: \$ \_\_\_\_\_  
Describe: (Attach statement)

**MEMBER APPLICATION**

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**VIII. Attestation, Consent to Jurisdiction and Authorization of Membership**

Applicant-Firm: \_\_\_\_\_

- a) The Applicant agrees that it will abide by the By-Laws and Rules of the Exchange as amended from time to time, and by all circulars, notices, directives or decisions the Exchange adopts pursuant to or made in accordance with its Rules.
- b) The Applicant agrees to submit to the jurisdiction of the Exchange [Exchange Rules 1000 & 200(g)] in matters related to conducting of business on and access to the Exchange including rulings, orders, decisions, directives, investigations, disciplinary actions, prohibitions, limitations, penalties, and arbitrations, subject to right of appeal or review as provided by law.
- c) The Applicant may be the subject of an investigative and/or background checks, and therefore authorizes any SRO, Commodities Exchange, former employer and other persons to furnish to the Exchange, upon its request, any information that such person or entity may have concerning the character, ability, business activities, reputation and employment history of Applicant or its Associated Persons, and releases such person or entity from any and all liability in furnishing such information to the Exchange.
- d) The Applicant authorizes the Exchange to make available to any governmental agency, SRO, commodities exchange or similar entity, any information the Exchange may have concerning Applicant or its Associated Persons, and releases the Exchange from any and all liability in furnishing such information.
- e) The Applicant agrees to pay all dues, fees, assessments, and other charges in the manner and amount as shall from time to time be fixed by the Exchange.
- f) The Applicant certifies that all Associated Persons required to be fingerprinted have been fingerprinted and affirms that it is not associated with a person subject to a statutory disqualification, unless such individual's association is approved by an SRO.
- g) The undersigned represents that all the information contained in the Membership Application Form and supplemental materials it has submitted to the Exchange is true, complete and accurate and may be verified by investigation.
- h) The Applicant agrees to promptly update its application materials if any of the information provided is or becomes inaccurate or incomplete after the date of submission of its application to the Exchange and prior to its approval.
- i) As a condition of membership, the Applicant-Firm agrees to notify the Exchange of any substantive change(s) to itself or its association with an affiliated firm, including but not limited to, statutory disqualification, censure, a cease and desist order, refusal of registration, expulsion, or other disciplinary action, suspension, investigation, arbitration or litigation related to material allegation(s) of violation(s) of securities or commodities law or regulation, bankruptcy or contempt proceeding, injunction or civil judgment or conviction(s), change in control status or any other pertinent circumstance under the provisions of the Security Act of 1934.
- j) The undersigned attests that he/she is authorized on behalf of Applicant-Firm to make this application to the Exchange.

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

## MEMBER APPLICATION

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### DEFINITIONS

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

1. **Applicant** – the Person applying to become a Member of the Exchange in the capacity of Primary Lead Market Maker (MIAX Options), Lead Market Maker (MIAX Options), Registered Market Maker (MIAX Options), Market Maker (MIAX PEARL) or Electronic Exchange Member (MIAX Options/MIAX PEARL), or the Member completing this form.
2. **Associated Person** – any partner, officer, director, or branch manager of a Member (or any person occupying a similar status or performing similar functions), any person directly or indirectly controlling, controlled by, or under common control with a Member, or any employee of a Member.
3. **Authorized Trader** – a person authorized to submit orders to the Exchange on behalf of Sponsored User. As used in this Agreement, the requirement that a Sponsored User “comply with Exchange Rules” or “act in compliance with Exchange Rules” (or such other similar phrases) shall mean that Sponsored User shall comply with Exchange Rules as if it were an Exchange Member.
4. **Central Registration Depository (“Web CRD” or “CRD”)** – a centralized electronic registration system maintained by FINRA which provides information on registered representatives and principals for members of participant organizations. This database contains employment history, exam scores, licensing information, disciplinary actions, fingerprint results, and other related registration information.
5. **Control** – the power to exercise a controlling influence over the management or policies of a person, unless such power is solely the result of an official position with such person. Any person who owns beneficially, directly or indirectly, more than 20% of the voting power in the election of directors of a corporation, or more than 25% of the voting power in the election of directors of any other corporation which directly or through one or more affiliates owns beneficially more than 25% of the voting power in the election of directors of such corporation, shall be presumed to control such corporation.
6. **Designated Examining Authority (“DEA”)** – the SEC will designate one 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 will examine the broker-dealer for compliance with financial responsibility rules. The SEC will make the DEA assignment based on the SRO examination program and the broker-dealer’s primary business location.
7. **Designated Options Examining Authority (“DOEA”)** – DOEAs (currently FINRA and CBOE) have been appointed pursuant to the Multiparty 17d-2 Plan for the examination, surveillance, investigation and enforcement of options related sales practice rules. The DOEAs are responsible for enforcing the rules of the option exchange participants set forth in Exhibit A of the Plan, conducting options-related sales practice examinations, and investigating options-related complaints and terminations for cause of Associated Persons.
8. **Electronic Exchange Member** – a Member that holds a valid Trading Permit, who is not a Market Maker and is registered with the Exchange pursuant to Chapter II of the Exchange Rules for the purposes of participating in trading on the Exchange.
9. **Financial Arrangement** – the direct financing of a Market Maker’s dealings upon the Exchange.
10. **Lead Market Maker** – a MIAX Options Member that holds a valid Trading Permit and is registered with MIAX Options for the purpose of making markets in securities traded on the Exchange and that is vested with the rights and responsibilities specified in Chapter VI of the MIAX Options Rules with respect to Lead Market Makers.
11. **Market Maker** – a MIAX PEARL Member registered with MIAX PEARL for the purpose of making markets in options contracts traded on the Exchange and that is vested with the rights and responsibilities specified in Chapter VI of the MIAX PEARL Rules.

## MEMBER APPLICATION

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12. **Member** – a corporation, partnership, limited liability company or sole proprietorship that is registered with the Exchange pursuant to Chapter II of the Exchange Rules for the purposes of transacting business on the Exchange in one or more of the following capacities: (i) a “Primary Lead Market Maker” (MIAX Options); (ii) a “Lead Market Maker” (MIAX Options), (ii) a “Market Maker” (MIAX PEARL); (iii) a “Registered Market Maker (MIAX Options),” or (iv) an “Electronic Exchange Member” (MIAX Options/MIAX PEARL).
13. **MIAX Options** – Miami International Securities Exchange, LLC.
14. **MIAX PEARL** – MIAX PEARL, LLC.
15. **Person** – a natural person, corporation, partnership, limited liability company, association, joint Securities company, trustee of a trust fund, or any organized group of persons whether incorporated or not.
16. **Primary Lead Market Maker** – a Lead Market Maker appointed by MIAX Options to act as the Primary Lead Market Maker for the purpose of making markets in securities traded on the Exchange. The Primary Lead Market Maker is vested with the rights and responsibilities specified in Chapter VI of the MIAX Options Rules with respect to Primary Lead Market Makers.
17. **Registered Market Maker** – a MIAX Options Member that holds a valid Trading Permit and is registered with MIAX Options for the purpose of making markets in securities traded on the Exchange and that is vested with the rights and responsibilities specified in Chapter VI of the MIAX Options Rules with respect to Registered Market Makers.
18. **Registered Options Trader (“ROT”)** – per MIAX Options Rule 601(b)(1) and MIAX PEARL Rule 601(b)(1), ROTs and Market Maker Authorized Traders (“MMATs”), respectively, may be: (i) individual Members registered with the Exchange as Market Makers, or (ii) officers, partners, employees or Associated Persons of Members that are registered with the Exchange as Market Makers.
19. **Responsible Person** – an individual designated by an organization that is the holder of a Trading Permit to represent the organization with respect to that Trading Permit in all matters relating to the Exchange. The Responsible Person must be a United States-based officer, director or management-level employee of the Trading Permit holder, who is responsible for the direct supervision and control of Associated Persons of that Trading Permit holder.
20. **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 conduct inconsistent with just and equitable principles of trade.
21. **Sponsored User** – a person or entity (e.g., a customer, another Member or a non-member broker-dealer) that has entered into an arrangement with an Exchange Member (“Sponsoring Member”) whereby the Sponsoring Member provides access to the Exchange or otherwise allows such person or entity to route its orders to the Exchange using the Member’s market participant identifier (“MPID”).

## AMENDMENT TO THE MEMBER APPLICATION

Firm Name: \_\_\_\_\_

Application Contact: \_\_\_\_\_

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

Telephone: \_\_\_\_\_ Email: \_\_\_\_\_

A firm applying for a change in membership on Miami International Securities Exchange, LLC (“MIAX Options”) and/or MIAX PEARL, LLC (“MIAX PEARL”) (either or both referred to herein as the “Exchange” as applicable) must complete this Amendment to Member Application form, including all supplemental materials requested herein.

Persons associated with the Applicant are subject to investigation by the Exchange and may be required to appear in person before the Exchange. The Exchange may also require any person associated with a Member who may possess information relevant to the Applicant’s suitability to be a Member to provide information or testimony.

The Exchange will determine whether to approve an amended application. Written notice of the action of the Exchange, specifying in the case of disapproval of an application the grounds therefore, shall be provided to the Applicant.

\* *Note:* In accordance with MIAX Options Rule 200(c)(7) and/or MIAX PEARL Rule 200(d), every Applicant must have and maintain membership in another registered options exchange (that is not registered solely under Section 6(g) of the Exchange Act). If such other registered options exchange has not been designated by the Commission, pursuant to Rule 17d-1 under the Exchange Act, to examine Members for compliance with financial responsibility rules (*known as the Designated Examining Authority or “DEA”*), then such Applicant must have and maintain a membership in FINRA.

\* *Each Applicant must also have and maintain membership with another SRO that has been appointed a Designated Options Examining Authority or “DOEA” in connection with the Multiparty 17d-2 Plan for the examination, surveillance, investigation and enforcement of options related sales practice rules. The Exchange will not be offering a DOEA regulatory oversight services to member firms.*

### I. Firm Information

a) Address: \_\_\_\_\_

City/State/Zip Code: \_\_\_\_\_

Telephone: \_\_\_\_\_ Fax: \_\_\_\_\_

b) Is Applicant affiliated with a MIAX Options Member Firm?  Yes  No

If yes, list Member Firm(s): \_\_\_\_\_

c) Is Applicant affiliated with a MIAX PEARL Member Firm?  Yes  No

If yes, list Member Firm(s): \_\_\_\_\_

d) Is Applicant requesting a reinstatement of its MIAX Options membership?  Yes  No

e) Is Applicant requesting a reinstatement of its MIAX PEARL membership?  Yes  No

AMENDMENT TO MEMBER APPLICATION

II. Change of Membership Type

[Indicate all that apply.]

MIAX Options

- Primary Lead Market Maker Member
Lead Market Maker Member
Registered Market Maker Member
Electronic Exchange Member
Order Flow
Self-Clearing #(s):
Arrangement with #(s):

MIAX PEARL

- Market Maker Member
Electronic Exchange Member
Order Flow
Self-Clearing #(s):
Arrangement with #(s):

Trading Categories:

- Proprietary Trader
Transact Business with the Public
Other:

Trading Categories:

- Proprietary Trader
Transact Business with the Public
Other:

Other [Please describe (i.e. name or other non-substantive change).]

The undersigned Member Firm affirms that such change as described above shall be made valid as if it was included in the original Application and binds all previously executed agreements with the Exchange to be in force and effect.

AFFIRMATION

There have been no other substantive or material changes to the Application previously filed with the Exchange unless as noted below.

Print Name

Title

Signature

Date

Primary Firm Contact(s)

No material change

As Noted

Regulatory

No material change

As Noted

Organizational Structure

No material change

As Noted

Business and Operating Information

No material change

As Noted

Financial Disclosure

No material change

As Noted

To the extent there have been substantive or material changes to the filings previously made by the Member Firm to the Exchange, please file supplemental documentation as needed.

AMENDMENT TO MEMBER APPLICATION

III. Primary Firm Contact(s)  
[Attach additional names(s) as needed.]

**Registrations Contact:**

Name: \_\_\_\_\_  
Title: \_\_\_\_\_  Authorized Signer  
Email: \_\_\_\_\_  
Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

**Billing Contact:**

Name: \_\_\_\_\_  
Title: \_\_\_\_\_  Authorized Signer  
Email: \_\_\_\_\_  
Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

Please provide the following contact information if not previously provided on Pre-Application Survey Form:

**Technical Contact:**

Name: \_\_\_\_\_  
Title: \_\_\_\_\_  Authorized Signer  
Email: \_\_\_\_\_  
Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

**Trading Contact:**

Name: \_\_\_\_\_  
Title: \_\_\_\_\_  Authorized Signer  
Email: \_\_\_\_\_  
Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

**AMENDMENT TO MEMBER APPLICATION**

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**Qualification and Registration of Members and Associated Persons**

Each Member or Member organization **must register with the Exchange at least two individuals** acting in one or more of the capacities described in Exchange Rule 203 (a) through (e). The Exchange may waive this requirement if a Member or Member organization demonstrates conclusively that only one individual acting in one or more of the heightened capacities described in Exchange Rule 203 (a) through (e) should be required to register. A Member or Member organization that conducts proprietary trading only and has 25 or fewer registered persons may be required to have one officer or partner who is registered in this capacity.

**Responsible Person:**

Name: \_\_\_\_\_  
Title: \_\_\_\_\_  Authorized Signer  
Email: \_\_\_\_\_  
Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

**#1) Registered Supervisor of Authorized Person(s) - Series 4, 24, S-14, or S9/10:**

Name: \_\_\_\_\_  
Title: \_\_\_\_\_  Authorized Signer  
Email: \_\_\_\_\_  
Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

**#2) Registered Supervisor of Authorized Person(s) - - Series 4, 24, S-14, or S9/10:**

Name: \_\_\_\_\_  
Title: \_\_\_\_\_  Authorized Signer  
Email: \_\_\_\_\_  
Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

**Chief Compliance Officer:**

Name: \_\_\_\_\_  
Title: \_\_\_\_\_  Authorized Signer  
Email: \_\_\_\_\_  
Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

**Financial & Operations Principal (FINOP Series 27):**

Name: \_\_\_\_\_  
Title: \_\_\_\_\_  Authorized Signer  
Email: \_\_\_\_\_  
Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

## AMENDMENT TO MEMBER APPLICATION

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Pursuant to Exchange Rule 315(d) each Member is required to designate, and identify to the Exchange, a person or persons responsible for implementing and monitoring the day-to-day operations and internal controls of the Member's anti-money laundering program. A Member must provide prompt notice to the Exchange regarding any change in this designation. If Applicant is a Member of FINRA, it is required to comply with FINRA Rule 3310. Notification of changes to this designation need not be filed with the Exchange if the Member complies with such FINRA rule.

### AML Officer:

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

Title: \_\_\_\_\_  Authorized Signer

Email: \_\_\_\_\_

Telephone: \_\_\_\_\_ CRD #: \_\_\_\_\_

### IV. Regulatory

- a) Form BD: *current copy*.
- b) A list of Self-Regulatory Organizations ("SRO") of which Applicant is a member.
- c) Applicant's designated examining authority ("DEA").
- d) A statement indicating whether Applicant is currently, or has been in the last 10 years, the subject of any investigation or disciplinary proceeding conducted by any SRO, or by any federal or state securities or futures regulatory agency or commission, regarding Applicant's activities that are not disclosed on Applicant's Form BD.
  - If so, the statement must include all relevant details, including any sanctions imposed.
- e) A statement indicating whether any person listed on Schedule A of Applicant's Form BD is currently, or has been in the last 10 years, the subject of any investigation or disciplinary proceeding conducted by any SRO, or by any federal or state securities or futures regulatory agency or commission, regarding Applicant's activities that is not disclosed on a Form U-4 for such individuals.
  - If so, the statement must include all relevant details, including any sanctions imposed.
- f) If Applicant is not a FINRA member, provide a copy of Form U-4 for those individuals on Schedule A of Applicant's Form BD in those cases where such individuals are subject to Form U-4 reporting.
- g) A list of authorized trader(s) (S-7 or S-57 examinations qualified dependent on type of business).
- h) A list of persons primarily responsible for supervising trading and/or market making activities, including CRD numbers.
- i) Associated Person registrant(s) [Exchange Rules 202 & 203]
- j) **Procedures: current copy**
  - 1) **Exchange trading activities:** Date of Applicant's last examination and a copy of DEA disposition letter related to supervisory trading procedures provided.
  - 2) **Clearing:** For Applicants that propose to clear market maker transactions effected on the Exchange, a copy of Applicant's written procedures for assessing and monitoring potential risks to capital over a specified range of market movements of positions.
  - 3) **Information Barrier**
  - 4) **Business Continuity Planning**

**AMENDMENT TO MEMBER APPLICATION**

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**V. Organizational Structure**

- a) Type of Organization:
  - Corporation
  - Partnership
  - Limited Liability Company
  - Other: \_\_\_\_\_
- b) State of Organization: \_\_\_\_\_ Federal Tax ID: \_\_\_\_\_
- c) A copy of Applicant's partnership agreement, LLC operating agreement, charter, by-laws or equivalent documents and copies of state filings.
- d) An organizational supervisory chart, including the names of Applicant's chief executive officer, chief financial officer, chief operating officer, and chief compliance officer.
- e) A listing of the office(s) from which Applicant will conduct its Exchange market making activity.

**VI. Business and Operating Information**

- a) A copy of any contract or agreement with another broker-dealer, a bank, a clearing entity, a service bureau or a similar entity to provide Applicant with services regarding the execution or clearance and settlement of transactions effected on the Exchange (*Ex.: OCC, order routing give-up, etc.*)
- b) The OCC member through which Applicant will clear transactions effected on the Exchange (if Applicant is self-clearing, so indicate).

*Please provide:*

  - Error Account Information: \_\_\_\_\_
- c) A brief description of:
  - Applicant's **proposed trading activities** on the Exchange, such as whether it will act as a market-maker, enter customer or proprietary orders or conduct block trading activities, etc.
  - The manner in which Applicant **receives and sends orders**, such as through electronic proprietary devices, internal order-processing systems or through third-party order routing services.
  - If Applicant will be conducting "Other Business Activities", a statement describing such activities.
  - If applicable, identify any new procedures that will be implemented for **new types of business** the firm plans to launch.
- d) Brokers' Blanket Bond: *If applicable, copy of.*
- e) Sharing of Offices & Wire Connections Arrangements: *If applicable, copy of agreement.*
- f) Margin Requirements: Statement as to whether the firm is bound by margin rule of the Chicago Board of Options Exchange or the New York Stock Exchange, if either.

**AMENDMENT TO MEMBER APPLICATION**

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**VII. Financial Disclosure**

*[Attach response statement(s) as needed.]*

- a) Copy of Applicant's most recent "FOCUS Report" (Form X-17A-5) filed with the SEC pursuant to Rule 17a-5 under the Exchange Act (*the most current Parts I, II, and IIA, as applicable*).
- b) Applicant's financial Balance Sheet, *current copy*.
- c) A Financial Reporting Declaration Statement from Applicant's CFO regarding the content in (b) above.
- d) Name, address and contact information for Applicant's independent public accountant.
- e) If any other person will guarantee the transactions Applicant will effect on the Exchange, attach a statement indicating the name of the guarantor and the nature of the guarantee.
- f) The source and amount of Applicant's capital to support its market making activities on the Exchange, and the source of any additional capital that may become necessary.
- g) If Applicant intends to raise additional capital to finance its business on the Exchange, attach a statement indicating the source and amount of such capital.
- h) Debt(s) to Exchanges and/or Exchange Members (*verbal and written*).
- i) Does the organization owe any monies to the Exchange, another national securities exchange, a national securities association, a national futures association, or a commodities exchange that are overdue (*including but not limited to any overdue fees, charges, dues, assessments, fines or other amounts*)?  
 Yes             No  
If yes, to whom: \_\_\_\_\_ Amount: \$ \_\_\_\_\_  
Describe: (Attach statement)
- j) Have satisfactory arrangements been made to repay this debt?  
 Yes             No  
If yes, to whom: \_\_\_\_\_ Amount: \$ \_\_\_\_\_  
Describe: (Attach statement)
- k) Does the organization owe any monies to any Exchange Permit Holder, or any member of another national securities exchange, a national securities association, a national futures association, or a commodities exchange?  
 Yes             No  
If yes, to whom: \_\_\_\_\_ Amount: \$ \_\_\_\_\_  
Describe: (Attach statement)
- l) Have satisfactory arrangements been made to repay this debt?  
 Yes             No  
If yes, to whom: \_\_\_\_\_ Amount: \$ \_\_\_\_\_  
Describe: (Attach statement)



**UNIVERSAL GIVE-UP & DESIGNATED CLEARING ADVISEMENT**

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

Member Firm Name: \_\_\_\_\_

Firm CRD #: \_\_\_\_\_

Contact Name: \_\_\_\_\_

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

Tele: ( \_\_\_\_ ) \_\_\_\_ - \_\_\_\_\_ Email: \_\_\_\_\_

*The above-referenced member firm requests MIAX to activate or terminate give-ups for the following Options Clearing Corp. (OCC) clearing firm(s).*

Exchange:  MIAX Options  MIAX PEARL

OCC Clearing Firm Name: \_\_\_\_\_ OCC #: \_\_\_\_\_

Activate Give-Up  Terminate Give-Up

Exchange:  MIAX Options  MIAX PEARL

OCC Clearing Firm Name: \_\_\_\_\_ OCC #: \_\_\_\_\_

Activate Give-Up  Terminate Give-Up

Exchange:  MIAX Options  MIAX PEARL

OCC Clearing Firm Name: \_\_\_\_\_ OCC #: \_\_\_\_\_

Activate Give-Up  Terminate Give-Up

Exchange:  MIAX Options  MIAX PEARL

OCC Clearing Firm Name: \_\_\_\_\_ OCC #: \_\_\_\_\_

Activate Give-Up  Terminate Give-Up

Exchange:  MIAX Options  MIAX PEARL

OCC Clearing Firm Name: \_\_\_\_\_ OCC #: \_\_\_\_\_

Activate Give-Up  Terminate Give-Up

Exchange:  MIAX Options  MIAX PEARL

OCC Clearing Firm Name: \_\_\_\_\_ OCC #: \_\_\_\_\_

Activate Give-Up  Terminate Give-Up

Exchange:  MIAX Options  MIAX PEARL

OCC Clearing Firm Name: \_\_\_\_\_ OCC #: \_\_\_\_\_

Activate Give-Up  Terminate Give-Up

Exchange:  MIAX Options  MIAX PEARL

OCC Clearing Firm Name: \_\_\_\_\_ OCC #: \_\_\_\_\_

Activate Give-Up  Terminate Give-Up

## **EXHIBIT M**

### **Exhibit Request:**

**Provide an alphabetical list of all members, subscribers or other users, including the following information:**

- 1. Name;**
- 2. Date of election to membership or acceptance as a member, subscriber or other user;**
- 3. Principal business address and telephone number;**
- 4. If member, subscriber or other user is an individual, the name of the entity with which such individual is associated and the relationship of such individual to the entity (e.g. partner, officer, director, employee, etc.);**
- 5. Describe the type of activities primarily engaged in by the member, subscriber, or other user (e.g. floor broker, specialist, odd lot dealer, other market maker, proprietary trader, non-broker dealer, inactive or other functions). A person shall be “primarily engaged” in an activity or function for purposes of this item when that activity or function is the one in which that person is engaged for the majority of their time. When more than one type of person at an entity engages in any of the six types of activities or functions enumerated in this item, identify each type (e.g. proprietary trader, Registered Competitive Trader and Registered Competitive Market Maker) and state the number of participants, subscribers, or other users in each; and**
- 6. The class of membership, participation or subscription or other access.**

### **Response:**

Attached is a list of the members of the Exchange as of March 1, 2018, including the information set forth in items 1-6 above.



## MEMBER FIRMS

Total Firms 43

As of 01-Mar-18

<b>ABN AMRO CLEARING CHICAGO LLC</b> 175 West Jackson Blvd., Ste. 2050 Chicago IL 60604 Tele #: (312) 604-8000	Approval Date: 3/7/2013 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: CLEARANCE
<b>AKUNA SECURITIES LLC</b> 333 S. Wabash Avenue, Suite 2600 Chicago IL 60604 Tele #: (312) 994-4640	Approval Date: 4/17/2017 <b>MIAX Membership Activities:</b> REGULAR MARKET MAKER
<b>APEX CLEARING CORPORATION</b> 350 N. St. Paul, Suite 1300 Dallas TX 75201 Tele #: (214) 765-1100	Approval Date: 11/18/2015 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: CLEARANCE
<b>BARCLAYS CAPITAL INC.</b> 745 Seventh Avenue New York NY 10019 Tele #: (212) 526-7000	Approval Date: 12/7/2012 <b>MIAX Membership Activities:</b> ALL MEMBERSHIPS
<b>BMO CAPITAL MARKETS CORP.</b> 3 Times Square, 27th Floor New York NY 10036 Tele #: (212) 885-4000	Approval Date: 10/10/2014 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>BNP PARIBAS SECURITIES CORP.</b> 787 Seventh Avenue New York NY 10019 Tele #: (212) 841-2000	Approval Date: 4/21/2014 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>CITADEL SECURITIES LLC</b> 131 South Dearborn Street Chicago IL 60603 Tele #: (312) 395-2100	Approval Date: 12/7/2012 <b>MIAX Membership Activities:</b> PRIMARY LEAD & LEAD MARKET MAKER/EEM: ORDER FLOW
<b>CITI ORDER ROUTING AND EXECUTION, LLC</b> 11 Ewall Street, Ste. 103 Mt. Pleasant SC 29464 Tele #: (843) 789-2080	Approval Date: 12/7/2012 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>CREDIT SUISSE SECURITIES (USA) LLC</b> 11 Madison Avenue, 3rd Floor New York NY 10010 Tele #: (212) 325-2000	Approval Date: 12/7/2012 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>CUTLER GROUP, LP</b> 101 Montgomery Street, Ste. 700 San Francisco CA 94104 Tele #: (415) 293-3956	Approval Date: 11/2/2015 <b>MIAX Membership Activities:</b> REGULAR MARKET MAKER/EEM: ORDER FLOW
<b>DASH FINANCIAL TECHNOLOGIES LLC</b> 311 S. Wacker Drive, Ste. 1000 Chicago IL 60606 Tele #: (847) 550-1730	Approval Date: 12/7/2012 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>DEUTSCHE BANK SECURITIES INC.</b> 60 Wall Street New York NY 10005 Tele #: (212) 250-2500	Approval Date: 1/25/2013 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>DRW SECURITIES, L.L.C.</b> 540 West Madison, Ste. 2500 Chicago IL 60661 Tele #: (312) 542-3231	Approval Date: 8/31/2015 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW
<b>GLOBAL EXECUTION BROKERS, LP</b> 401 City Avenue, Ste. 200 Bala Cynwyd PA 19004 Tele #: (610) 617-2600	Approval Date: 12/7/2012 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW

<b>GOLDMAN SACHS &amp; CO. LLC</b> 200 West Street New York NY 10282 Tele #: (212) 902-1000	Approval Date: 1/15/2013 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>GROUP ONE TRADING LP</b> 440 South La Salle, Ste. 3232 Chicago IL 60605 Tele #: (312) 347-8864	Approval Date: 10/20/2014 <b>MIAX Membership Activities:</b> ALL MARKET MAKER CLASSES/EEM: ORDER FLOW
<b>HRT FINANCIAL LLC</b> 32 Old Slip, 30th Floor New York NY 10005 Tele #: (212) 293-1444	Approval Date: 3/29/2017 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW
<b>IMC-CHICAGO, LLC D/B/A IMC FINANCIAL MARKETS</b> 233 South Wacker Drive, #4300 Chicago IL 60606 Tele #: (312) 244-3300	Approval Date: 8/26/2014 <b>MIAX Membership Activities:</b> ALL MARKET MAKER CLASSES
<b>INSTINET, LLC</b> 309 West 49th Street New York NY 10019 Tele #: (212) 310-9500	Approval Date: 3/27/2013 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>INTERACTIVE BROKERS LLC</b> One Pickwick Plaza, 2nd Fl. Greenwich CT 06830 Tele #: (203) 618-5710	Approval Date: 12/7/2012 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>J.P. MORGAN SECURITIES LLC</b> 383 Madison Avenue New York NY 10179 Tele #: (201) 595-8471	Approval Date: 12/7/2012 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>JEFFERIES LLC</b> 520 Madison Avenue New York NY 10022 Tele #: (212) 284-2300	Approval Date: 9/15/2014 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>MATRIX EXECUTIONS, LLC</b> 135 S. LaSalle Street, Ste. 3900 Chicago IL 60603 Tele #: (312) 334-8000	Approval Date: 12/7/2012 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW
<b>MERRILL LYNCH PROFESSIONAL CLEARING CORP.</b> One Bryant Park, 6th Fl. New York NY 10036 Tele #: (646) 743-1295	Approval Date: 12/7/2012 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: CLEARANCE
<b>MERRILL LYNCH, PIERCE, FENNER &amp; SMITH INCORPORAT</b> One Bryant Park New York NY 10036 Tele #: (212) 449-1000	Approval Date: 12/7/2012 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>MORGAN STANLEY &amp; CO. LLC</b> 1585 Broadway New York NY 10036 Tele #: (212) 761-4000	Approval Date: 12/7/2012 <b>MIAX Membership Activities:</b> ALL MEMBERSHIPS
<b>OPTIVER US LLC</b> 130 E. Randolph Street, Ste. 1300 Chicago IL 60601 Tele #: (312) 821-9500	Approval Date: 1/27/2015 <b>MIAX Membership Activities:</b> REGULAR MARKET MAKER
<b>PEAK6 CAPITAL MANAGEMENT LLC</b> 141 W. Jackson Blvd., Ste. 500 Chicago IL 60604 Tele #: (312) 444-8700	Approval Date: 7/22/2015 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW
<b>PERSHING LLC</b> 1 Pershing Plaza, 10th Fl. Jersey City NJ 07399 Tele #: (201) 413-2000	Approval Date: 3/12/2013 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>QUANTLAB SECURITIES, LP</b> Three Greenway Plaza Houston TX 77046 Tele #: (713) 333-5440	Approval Date: 4/7/2015 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW
<b>SIMPLEX TRADING, LLC</b> 230 So. LaSalle St., Ste. 4-100 Chicago IL 60604 Tele #: (312) 360-2440	Approval Date: 9/20/2013 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW

<b>SUSQUEHANNA INVESTMENT GROUP</b> 401 City Avenue, Ste. 201 Bala Cynwyd PA 19004 Tele #: (610) 617-2600	Approval Date: 11/23/2016 <b>MIAX Membership Activities:</b> REGULAR MARKET MAKER
<b>SUSQUEHANNA SECURITIES</b> 401 City Avenue, Ste. 220 Bala Cynwyd PA 19004 Tele #: (610) 617-2600	Approval Date: 12/7/2012 <b>MIAX Membership Activities:</b> PRIMARY LEAD & LEAD MARKET MAKER
<b>TWO SIGMA SECURITIES, LLC</b> 101 Avenue of the Americas, 19th Fl. New York NY 10013 Tele #: (212) 625-5700	Approval Date: 9/12/2017 <b>MIAX Membership Activities:</b> PRIMARY LEAD & LEAD MARKET MAKER/EEM: ORDER FLOW
<b>UBS SECURITIES LLC</b> 1285 Avenue of the Americas New York NY 10019 Tele #: (203) 719-3000	Approval Date: 12/7/2012 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>VIRTU AMERICAS LLC</b> 300 Vesey Street New York NY 10282 Tele #: (201) 386-2891	Approval Date: 12/7/2012 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>VOLANT EXECUTION, LLC</b> 111 W. Jackson Blvd., 20th Fl. Chicago IL 60604 Tele #: (312) 692-5000	Approval Date: 12/7/2012 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>VOLANT LIQUIDITY, LLC</b> 250 Vesey Street, Ste. 2601 New York NY 10281 Tele #: (646) 484-3000	Approval Date: 5/31/2013 <b>MIAX Membership Activities:</b> ALL MARKET MAKER CLASSES/EEM: ORDER FLOW
<b>WALLEYE TRADING LLC</b> 2800 Niagara Lane North Plymouth MN 55447 Tele #: (952) 345-6611	Approval Date: 5/13/2015 <b>MIAX Membership Activities:</b> REGULAR MARKET MAKER/EEM: ORDER FLOW
<b>WEDBUSH SECURITIES INC.</b> 1000 Wilshire Boulevard, Suite 900 Los Angeles CA 90017 Tele #: (213) 688-8090	Approval Date: 12/7/2012 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: CLEARANCE
<b>WELLS FARGO SECURITIES, LLC</b> 550 South Tryon Street, 6th Floor Charlotte NC 28202 Tele #: (704) 715-6133	Approval Date: 4/11/2014 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>WOLVERINE EXECUTION SERVICES, LLC</b> 175 W. Jackson Blvd., Ste. 200 Chicago IL 60604 Tele #: (312) 884-4000	Approval Date: 12/7/2012 <b>MIAX Membership Activities:</b> ELECTRONIC EXCH. MEMBER: ORDER FLOW/CLEARANCE
<b>WOLVERINE TRADING, LLC</b> 175 W. Jackson Blvd., Ste. 200 Chicago IL 60604 Tele #: (312) 884-3490	Approval Date: 12/7/2012 <b>MIAX Membership Activities:</b> PRIMARY LEAD & LEAD MARKET MAKER