

**EXHIBIT 5C**

All text is new.

**CERTIFICATE OF FORMATION  
OF  
NASDAQ TEXAS, LLC**

**ARTICLE 1  
Entity Name and Type**

The filing entity being formed is a limited liability company. The name of the entity is Nasdaq Texas, LLC (the “Company”).

**ARTICLE 2  
Registered Agent and Registered Office**

The initial registered agent is an organization by the name of CT Corporation System. The business address of the registered agent and the registered office address is 1999 Bryan Street, Suite 900, Dallas, TX 75201.

**ARTICLE 3  
Governing Authority**

The Company initially has managers, constituting the Company’s initial board of directors. The names and addresses of the person or persons who are to serve as directors until their successors are qualified and duly appointed are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Thomas A. Kloet	151 W 42nd Street, New York, NY 10036
Kathlyn Card Beckles	151 W 42nd Street, New York, NY 10036
Kevin Kennedy	151 W 42nd Street, New York, NY 10036
Michael J. Curran	151 W 42nd Street, New York, NY 10036
Anne Marie W. Darling	151 W 42nd Street, New York, NY 10036
Thomas Wittman	151 W 42nd Street, New York, NY 10036
Anita Lynch	151 W 42nd Street, New York, NY 10036
David Rosato	151 W 42nd Street, New York, NY 10036
Andrew Schultz	151 W 42nd Street, New York, NY 10036

Elizabeth Wideman

151 W 42nd Street, New York, NY 10036

**ARTICLE 4**  
**Purpose**

The purpose for which the Company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

**ARTICLE 5**  
**Initial Mailing Address**

The initial mailing address for the Company is 1999 Bryan Street, Suite 900, Dallas, TX 75201.

**ARTICLE 6**  
**Organizer**

The name and address of the organizer is as follows:

**Name**

Erika Moore

**Address**

1100 New York Avenue, NW, 3rd Floor,  
Washington, DC 20005

**ARTICLE 7**  
**Effectiveness of Filing**

This document becomes effective when the document is filed by the Secretary of State of the State of Texas.

**EXECUTION**

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned also affirms that, to the best knowledge of the undersigned, the name provided as the name of the filing entity does not falsely imply an affiliation with a governmental entity. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

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

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Signature of organizer

Erika Moore

Printed or typed name of organizer