

Appendix B

Note: Appendix B to the preamble will not appear in the Code of Federal Regulations.

Form 1-N

OMB APPROVAL
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM AND AMENDMENTS FOR NOTICE OF REGISTRATION AS A NATIONAL  
SECURITIES EXCHANGE FOR THE SOLE PURPOSE OF TRADING SECURITY  
FUTURES PRODUCTS PURSUANT TO SECTION 6(g) OF THE EXCHANGE ACT

## FORM 1-N INSTRUCTIONS

### A. GENERAL INSTRUCTIONS

1. Form 1-N is the form for notice of registration as a national securities exchange for the sole purpose of trading security futures products ("Security Futures Product Exchange") pursuant to Section 6(g) of the Securities Exchange Act of 1934 ("Exchange Act").
2. **UPDATING** - A Security Futures Product Exchange must file amendments to Form 1-N in accordance with Exchange Act Rule 6a-4.
3. **CONTACT EMPLOYEE** - The individual listed on the Execution Page (Page 1) of Form 1-N as the contact employee must be authorized to receive all contact information, communications, and mailings and is responsible for disseminating such information within the Security Futures Product Exchange's organization.
4. **FORMAT**
  - Attach an Execution Page (Page 1) with original manual signatures.
  - Please type all information.
  - Use only the current version of Form 1-N or a reproduction.
5. If the information called for by any Exhibit is available in printed form, the printed material may be filed provided it does not exceed 8 1/2 X 11 inches in size.
6. If any Exhibit required is inapplicable, a statement to that effect shall be furnished in lieu of such Exhibit.
7. An exchange that is filing Form 1-N may not satisfy the requirements to provide certain information by means of an Internet web page. All materials must be filed with the Commission in paper.
8. **WHERE TO FILE AND NUMBER OF COPIES** - Submit one original and two copies of Form 1-N to: Securities and Exchange Commission, Division of Market Regulation, Office of Market Supervision, 450 Fifth Street, N.W., Washington, D.C. 20549-1005.
9. **PAPERWORK REDUCTION ACT DISCLOSURE**
  - Form 1-N requires an exchange registering as a national securities exchange, for the sole purpose of trading security futures, pursuant to Section 6(g) of the Exchange Act to provide the Securities and Exchange Commission ("SEC" or "Commission") with certain information regarding its operation. If documents containing information satisfying the Commission's information requirements have been filed with the Commodity Futures Trading Commission, copies of such documents may be filed with the Commission. Security Futures Product Exchanges are also required to update certain information filed on Form 1-N on a periodic basis.
  - An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number. Sections 3(a)(1), 5, 6(a), and 23(a) of the Exchange Act authorize the Commission to collect information on this Form 1-N. See 15 U.S.C. §§78c(a)(1), 78e, 78f(a) and 78w(a).
  - Form 1-N is designed to enable the Commission to determine whether a Security Futures Product Exchange is in compliance with the Exchange Act.
  - It is estimated that an exchange will spend approximately 31 hours completing the initial application on Form 1-N pursuant to Rule 6a-4. It also is estimated that each Security Futures Product Exchange will spend approximately 15 hours to prepare each amendment to Form 1-N pursuant to Rule 6a-4.
  - Any member of the public may direct to the Commission any comments concerning the accuracy of this burden estimate and any suggestions for reducing this burden.
  - It is mandatory that an exchange seeking to operate as a national securities exchange for the sole purpose of trading security futures products file a Form 1-N with the Commission. It is also mandatory that Security Futures Product Exchanges file amendments to Form 1-N under Rule 6a-4.
  - No assurance of confidentiality is given by the Commission with respect to the responses made in Form 1-N. The public has access to the information contained in Form 1-N.
  - This collection of information has been reviewed by the Office of Management and Budget in accordance with the clearance requirements of 44 U.S.C. §3507. The applicable Privacy Act system of records is SEC-2 and the routine uses of the records are set forth at 40 FR 39255 (August 27, 1975) and 41 FR 5318 (February 5, 1976).

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Date filed  
(MM/DD/YY):

**FORM AND AMENDMENTS FOR NOTICE OF REGISTRATION AS A NATIONAL  
SECURITIES EXCHANGE FOR THE SOLE PURPOSE OF TRADING SECURITY  
FUTURES PRODUCTS PURSUANT TO SECTION 6(g) OF THE EXCHANGE ACT**

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 to comply with the provisions of law applying to the conduct of a national securities exchange 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 exchange: \_\_\_\_\_

2. Provide the Security Futures Product Exchange's primary street address (Do not use a P.O. Box):  
\_\_\_\_\_  
\_\_\_\_\_

3. Provide the exchange's mailing address (if different):  
\_\_\_\_\_  
\_\_\_\_\_

4. Provide the business telephone and facsimile number:  
\_\_\_\_\_  
(Telephone) (Facsimile)

5. Provide the name, title and telephone number of a contact employee:  
\_\_\_\_\_  
(Name) (Title) (Telephone Number)

6. Provide the name and address of counsel for the exchange:  
\_\_\_\_\_  
\_\_\_\_\_

7. Provide the date that the exchange's fiscal year ends: \_\_\_\_\_

8. Indicate legal status of the exchange:  
 Corporation  Sole Proprietorship  Partnership  
 Limited Liability Company  Other (specify): \_\_\_\_\_

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

(a) Date (MM/DD/YY): \_\_\_\_\_ (b) State/Country of formation: \_\_\_\_\_

(c) Statute under which the exchange was organized: \_\_\_\_\_

**EXECUTION:**

The exchange consents that service of any civil action brought by or notice of any proceeding before the Securities and Exchange Commission in connection with the exchange's activities may be given by registered or certified mail or confirmed telegram to the exchange'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 exchange. The undersigned and the exchange 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.

Date: \_\_\_\_\_  
(MM/DD/YY) (Name of Exchange)

By: \_\_\_\_\_  
(Signature) (Printed Name and Title)

Subscribed and sworn before me this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ by \_\_\_\_\_  
(Month) (Year) (Notary Public)

My Commission expires \_\_\_\_\_ County of \_\_\_\_\_ State of \_\_\_\_\_

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

**DO NOT WRITE BELOW THIS LINE - FOR OFFICIAL USE ONLY**

Form 1-N Page 2	<b>U.S. SECURITIES AND EXCHANGE COMMISSION</b> <b>WASHINGTON, D.C. 20549</b> <b>FORM AND AMENDMENTS FOR NOTICE OF REGISTRATION AS A NATIONAL</b> <b>SECURITIES EXCHANGE FOR THE SOLE PURPOSE OF TRADING SECURITY</b> <b>FUTURES PRODUCTS PURSUANT TO SECTION 6(g) OF THE EXCHANGE ACT</b>	OFFICIAL USE	OFFICIAL USE ONLY
<p><b>EXHIBITS</b></p> <p>File all Exhibits with: a form for notice of registration as a national securities exchange for the sole purpose of trading security futures products pursuant to Section 6(g) of the Exchange Act and Rule 6a-4, or amendments to such forms pursuant to Rule 6a-4. For each exhibit, include the name of the filing exchange, the date upon which the exhibit was filed and the date as of which the information is accurate (if different from the date of the filing). If any Exhibit required is inapplicable, a statement to that effect shall be furnished in lieu of such Exhibit.</p> <p><b>Exhibit A</b> As of the latest date practicable within one (1) month of the date Form 1-N is filed, a copy of the constitution, articles of incorporation or association with all subsequent amendments, and of existing by-laws or corresponding rules or instruments, whatever the name, of the filing exchange.</p> <p><b>Exhibit B</b> As of the latest date practicable within one (1) month of the date Form 1-N is filed, a copy of all written rulings, settled practices having the effect of rules, and interpretations of the Governing Board or other committee of the exchange in respect of any provisions of the constitution, by-laws, rules, or trading practices of the filing exchange which are not included in Exhibit A.</p> <p><b>Exhibit C</b> As of the latest date practicable within one (1) month of the date Form 1-N is filed, for each subsidiary or affiliate of the filing exchange that will be involved in the trading of security futures products, and for any entity with whom the exchange has a contractual or other agreement relating to the operation of an electronic trading system to be used to effect transactions in security futures products on the exchange ("System"), provide the following information:</p> <ol style="list-style-type: none"> <li>1. Name and address of organization.</li> <li>2. Form of organization (<u>e.g.</u>, association, corporation, partnership, etc.).</li> <li>3. Name of state and statute citation under which organized. Date of incorporation in present form.</li> <li>4. Brief description of nature and extent of affiliation.</li> <li>5. Brief description of business or functions. Description should include responsibilities with respect to operation of the System and/or execution, reporting, clearance (including the controls that will be implemented to ensure the safety of held funds or securities), or settlement of transactions in connection with operation of the System.</li> <li>6. A copy of the constitution.</li> <li>7. A copy of the articles of incorporation or association including all amendments.</li> <li>8. A copy of existing by-laws or corresponding rules or instruments.</li> <li>9. The name and title of the present officers, governors, or persons performing similar functions.</li> <li>10. An indication of whether such business or organization ceased to be associated with the Security Futures Product Exchange during the previous year, and a brief statement of the reasons for termination of the association.</li> </ol> <p><b>Exhibit D</b> Describe the manner of operation of the System involving trading of security futures products. This description should include the following:</p> <ol style="list-style-type: none"> <li>1. The means of access to the System.</li> <li>2. Procedures governing entry and display of quotations and orders in the System.</li> <li>3. Procedures governing the execution, reporting, clearance and settlement of transactions in connection with the System.</li> <li>4. Proposed fees.</li> <li>5. Procedures for ensuring compliance with System usage guidelines.</li> </ol>			

Form 1-N Page 3	<b>U.S. SECURITIES AND EXCHANGE COMMISSION</b> <b>WASHINGTON, D.C. 20549</b> <b>FORM AND AMENDMENTS FOR NOTICE OF REGISTRATION AS A NATIONAL</b> <b>SECURITIES EXCHANGE FOR THE SOLE PURPOSE OF TRADING SECURITY FUTURES</b> <b>PRODUCTS PURSUANT TO SECTION 6(g) OF THE EXCHANGE ACT</b>	OFFICIAL USE	OFFICIAL USE ONLY
	<p>6. The hours of operation of the System, and the date on which the exchange intends to commence operation of the System.</p> <p>7. Attach a copy of the users' manual.</p>		
Exhibit E	<p>A list of the officers, governors, or persons performing similar functions, who presently hold or have held their offices or positions during the previous year, indicating the following for each:</p> <ol style="list-style-type: none"> <li>1. Name.</li> <li>2. Title.</li> <li>3. Dates of commencement and termination of term of office or position.</li> <li>4. Type of business in which each is primarily engaged.</li> </ol>		
Exhibit F	<p>This Exhibit is applicable only to filing exchanges that have one or more owners, shareholders, or partners that are not also members of the exchange and should be current as of the latest date practicable within 1 month of the date Form 1-N is filed. If the exchange is a corporation, please provide a list of each shareholder that directly owns 5% or more of a class of a voting security of the Security Futures Product Exchange. If the exchange is a partnership, please provide a list of all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of the partnership's capital. For each of the persons listed in the Exhibit F, please provide the following:</p> <ol style="list-style-type: none"> <li>1. Full legal name.</li> <li>2. Title or Status.</li> <li>3. Date title or status was acquired.</li> <li>4. Approximate ownership interest.</li> <li>5. Whether the person has control, a term that is defined in the instructions to this Form.</li> </ol>		
Exhibit G	<p>To the extent not covered in an exchange's rules submitted under Exhibit A, describe the Security Futures Product Exchange's criteria for membership. Describe conditions under which members may be subject to suspension or termination with regard to access to the Security Futures Product Exchange. Describe any procedures that will be involved in the suspension or termination of a member.</p>		
Exhibit H	<p>As of the latest date practicable within 1 month of the date Form 1-N is filed, provide an alphabetical list of all members, participants, subscribers or other users, including the following information:</p> <ol style="list-style-type: none"> <li>1. Name.</li> <li>2. If member, participant, 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.).</li> <li>3. Brief description of the type of activities primarily engaged in by the member, participant, subscriber, or other user. 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 activities or functions, identify each type and state the number of members, participants, subscribers, or other users in each.</li> <li>4. The class of membership, participation, subscription or other access.</li> </ol>		
Exhibit I	<p>Provide a schedule of the security futures products proposed to be listed by the filing exchange, or for amendments to the Form 1-N the security futures products listed by the exchange, indicating for each the name of the issuer and a description of the security.</p>		