

**Name and Address:**

New NASD Holding, Inc.  
1735 K Street, NW  
Washington, DC 20006

**Details of organization:**

Corporation organized under Section 102 of the General Corporate Law of the State of Delaware, on June 26, 2000.

**Affiliation:**

Wholly-owned subsidiary of the National Association of Securities Dealers, Inc.

**Business or functions:**

Holding company for the American Stock Exchange LLC.

**Certificate of Incorporation:**

Attached as Exhibit A.

**By-Laws:**

Attached as Exhibit B.

**Officers, Governors, and Standing Committee members:**

**Directors:** Frank G. Zarb; Richard G. Ketchum.

**Officers:** Frank G. Zarb, President and Chief Executive Officer; Richard G. Ketchum, Executive Vice President; Gordon C. Martin, Senior Vice President and Chief Financial Officer; Joan C. Conley, Secretary.