

**FORM OF AGREEMENT AND CONSENT  
(GERMAN ENTITIES)**

I, \_\_\_\_\_, hereby acknowledge that [CORPORATION] (the “**Corporation**”) has an indirect ownership interest in Topaz Exchange, LLC (“**Topaz**”), which is a national securities exchange regulated by the U.S. Securities and Exchange Commission (“**SEC**”), and that I have been identified by the Corporation as being involved in the activities of Topaz and, further, I hereby agree and consent as follows:

(a) that, in discharging my responsibilities as a n officer or employee of the Corporation, in connection with my involvement in the activities of Topaz, I will: (i) comply with the U.S. federal securities laws and the rules and regulations thereunder; and (ii) cooperate (A) with the SEC, and (B) with Topaz pursuant to, and to the extent of, Topaz’s regulatory authority;

(b) I irrevocably submit to the jurisdiction of the United States federal courts and the SEC for the purposes of any suit, action or proceeding pursuant to the United States federal securities laws, and the rules or regulations thereunder, commenced or initiated by the SEC arising out of, or relating to, the activities of Topaz to the extent that I am involved in the activities of Topaz, and that International Securities Exchange Holdings, Inc., a corporation formed under the laws of the State of Delaware of the United States of America, may serve as the U.S. agent for purposes of service of process in such suit, action or proceeding, and that I waive, and agree not to assert by way of motion, as a defense or otherwise in any such suit, action or proceeding, any claims that I am not personally subject to the jurisdiction of the SEC, that such suit, action or proceeding is an inconvenient forum or that the venue of such suit, action or proceeding is improper, or that the subject matter thereof may not be enforced in or by such courts or agency;

(c) that I will be deemed to be an officer or employee of Topaz for purposes of and subject to oversight pursuant to the U.S. Securities Exchange Act of 1934 (“**Exchange Act**”) to the extent that I am involved in the activities of Topaz;

(d) that I will give due regard to the preservation of the independence of the self-regulatory function of Topaz and to its obligations to investors and the general public, and will not take any actions that would interfere with the effectuation of any decisions by the board of directors of Topaz relating to its regulatory responsibilities (including enforcement and disciplinary matters) or that would interfere with the ability of Topaz to carry out its responsibilities under the Exchange Act; and

(e) that, to the fullest extent permitted by applicable law, all confidential information that shall come into my possession pertaining to the self-regulatory function of Topaz (including but not limited to confidential information regarding disciplinary matters, trading data, trading practices and audit information) contained in the books and records of Topaz shall: (a) not be made available by me to any Persons other than to those officers, directors (or equivalent), employees and agents of the Corporation that have a reasonable need to know the contents thereof; (b) be retained in confidence by me; and (c) not be used by me for any commercial purposes, provided, however, that I acknowledge and agree that nothing in this Agreement and Consent shall be interpreted so as to limit or impede: (i) the rights of the SEC or Topaz to have access to and examine such confidential information pursuant to the U.S. federal securities laws and the rules and regulations thereunder; or (ii) my ability to disclose such confidential information to the SEC or Topaz.

[Date/place, signature of the officer/employee indicated above]