Form 1 Page 1 Execution Page	UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 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	Date filed (MM/DD/YY): 06/29/12	OFFICIAL USE ONLY

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 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: Topaz Exchange, LLC
2. Provide the applicant's primary street address (Do not use a P.O. Box):
   60 Broad St.
   New York, NY 10004
3. Provide the applicant's mailing address (if different):
   n/a
4. Provide the applicant's business telephone and facsimile number:
   212-943-2400 (Telephone) 212-509-3955 (Facsimile)
5. Provide the name, title, and telephone number of a contact employee:
   Laura Clare, Assistant General Counsel, 212-897-0294
   (Name) (Title) (Telephone Number)
6. Provide the name and address of counsel for the applicant:
   Michael J. Simon, Esq.
   60 Broad St.
   New York, NY 10004
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):

   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): 05/30/12 (b) State/Country of formation: Delaware

   ~~(c) Statute under which applicant was organized: Delaware Limited Liability Company Act, 6 Del. C Section 18-101, 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.

Date: 06/29/12 (MM/DD/YY) Topaz Exchange, LLC (Name of applicant)

By: (Signature) Michael J. Simon, General Counsel, Secretary and Chief Regulatory Officer (Printed Name and Title)

Subscribed and sworn before me this 29th day of June (Month), 2012 (Year) by TRACY TANG (Notary Public)

My Commission expires 3/11/2014 County of Kings State of New York

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

TRACY TANG
Notary Public, State of New York
No. 02TA6070913
Qualified in Kings County
Commission Expires March 11, 2014