

Long-Term Stock Exchange, Inc.

Date of filing: February 26, 2019

Date as of which the information is accurate: February 26, 2019

**Exhibit J**

**A list of the officers, governors, members of all standing committees, or persons performing similar functions, who presently hold or have held their offices or positions during the previous year, indicating the following for each:**

1. **Name.**
2. **Title.**
3. **Dates of commencement and termination of term of office or position.**
4. **Type of business in which each is primarily engaged (e.g., floor broker, specialist, odd lot dealer, etc.)**

***Long-Term Stock Exchange Board of Directors (the “Exchange Board”)***

The Exchange Board will be composed of at least five directors. One director will be the Chief Executive Officer of the Exchange. The number of Non-Industry Directors, at least one of which must be an Independent Director, will equal or exceed the sum of the number of Industry Directors and Member Representative Directors. At least 20% of the directors on the Exchange Board will be Member Representative Directors, provided that if twenty percent of the Directors then serving on the Board is not a whole number, such minimum number of Member Representative Directors shall be rounded up to the next whole number.

If the Commission approves the Exchange’s Form 1 Application, LTSE Group, Inc., as the sole stockholder of the Exchange, will appoint interim Directors of the Board (the “Interim Board”) at a special meeting of the stockholder, which will include interim Member Representative Director(s). Upon the appointment of the interim Directors by the stockholder, the Interim Board would meet the Board composition requirements set forth in the Exchange’s Bylaws. The Interim Board members shall serve only until the first annual meeting of stockholder, which will be held prior to the company’s commencement of operations as an Exchange. Thereafter, the Exchange represents that it would complete the full nomination, petition, and voting process set forth in the Exchange’s Bylaws, which would provide persons that are approved as Members of the Exchange after the date that the Commission grants the Exchange’s registration as a national securities exchange with the opportunity to participate in the selection of Member Representative Directors as promptly as possible after the effective date of the Bylaws.

<b>Name</b>	<b>Corporate Title</b>	<b>Date of Commencement</b>	<b>Type of Business</b>
Eric Ries	Chief Executive Officer		Exchange Officer
TBD	Board Member		[Member Representative]
TBD	Board Member		[Non-Industry / Independent Director]
TBD	Board Member		[Non-Industry Director / Independent Director]
TBD	Board Member		[Non-Industry Director / Independent Director]

The Exchange anticipates that it will establish the Exchange Board committees listed below, each of which shall be comprised of at least three members. Charters for each of these committees are attached hereto.

***Appeals Committee Members***

<b>Name</b>	<b>Corporate Title</b>	<b>Date of Commencement</b>	<b>Type of Business</b>
TBD			[Independent Director]
TBD			[Independent Director]
TBD			[Member Representative Director]

***Audit Committee Members***

<b>Name</b>	<b>Corporate Title</b>	<b>Date of Commencement</b>	<b>Type of Business</b>
TBD			[Independent Director]
TBD			[Independent Director]
TBD			[Independent Director]

***Member Nominating Committee Members***

<b>Name</b>	<b>Corporate Title</b>	<b>Date of Commencement</b>	<b>Type of Business</b>
TBD			[Member Representative Member]
TBD			[Member Representative Member]
			[Member Representative Member]

***Nominating Committee Members***

<b>Name</b>	<b>Corporate Title</b>	<b>Date of Commencement</b>	<b>Type of Business</b>
TBD			[Independent Director]
TBD			[Independent Director]
TBD			[Independent Director]

***Regulatory Oversight Committee Members***

<b>Name</b>	<b>Corporate Title</b>	<b>Date of Commencement</b>	<b>Type of Business</b>
TBD			[Independent Director]
TBD			[Independent Director]
TBD			[Independent Director]

**Long-Term Stock Exchange Officers**

The current officers of the Exchange are listed below. If the Commission approves the Exchange's Form 1 Application, additional officers will be appointed.

<b>Name</b>	<b>Corporate Title</b>	<b>Date of Commencement</b>
Eric Ries	Chief Executive Officer	July 26, 2017

Addenda

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Addendum J-1

Audit Committee Charter of the Exchange

**LONG-TERM STOCK EXCHANGE, INC.**

***Audit Committee  
of the Board of Directors  
Charter***

**I. PURPOSE**

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Long-Term Stock Exchange, Inc. (the “Exchange”) shall assist the Board in fulfilling its responsibilities to oversee the (i) financial soundness and compliance resources of the Exchange; (ii) effectiveness of financial and compliance control processes related to operation of the Exchange; (iii) practices for reporting as a self-regulatory organization, exercising sound business risk management and ensuring ethical behavior; (iv) Exchange’s financial reporting process; (v) Exchange’s internal controls for information integrity; (vi) Exchange’s internal audit function; and (vii) Exchange’s enterprise risk and technology operations, including security and business continuity measures.

**II. ORGANIZATION AND MEMBERSHIP**

The Committee shall consist of at least three members, all of whom shall be Independent Directors, as defined in the Exchange’s Bylaws.

Each member of the Committee shall be financially literate, as such qualification is interpreted by the Board in its business judgment, and at least one member of the Committee must be an “audit committee financial expert” in accordance with U.S. Securities and Exchange Commission (“SEC”) rules. In setting the qualifications for members of the Committee, and in electing members to the Committee, the Board may take into consideration academic background, training in financial analysis or business management, business experience involving or requiring financial management analysis and such other factors as the Board may deem appropriate.

Members of the Committee shall be elected by the Board annually upon the recommendation of the Nominating Committee and, unless otherwise directed by the Board, shall serve one-year terms. Members may be removed by the Board at any time with or without cause. Membership on the Committee shall automatically end at such time as a member ceases to be a member of the Board. Upon the removal or resignation of a member, the Board may elect a successor to serve the remainder of the unexpired term. Vacancies in the membership of the Committee shall be promptly filled by an election of at least a majority of the Board, either at a regular meeting of the Board or at a special meeting of the Board called for that purpose, or by Unanimous Written Consent of the Board, in any case upon the nomination of the Nominating Committee.

One Independent Director of the Committee should be elected chairperson by the Board. If the Board fails to elect the Committee’s chairperson, the Committee will elect one Independent Director of the Committee as chairperson. The Exchange shall have the power to create subcommittees with such powers as the Committee shall from time to time confer.

### **III. STRUCTURE AND MEETINGS**

At all meetings of the Committee, a majority of the Committee members entitled to vote on a matter shall constitute a quorum for the transaction of business. Except as otherwise provided in the Exchange's Bylaws or required by the Board or applicable law, the approval of a majority of the Committee members present at any Committee meeting at which there is a quorum shall be required for any act of the Committee. Committee members may participate in a meeting in person or by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Any action required or permitted to be taken at a Committee meeting may be taken without a meeting if all Committee members consent thereto in writing, which shall include email or other electronic communication, and the written consent is filed with the minutes of proceedings of the Committee.

The Committee shall meet as often as is necessary or appropriate in its judgment, but at least four times a year, and shall report on the Committee's meeting activities, deliberations, findings and/or recommendations, as applicable, at each regular meeting of the Board. The Committee designee or, alternatively, the Secretary of the Exchange (the "Secretary"), shall ensure that the agenda for each meeting, together with any other relevant materials, is circulated to each Committee member as soon as is reasonably practicable in advance of the meeting. The Secretary or his or her designee shall maintain written minutes of the meetings. Meetings of the Committee shall be called by the Secretary at the request of the Committee chairperson or any other Committee member. The chairperson of the Committee will establish the agenda for each committee meeting.

### **IV. RESPONSIBILITIES AND DUTIES**

In carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Exchange's financial statements or any professional certification as to an independent auditor's work.

The responsibilities and duties set forth below are intended to be a guide and are provided with the understanding that the Committee may supplement them as appropriate. The Committee shall:

1. Review financial soundness, compliance resources and the effectiveness of financial and compliance control processes related to the operation of the Exchange.
2. Review overall practices for reporting as a self-regulatory organization, exercising sound business risk management and ensuring ethical behavior.
3. Review the Exchange's financial reporting process, as well as the financial information related to the Exchange and its operations, which is provided to the Exchange's sole stockholder, LTSE Group, Inc. ("Shareholder"), and regulatory authorities with jurisdiction over the Exchange, through:
  - (a) review of management reports;

- (b) meetings with the Chief Executive Officer (“CEO”), Chief Financial Officer and Chief Regulatory Officer of the Exchange;
  - (c) meetings with representatives of the external auditor(s) retained by the Shareholder; and
  - (d) meetings with the Exchange’s Internal Audit department or outsourced party responsible for the Exchange’s internal audit function (either party to be hereinafter referred to as the “Internal Audit department”).
4. Review the Exchange’s systems of internal controls, technology and information integrity established by management and the Board, through meetings with management of the Exchange, the Exchange’s Internal Audit department and the external auditor(s) for the Shareholder, including via executive sessions, and discuss with such parties any identified material weaknesses or significant deficiencies in internal controls, recommendations for remediation thereof and the status of such remediation.
  5. Review and discuss significant, substantive communications between the Exchange and the staff of the SEC’s Division of Trading and Markets, Division of Enforcement and/or Office of Compliance Inspections and Examinations.
  6. Select, evaluate and, where appropriate, replace any independent auditors retained by the Exchange to perform internal or other audit functions directly for the Exchange, it being understood that, for so long as the Exchange is a wholly-owned subsidiary of the Shareholder, the financial statements of the Exchange will be audited as part of the independent audit of the consolidated financial statements of the Shareholder by independent auditors selected by the Board of Directors of the Shareholder, with such selection to be reviewed and approved annually by the Committee, in consultation with the chairperson of the Finance and Audit Committee of the Board of Directors of the Shareholder.
  7. Review all activities of the Exchange’s internal audit function, including (i) selecting and determining the compensation of the head of the Internal Audit department; (ii) reviewing and approving the budget of the Internal Audit department, in consultation with management; (iii) reviewing and approving the annual audit plan, in consultation with management; and (iv) conducting an evaluation of the performance of the Internal Audit department on no less than an annual basis.
  8. Review enterprise risk management at the Exchange through meetings with the Exchange’s management and the Internal Audit department, as well as other members of management as the Committee deems appropriate, to discuss enterprise risk management issues and the effectiveness of the Exchange’s management of such risk.
  9. Oversee technology operations, including security and business continuity measures,

through regular meetings with members of management, as the Committee deems appropriate.

10. Report to the Board at each regular meeting of the Board.
11. Annually review and self-evaluate the performance of the Committee.
12. Annually, and at such other times the Committee deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
13. Perform any other activities consistent with this Charter as the Committee deems necessary or appropriate, or as the Board shall further delegate to the Committee.

#### **V. RESOURCES AND AUTHORITY OF THE COMMITTEE**

The Committee shall have the resources and authority appropriate to discharge its responsibilities and duties, including the authority to obtain advice and seek assistance from internal or external legal counsel and auditors, which may be, but need not be, the regular corporate counsel or auditor to the Exchange, as well as accounting and other advisors. The Exchange shall provide appropriate funding for the same. The Committee may invite other Board members, management, auditors or others to attend meetings and to provide pertinent information, as necessary and appropriate.

The CEO and VP of Engineering shall each report to the Committee as requested by the Committee. The Committee may also meet periodically with other management or with independent auditors, as necessary and appropriate. The head of the Exchange's Internal Audit department and/or any independent auditors shall have a direct line of report into the Committee and have free and open access to information deemed reasonably necessary to perform their assessments.

#### **VI. APPROVAL AND ADOPTION**

This Charter was approved and adopted effective as of \_\_\_\_\_, 201\_\_.

Addendum J-2

Regulatory Oversight Committee Charter of the Exchange

**LONG-TERM STOCK EXCHANGE, INC.**  
***Regulatory Oversight Committee***  
***of the Board of Directors***  
**Charter**

**I. PURPOSE**

The Regulatory Oversight Committee (the “Committee”) of the Board of Directors (the “Board”) of Long-Term Stock Exchange, Inc. (the “Exchange”) shall assist the Board in fulfilling its responsibilities to (i) monitor the adequacy and effectiveness of the Exchange’s regulatory program; (ii) review the adequacy and effectiveness of the supervisory and compliance programs in place for the Exchange or a facility of the Exchange; (iii) assess the Exchange’s regulatory performance; (iv) assist the Board and committees of the Board in reviewing the Exchange’s regulatory plan; and (v) review the overall effectiveness of the Exchange’s regulatory functions.

**II. ORGANIZATION AND MEMBERSHIP**

The Committee shall consist of at least three members, or such greater number as determined by the Board, all of whom shall be Independent Directors, as defined in the Exchange’s Bylaws.

Members of the Committee shall be elected by the Board annually upon the recommendation of the Nominating Committee and, unless otherwise directed by the Board, shall serve one-year terms. Members may be removed by the Board at any time with or without cause. Membership on the Committee shall automatically end at such time as a member ceases to be a member of the Board. Upon the removal or resignation of a member, the Board may elect a successor to serve the remainder of the unexpired term. Vacancies in the membership of the Committee shall be promptly filled by an election of at least a majority of the Board, either at a regular meeting of the Board or at a special meeting of the Board called for that purpose, or by Unanimous Written Consent of the Board, in any case upon the nomination of the Nominating Committee.

One member of the Committee should be elected chairperson by the Board. If the Board fails to elect the Committee’s chairperson, the Committee will elect one member of the Committee as chairperson. The Exchange shall have the power to create subcommittees with such powers as the Committee shall from time to time confer.

**III. STRUCTURE AND MEETINGS**

At all meetings of the Committee, a majority of the Committee members entitled to vote on a matter shall constitute a quorum for the transaction of business. Except as otherwise provided in the Exchange’s Bylaws or required by the Board or applicable law, the approval of a majority of the Committee members present at any Committee meeting at which there is a quorum shall be required for any act of the Committee.

Committee members may participate in a meeting in person or by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Any action required or permitted to be taken at a Committee meeting may be taken without a meeting if all Committee members consent thereto in writing, which shall include email or other electronic communication, and the written consent is filed with the minutes of proceedings of the Committee.

The Committee shall meet as often as is necessary or appropriate in its judgment, but at least four times a year, and shall report on the Committee's meeting activities, deliberations, findings and/or recommendations, as applicable, at each regular meeting of the Board. The Committee designee or, alternatively, the Secretary of the Exchange (the "Secretary"), shall ensure that the agenda for each meeting, together with any other relevant materials, is circulated to each Committee member as soon as is reasonably practicable in advance of the meeting. The Secretary or his or her designee shall maintain written minutes of the meetings. Meetings of the Committee shall be called by the Secretary at the request of the Committee chairperson or any other Committee member. The chairperson of the Committee will establish the agenda for each committee meeting.

#### **IV. RESPONSIBILITIES AND DUTIES**

The responsibilities and duties set forth below are intended to be a guide and are provided with the understanding that the Committee may supplement them as appropriate. The Committee shall:

1. Monitor the adequacy of the Exchange's regulatory program.
2. Review the adequacy and effectiveness of the Exchange's or a facility of the Exchange's supervisory and compliance programs.
3. Assess the Exchange's regulatory performance, and assist the Board and the Board's other committees in reviewing the Exchange's regulatory plan and overall effectiveness of the Exchange's regulatory functions, including, without limitation, through the review of:
  - (a) periodic reports of any outside organizations performing surveillance, examination, investigatory, disciplinary processes/enforcement and dispute resolution services on the Exchange's behalf pursuant to any Regulatory Services Agreement; and
  - (b) any reports received by the Exchange from regulatory agencies or third parties that pertain to the Exchange's performance of its regulatory or self-regulatory responsibilities.
4. Review significant regulatory changes made by other exchanges.

5. Meet with the Chief Regulatory Officer (“CRO”) during each meeting of the Committee and, as appropriate, with other employees of the Exchange to discuss the performance of the Exchange’s regulatory and self-regulatory functions, whether conducted internally or outsourced, including, among others, market surveillance, member examinations and enforcement.
6. Assess and confer with management with respect to:
  - (a) staffing and other resources for the Exchange’s compliance and regulatory programs;
  - (b) disciplinary and membership qualification rules and procedures;
  - (c) disciplinary sanctioning guidelines; and
  - (d) other matters bearing on the effectiveness of the Exchange’s surveillance program and enforcement matters.
7. Annually, in consultation with the Chief Executive Officer of the Exchange, on its own behalf and on behalf of the Board:
  - (a) establish individual, performance-based goals, including relative weightings for the CRO;
  - (b) conduct year-end performance evaluations of the CRO; and
  - (c) determine the compensation of the CRO, inclusive of base salary, target bonus, cash bonus award (if any), base salary adjustment (if any), target bonus adjustment (if any) and awarding of incentive based, non-cash compensation (if any), including, but not limited to, awards of stock options.
8. Annually, and at such other times the Committee deems appropriate, review the amount of revenues derived by the Exchange from regulatory fees and fines and verify that such revenues were used solely to fund the legal, regulatory and compliance functions of the Exchange.
9. Report to the Board at each regular meeting of the Board.
10. Annually review and self-evaluate the performance of the Committee.
11. Annually, and at such other times the Committee deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

12. Perform any other activities consistent with this Charter as the Committee deems necessary or appropriate, or as the Board shall further delegate to the Committee.

**V. RESOURCES AND AUTHORITY OF THE COMMITTEE**

The Committee shall have the resources and authority appropriate to discharge its responsibilities and duties, including the authority to obtain advice and seek assistance from internal or external legal counsel, which may be, but need not be, the regular corporate counsel to the Exchange, and other advisors. The Exchange shall provide appropriate funding for the same. The Committee may invite other Board members, management, auditors or others to attend meetings and to provide pertinent information, as necessary and appropriate.

**VI. APPROVAL AND ADOPTION**

This Charter was approved and adopted effective as of \_\_\_\_\_, 201\_\_.

Addendum J-3  
Nominating Committee Charter of the Exchange

**LONG-TERM STOCK EXCHANGE, INC.**  
***Nominating Committee***  
***of the Board of Directors***  
**Charter**

**I. PURPOSE**

The Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Long-Term Stock Exchange, Inc. (the “Exchange”) shall assist the Board in (i) developing and recommending governance policies to the Board; (ii) nominating candidates for election to the Board at the annual stockholder meeting and all other vacant or new Director positions on the Board (other than Member Representative Director positions, as defined in the Bylaws of the Exchange); (iii) nominating Director candidates and committee chairpersons to serve on Board committees; and (iv) overseeing the annual self-evaluations of the Board, its Independent Directors and each Board committee.

**II. ORGANIZATION AND MEMBERSHIP**

The Committee shall consist of at least three members, or such greater number as determined by the Board, all of whom shall be Independent Directors, as defined in the Exchange’s Operating Agreement.

Pursuant to the Exchange’s Bylaws, each member of the Committee shall be elected annually by the stockholders. The Committee, after completion of the Committee’s duties for nominating Directors for election to the Board for a given year, shall nominate candidates to serve on the succeeding year’s Committee, with such candidates to be voted on by the stockholders at the annual stockholder meeting. Vacancies in the membership of the Committee shall be promptly filled by an election of at least a majority of the Board, either at a regular meeting of the Board or at a special meeting of the Board called for that purpose, or by Unanimous Written Consent of the Board, in any case upon the nomination of the Nominating Committee.

One Independent Director of the Committee should be elected chairperson by the Board. If the Board fails to elect the Committee’s chairperson, the Committee will elect one Independent Director of the Committee as chairperson. The Exchange shall have the power to create subcommittees with such powers as the Committee shall from time to time confer.

**III. STRUCTURE AND MEETINGS**

At all meetings of the Committee, a majority of the Committee members entitled to vote on a matter shall constitute a quorum for the transaction of business. Except as otherwise provided in the Exchange’s Bylaws or required by the Board or applicable law, the approval of a majority of the Committee members present at any Committee meeting at which there is a quorum shall be required for any act of the Committee. Committee members may participate in a meeting in person or by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Any action required or permitted to be taken at a Committee meeting may be taken without a meeting if all Committee members consent thereto in writing, which shall include email or other electronic communication, and the written consent is filed with the minutes of proceedings of the Committee.

The Committee shall meet as often as is necessary or appropriate in its judgment, but at least once a year, and shall report on the Committee's activities, deliberations, findings and/or recommendations, as applicable, at each regular meeting of the Board. The Committee designee or, alternatively, the Secretary of the Exchange (the "Secretary"), shall ensure that the agenda for each meeting, together with any other relevant materials, is circulated to each Committee member as soon as is reasonably practicable in advance of the meeting. The Secretary or his or her designee shall maintain written minutes of the meetings. Meetings of the Committee shall be called by the Secretary at the request of the Committee chairperson or any other Committee member. The chairperson of the Committee will establish the agenda for each committee meeting.

#### **IV. RESPONSIBILITIES AND DUTIES**

The responsibilities and duties set forth below are intended to be a guide and are provided with the understanding that the Committee may supplement them as appropriate. The Committee shall:

1. Review the implementation and effectiveness of the Exchange's Bylaws, committee Charters, Board Charters and other governing documents, as well as conflicts of interest policies, and recommend modifications to the Board as necessary and appropriate.
2. Review current best practices in corporate governance and make recommendations to the Board as appropriate.
3. Oversee orientation of new Directors.
4. Oversee annual self-evaluation of the Board and its Independent Directors.
5. Oversee annual self-evaluation process for each committee of the Board, which includes making a determination as to whether each committee of the Board requires an annual self-evaluation.
6. Nominate candidates for election to the Board at the annual stockholder meeting, as well as to all other vacant or new Director positions on the Board (other than Member Representative Director positions).
7. Nominate Director candidates and committee chairpersons to serve on the committees of the Board, including the Committee itself.
8. Develop and adopt guidelines for qualifications of new Directors, including desired qualifications, experience, background and skill sets.
9. Evaluate the performance, skills and relevant experience of Directors being considered for re-nomination.
10. Report to the Board at each regular meeting of the Board.
11. Annually review and self-evaluate the performance of the Committee.

12. Annually, and at such other times the Committee deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
13. Perform any other activities consistent with this Charter as the Committee deems necessary or appropriate, or as the Board shall further delegate to the Committee.

**V. RESOURCES AND AUTHORITY OF THE COMMITTEE**

The Committee shall have the resources and authority appropriate to discharge its responsibilities and duties, including the authority to obtain advice and seek assistance from internal or external legal counsel, which may be, but need not be, the regular corporate counsel to the Exchange, as well as internal and external accounting or other advisors. The Committee shall have the sole authority to retain and terminate any external consulting firms or any search firm to be used to identify Independent Director candidates, including sole authority to approve the fees and other retention terms of any such consulting firm or search firm. The Exchange shall provide appropriate funding for the same. The Committee may invite other Board members, management, auditors or others to attend meetings and to provide pertinent information, as necessary and appropriate.

**VI. APPROVAL AND ADOPTION**

This Charter was approved and adopted effective as of \_\_\_\_\_, 201\_.

Addendum J-4

Member Nominating Committee Charter of the Exchange

**LONG-TERM STOCK EXCHANGE, INC.**  
***Member Nominating Committee***  
***of the Board of Directors***  
**Charter**

**I. PURPOSE**

LTSE Group, Inc., as the sole stockholder (“Stockholder”) of Long-Term Stock Exchange, Inc. (the “Exchange”), shall elect the members of the Member Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) for the purpose of identifying, approving and submitting candidates for election to the position of Member Representative Director, as defined in the Exchange’s Bylaws.

**II. ORGANIZATION AND MEMBERSHIP**

The Committee shall consist of at least three members, or such greater number as determined by the Board, all of whom shall be Member Representative members, as defined in the Exchange’s Bylaws.

Pursuant to the Exchange’s Bylaws, each member of the Committee shall be elected annually by the stockholders and shall qualify as a Member Representative member. The Committee, after completion of the Committee’s duties for nominating Directors for election to the Board for a given year, shall nominate candidates to serve on the succeeding year’s Committee, with such candidates to be voted on by the stockholders at the annual stockholder meeting. Vacancies in the membership of the Committee shall be promptly filled by an election of at least a majority of the Board, either at a regular meeting of the Board or at a special meeting of the Board called for that purpose, or by Unanimous Written Consent of the Board.

One member of the Committee should be elected chairperson by the Board. If the Board fails to elect the Committee’s chairperson, the Committee will elect one member of the Committee as chairperson.

**III. STRUCTURE AND MEETINGS**

At all meetings of the Committee, a majority of the Committee members entitled to vote on a matter shall constitute a quorum for the transaction of business. Except as otherwise provided in the Exchange’s Bylaws or required by the Board or applicable law, the approval of a majority of the Committee members present at any Committee meeting at which there is a quorum shall be required for any act of the Committee. Committee members may participate in a meeting in person or by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Any action required or permitted to be taken at a Committee meeting may be taken without a meeting if all Committee members consent thereto in writing, which shall include email or other electronic communication, and the written consent is filed with the minutes of proceedings of the Committee.

The Committee shall meet as often as is necessary or appropriate in its judgment, and shall report its findings and/or recommendations, as applicable, at each regular meeting of the Board. The Committee designee or, alternatively, the Secretary of the Exchange (the “Secretary”), shall ensure that the agenda for each meeting, together with any other relevant materials, is circulated to each

Committee member as soon as is reasonably practicable in advance of the meeting. The Secretary or his or her designee shall maintain written minutes of the meetings. Meetings of the Committee shall be called by the Secretary at the request of the Committee chairperson or any other Committee member. The chairperson of the Committee will establish the agenda for each committee meeting.

#### **IV. RESPONSIBILITIES AND DUTIES**

The responsibilities and duties set forth below are intended to be a guide and are provided with the understanding that the Committee may supplement them as appropriate. The Committee shall:

1. Consult with the Nominating Committee and solicit comments from Exchange Members regarding candidates for Member Representative Director positions.
2. Approve and submit to the Nominating Committee candidates for Member Representative Director positions.
3. Nominate individuals to fill vacancies in the Member Representative Director positions.
4. Report to the Board at each regular meeting of the Board.
5. Annually review and self-evaluate the performance of the Committee.
6. Annually, and at such other times the Committee deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
7. Perform any other activities consistent with this Charter as the Committee deems necessary or appropriate, or as the Board shall further delegate to the Committee.

#### **V. RESOURCES AND AUTHORITY OF THE COMMITTEE**

The Committee shall have the resources and authority appropriate to discharge its responsibilities and duties, including the authority to obtain advice and seek assistance from internal or external legal counsel, which may be, but need not be, the regular corporate counsel to the Exchange, and internal or external accounting or other advisors. The Exchange shall provide appropriate funding for the same. The Committee may invite other Board members, management, auditors or others to attend meetings and to provide pertinent information, as necessary and appropriate.

#### **VI. APPROVAL AND ADOPTION**

This Charter was approved and adopted effective as of \_\_\_\_\_, 201\_.

Addendum J-5

Appeals Committee Charter of the Exchange

**LONG-TERM STOCK EXCHANGE, INC.**  
***Appeals Committee***  
***of the Board of Directors***  
**Charter**

**I. PURPOSE**

The Appeals Committee (the “Committee”) of the Board of Directors (the “Board”) of Long-Term Stock Exchange, Inc. (the “Exchange”) shall preside over all appeals related to disciplinary and adverse action determinations in accordance with rules adopted by the Exchange (“Exchange Rules”).

**II. ORGANIZATION AND MEMBERSHIP**

The Committee shall consist of two Independent Directors and one Member Representative Director, each as defined in the Exchange’s Bylaws.

Members of the Committee shall be elected by the Board annually upon the recommendation of the Nominating Committee and, unless otherwise directed by the Board, shall serve one-year terms. Members may be removed by the Board at any time with or without cause. Membership on the Committee shall automatically end at such time as a member ceases to be a member of the Board. Upon the removal or resignation of a Committee member, the Board may elect a successor to serve the remainder of the unexpired term. Vacancies in the membership of the Committee shall be promptly filled by an election of at least a majority of the Board, either at a regular meeting of the Board or at a special meeting of the Board called for that purpose, or by Unanimous Written Consent of the Board, in any case upon the nomination of the Nominating Committee.

One member of the Committee should be elected chairperson by the Board. If the Board fails to elect the Committee’s chairperson, the Committee will elect one member of the Committee as chairperson. The Exchange shall have the power to create subcommittees with such powers as the Committee shall from time to time confer.

**III. STRUCTURE AND MEETINGS**

At all meetings of the Committee, a majority of the Committee members entitled to vote on a matter shall constitute a quorum for the transaction of business. Except as otherwise provided in the Exchange’s Bylaws or required by the Board or applicable law, the approval of a majority of the Committee members present at any Committee meeting at which there is a quorum shall be required for any act of the Committee. Committee members may participate in a meeting in person or by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Any action required or permitted to be taken at a Committee meeting may be taken without a meeting if all Committee members consent thereto in writing, which shall include email or other electronic communication, and the written consent is filed with the minutes of proceedings of the Committee.

The Committee shall meet as often as is necessary or appropriate in its judgment, set prompt hearing dates in response to applications for hearings, and shall report its findings and/or recommendations, as applicable, at each regular meeting of the Board. The Committee designee or, alternatively, the Secretary of the Exchange (the “Secretary”), shall ensure that the agenda for each

meeting, together with any other relevant materials, is circulated to each Committee member as soon as is reasonably practicable in advance of the meeting. The Secretary or his or her designee shall maintain written minutes of the meetings. Meetings of the Committee shall be called by the Secretary at the request of the Committee chairperson or any other Committee member. The chairperson of the Committee will establish the agenda for each committee meeting.

#### **IV. RESPONSIBILITIES AND DUTIES**

The responsibilities and duties set forth below are intended to be a guide and are provided with the understanding that the Committee may supplement them as appropriate. The Committee shall:

1. Preside over all appeals related to disciplinary and adverse action determinations in accordance with Exchange Rules.
2. Review the record of an appealed hearing and written exceptions filed by the parties.
3. Make determinations on the appropriateness of opening the appeal record for introduction of evidence or the hearing of argument.
4. Make determinations respecting all questions concerning the admissibility of evidence in a hearing.
5. Question any parties and witnesses to the hearing proceeding, as determined appropriate.
6. Decide whether or not to overturn appealed disciplinary and adverse action determinations.
7. Report to the Board at each regular meeting of the Board.
8. Annually review and self-evaluate the performance of the Committee.
9. Annually, and at such other times the Committee deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
10. Perform any other activities consistent with this Charter as the Committee deems necessary or appropriate, or as the Board shall further delegate to the Committee.

#### **V. RESOURCES AND AUTHORITY OF THE COMMITTEE**

The Committee shall have the resources and authority appropriate to discharge its responsibilities and duties, including the authority to obtain advice and seek assistance from internal or external legal counsel, which may be, but need not be, the regular corporate counsel to the Exchange, and other advisors. The Exchange shall provide appropriate funding for the same. The Committee may invite other Board members, management, auditors or others to attend meetings and to provide pertinent information, as necessary and appropriate.

**VI. APPROVAL AND ADOPTION**

This Charter was approved and adopted effective as of \_\_\_\_\_, 201\_.