

**MEMX LLC**

**Date of filing: September 9, 2019**

**Date as of which information is accurate: September 9, 2019**

**EXHIBIT C**

**For each subsidiary or affiliate of the applicant, and for any entity with whom the applicant has a contractual or other agreement relating to the operation of an electronic trading system to be used to effect transactions on the exchange (“System”), provide the following information:**

- 1. Name and address of organization.**
- 2. Form of organization (e.g., association, corporation, partnership, etc.).**
- 3. Name of state and statute citation under which organized. Date of incorporation in present form.**
- 4. Brief description of nature and extent of affiliation.**
- 5. Brief description of business or functions. Description should include responsibilities with respect to operation of the System and/or execution, reporting, clearance, or settlement of transactions in connection with operation of the System.**
- 6. A copy of the constitution.**
- 7. A copy of the articles of incorporation or association including all amendments.**
- 8. A copy of existing by-laws or corresponding rules or instruments.**
- 9. The name and title of the present officers, governors, members of all standing committees, or persons performing similar functions.**
- 10. An indication of whether such business or organization ceased to be associated with the applicant during the previous year, and a brief statement of the reasons for termination of the association.**

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## **MEMX Holdings LLC**

1. *Name:* MEMX Holdings LLC  
*Address:* 545 Washington Blvd, Newport Office Center IV, Jersey City, NJ 07310
2. *Form of organization:* Limited Liability Company
3. *Name of state, statute citation under which organized, and date of incorporation in present form:* Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.), on September 6, 2018, and amended and restated on January 22, 2019.
4. *Brief description of nature and extent of affiliation:* MEMX LLC is a subsidiary of MEMX Holdings LLC. MEMX Holdings LLC directly holds 99.5% of the equity of MEMX LLC and indirectly holds the other 0.5% of the equity of MEMX LLC through its 100% ownership of MEMX SubCo LLC.
5. *Brief description of business or functions:* MEMX Holdings LLC is a holding company which directly holds 99.5% of the equity of MEMX LLC, 99.5% of MEMX Execution Services LLC, 100% of the equity of MEMX SubCo LLC (which owns 0.5% of MEMX LLC and 0.5% of MEMX Execution Services LLC) and 100% of MEMX Technologies LLC. MEMX Holdings LLC will be the entity through which the ultimate owners of the applicant indirectly hold their ownership interest in the applicant and its affiliates.
6. *A copy of the constitution:* Not applicable
7. *A copy of the articles of incorporation or association including all amendments:* Attached as Exhibit C-1 is the Certificate of Formation of MEMX Holdings LLC dated September 6, 2018, and the Amended and Restated Certification of Formation of MEMX Holdings LLC dated January 22, 2019.
8. *A copy of existing by-laws or corresponding rules or instruments:* Attached as Exhibit C-2 is the Third Amended and Restated Limited Liability Company Agreement of MEMX Holdings LLC dated September 5, 2019.
9. *The name and title of the present officers, governors, members of all standing committees, or persons performing similar functions:*

### Directors and Observers of MEMX Holdings LLC.

The following persons are the directors of MEMX Holdings LLC:

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<b>Directors and Alternate Directors</b>		
<b>Nominating Class A Member</b>	<b>Director Name</b>	<b>Alternate Director Name</b>
Citadel Securities Principal Investments LLC	Jamil Nazarali	Donnie Phillips
Virtu Getco Investments, LLC	Douglas Cifu	Andrew Smith
Banc of America Strategic Investments Corporation	Pankil Patel	Mitsu Narang
Strategic Investments I, Inc.	Zheng Wang	Paul O'Donnell
E*TRADE Financial Corporation	Michael Curcio	Christopher Larkin
Devonshire Investors (Delaware) LLC	Thomas Tesauro	Derrick Chan
The Charles Schwab Corporation	Jason Clague	Jeffrey Starr
Datek Online Management Corp.	Steve Quirk	J.J. Kinahan

<b>Observers</b>		
<b>Appointing Class A Member</b>	<b>Observer Name</b>	<b>Alternate Observer Name</b>
UBS Americas Inc.	Vlad Khandros	Hyder Jaffrey

Officers of MEMX Holdings LLC

The following persons are the officers of MEMX Holdings LLC:

<b>Title</b>	<b>Name</b>	<b>Commencement Date</b>	<b>Termination Date</b>
Chief Executive Officer	Jonathan Kellner		
Chief Financial Officer	[TBD]		
Chief Operating Officer	Thomas Fay		
Chief Regulatory Officer	[TBD]		
Chief Technology Officer	Dominick Paniscotti		
Chief People Officer	Lindsay Gilliam		

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General Counsel and Secretary	Anders Franzon		
Chief Information Security Officer	[TBD]		

Committees of MEMX Holdings LLC

1. Finance and Audit Committee of MEMX Holdings LLC: The following persons are members of the Finance and Audit Committee of MEMX Holdings LLC:  
  
Zheng Wang, Chair  
Jason Clague  
Michael Curcio  
Vlad Khandros (Observer)
2. Technology and Operations Committee of MEMX Holdings LLC: The following persons are members of the Technology and Operations Committee of MEMX Holdings LLC:  
  
Andrew Smith, Chair  
Derrick Chan  
Michael Curcio  
Pankil Patel  
Donnie Phillips  
Vlad Khandros (Observer)
3. Compensation Committee of MEMX Holdings LLC: The following persons are members of the Compensation Committee of MEMX Holdings LLC:  
  
Doug Cifu, Chair  
Jamil Nazarali  
Steve Quirk  
Zheng Wang
4. Governance, Legal and Regulatory Committee of MEMX Holdings LLC: The following persons are members of the Governance, Legal and Regulatory Committee of MEMX Holdings LLC:  
  
Jamil Nazarali, Chair  
Doug Cifu  
Michael Curcio  
Paul O'Donnell  
Donnie Phillips

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10. *An indication of whether such business or organization ceased to be associated with the applicant during the previous year, and a brief statement of the reasons for termination of the association:* Not applicable

## **MEMX SubCo LLC**

1. *Name:* MEMX SubCo LLC  
*Address:* 545 Washington Blvd, Newport Office Center IV, Jersey City, NJ 07310
2. *Form of organization:* Limited Liability Company
3. *Name of state and statute citation under which organized, and date of incorporation in present form:* Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.), on May 7, 2019
4. *Brief description of nature and extent of affiliation:* MEMX SubCo LLC directly owns 0.5% of the equity of MEMX LLC. In addition, MEMX SubCo LLC is a wholly-owned subsidiary of MEMX Holdings LLC, which directly holds 99.5% of the equity of MEMX LLC.
5. *Brief description of business or functions:* MEMX SubCo LLC holds 0.5% interests in MEMX LLC and MEMX Execution Services LLC.
6. *A copy of the constitution:* Not applicable
7. *A copy of the articles of incorporation or association including all amendments:* Attached as Exhibit C-3 is the Certificate of Formation of MEMX SubCo LLC dated May 7, 2019.
8. *A copy of existing by-laws or corresponding rules or instruments:* Attached as Exhibit C-4 is the Amended and Restated Limited Liability Company Agreement of MEMX SubCo LLC dated September 5, 2019.
9. *The name and title of the present officers, governors, members of all standing committees, or persons performing similar functions:* None. MEMX SubCo LLC's sole member and managing member is MEMX Holdings LLC.
10. *An indication of whether such business or organization ceased to be associated with the applicant during the previous year, and a brief statement of the reasons for termination of the association:* Not applicable

## MEMX LLC

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### MEMX Technologies LLC

1. *Name:* MEMX Technologies LLC  
*Address:* 545 Washington Blvd, Newport Office Center IV, Jersey City, NJ 07310
2. *Form of organization:* Limited Liability Company
3. *Name of state and statute citation under which organized, and date of incorporation in present form:* Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.), on October 3, 2018
4. *Brief description of nature and extent of affiliation:* MEMX Technologies LLC is a wholly-owned subsidiary of MEMX Holdings LLC.
5. *Brief description of business or functions:* MEMX Technologies LLC is the entity that holds intellectual property (such intellectual property originally may be developed or licensed by MEMX Technologies or developed by MEMX LLC or MEMX Holdings LLC and assigned to MEMX Technologies LLC). Such intellectual property relates to and will be used in the business and operations of MEMX Holdings LLC and MEMX LLC. MEMX Technologies LLC will license such intellectual property to MEMX LLC and MEMX Holdings LLC.
6. *A copy of the constitution:* Not applicable
7. *A copy of the articles of incorporation or association including all amendments:* Attached as Exhibit C-5 is the Certificate of Formation of MEMX Technologies LLC dated October 3, 2018 and the Amended and Restated Certificate of Formation of MEMX Technologies LLC dated January 22, 2019.
8. *A copy of existing by-laws or corresponding rules or instruments:* Attached as Exhibit C-6 is the Limited Liability Company Agreement of MEMX Technologies LLC dated October 3, 2018.
9. *The name and title of the present officers, governors, members of all standing committees, or persons performing similar functions:* None. MEMX Technology LLC's sole member and managing member is MEMX Holdings LLC. MEMX Technologies has no officers or committees.
10. *An indication of whether such business or organization ceased to be associated with the applicant during the previous year, and a brief statement of the reasons for termination of the association:* Not applicable

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**MEMX Execution Services LLC**

1. *Name:* MEMX Execution Services LLC  
*Address:* 545 Washington Blvd, Newport Office Center IV, Jersey City, NJ 07310
2. *Form of organization:* Limited Liability Company
3. *Name of state and statute citation under which organized, and date of incorporation in present form:* Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.), on May 9, 2019
4. *Brief description of nature and extent of affiliation:* MEMX Holdings LLC owns 99.5% of MEMX Execution Services LLC, and 99.5% of MEMX LLC. In addition, MEMX Holdings owns 100% of MEMX SubCo LLC, which owns 0.5% MEMX Execution Services LLC.
5. *Brief description of business or functions:* MEMX Execution Services LLC will act as the routing broker for the exchange, MEMX LLC.
6. *A copy of the constitution:* Not applicable
7. *A copy of the articles of incorporation or association including all amendments:* Attached as Exhibit C-7 is the Certificate of Formation of MEMX Execution Services LLC dated May 7, 2019.
8. *A copy of existing by-laws or corresponding rules or instruments:* Attached as Exhibit C-8 is the Limited Liability Company Agreement of MEMX Execution Services LLC dated May 7, 2019.
9. *The name and title of the present officers, governors, members of all standing committees, or persons performing similar functions:* The managing member of MEMX Execution Services LLC is MEMX Holdings LLC. [Officers TBD]
10. *An indication of whether such business or organization ceased to be associated with the applicant during the previous year, and a brief statement of the reasons for termination of the association:* Not applicable