

THE NASDAQ STOCK MARKET

Waive-In Membership Application Form

To qualify for Waive-In Membership in The NASDAQ Stock Market LLC (NASDAQ), the applicant must be an approved National Association of Securities Dealers, Inc. (NASD) member. An applicant is eligible to automatically become a NASDAQ member and to automatically register all associated persons whose registrations are approved with NASD in registration categories recognized by NASDAQ. To apply, please complete and submit this Waive-In Application Form and Membership Agreement and the NASDAQ Services Agreement using the enclosed postage-paid envelope or via certified or first class mail, courier or messenger service to:

The NASDAQ Stock Market
Membership Department
1735 K Street, NW
Washington, DC 20006-1506
Attention: Karin Marshall
NQX Membership Application Processing

Applicants are required to update any information submitted in this Application Form when and if it becomes inaccurate or incomplete after submission.

Part I

A. General Company Information

FIRM APPLICANT NAME DATE

ADDRESS

CITY STATE ZIP

CENTRAL REGISTRATION DEPOSITORY® (CRD) NUMBER

DESIGNATED EXAMINING AUTHORITY

CONTACT NAME (FOR QUESTIONS CONCERNING THIS APPLICATION) CONTACT TITLE

TELEPHONE

FACSIMILE

EMAIL

B. Nature of Activity on NASDAQ

Please check the business activity(ies) in which the firm intends to engage as a NASDAQ member. If this is not the same business activity that the firm currently engages in as an NASD member, the applicant must, pursuant to NASDAQ Rule 1017, apply for approval to effect a material change in business operations, before NASDAQ membership is approved.

- Market Maker
- Order Entry Firm
- Electronic Communications Network/Alternative Trading System
- Other: _____

C. Personnel

Please provide the name and Central Registration Depository (CRD) number of the person primarily responsible for the firm's NASDAQ trading activity:

NAME

TITLE

CENTRAL REGISTRATION DEPOSITORY (CRD) NUMBER

EMAIL

D. Executive Representative

Please provide the name and CRD number of the NASDAQ Executive Representative, as required pursuant to NASDAQ Rule 1150:

NAME

TITLE

CENTRAL REGISTRATION DEPOSITORY (CRD) NUMBER

EMAIL

Part II

Registration Transfers

NASDAQ will effect an automatic registration, via CRD, of all Associated Persons whose registrations with the firm under current NASD Rules are active in the following registration categories:

- Series 6 (Limited Representative, Investment Company and Variable Contracts Products)
- Series 7 (General Securities Representative)
- Series 9/10 (General Securities Sales Supervisor)
- Series 11 (Assistant Representative Order Processing)
- Series 17 (United Kingdom - Limited General Securities Registered Representative)
- Series 24 (General Securities Principal)
- Series 26 (Limited Principal, Investment Company and Variable Contracts Products)
- Series 27 (Financial and Operations Principal)
- Series 28 (Introducing Broker/Dealer Financial and Operations Principal)
- Series 37/38 (Canada - Limited General Securities Registered Representative)
- Series 55 (Equity Trader)
- Series 62 (Corporate Securities Representative)

NASDAQ Membership Agreement

FIRM APPLICANT NAME

CENTRAL REGISTRATION DEPOSITORY (CRD) NUMBER

In connection with this application for membership in The Nasdaq Stock Market LLC (NASDAQ), and in the event that this application is approved for NASDAQ membership, the Applicant hereby agrees to abide by the terms and conditions set forth below:

The Applicant undertakes to (1) engage only in those business activities permissible pursuant to its membership agreement(s) with NASDAQ, the National Association of Securities Dealers, Inc., the New York Stock Exchange, and any other Self-Regulatory Organization of which the Applicant is a member; (2) obtain the prior approval of NASDAQ pursuant to NASDAQ Rule 1017 before removing or modifying any restrictions imposed on permissible business activities or before effecting any material change in business operations; and (3) file a written notice and application with NASDAQ at least 30 days prior to effecting a change in the ownership or control of the Applicant pursuant to NASDAQ Rule 1017, in circumstances where required by the Rule.

The Applicant also agrees:

- A. To comply with the federal securities laws, the rules and regulations thereunder, the NASDAQ rules and all rulings, orders, directions and decisions issued and sanctions imposed under the NASDAQ rules;
- B. To pay such dues, assessments and other charges in the manner and amount as from time to time shall be fixed pursuant to the NASDAQ rules;
- C. That this Agreement has been executed on behalf of, and with the authority of, the above-named Applicant.

The Undersigned and Applicant represent that the information and statements contained within the application and other information filed are current, true, and complete. The undersigned and the Applicant further represent that to the extent that any information submitted is not amended, such information is currently accurate and complete and agree that the information contained in the Applicant's Uniform Application for Broker-Dealer Registration (Form BD) will be kept current and accurate by proper amending of the Form BD as changes occur. Applicant further represents that the registrations for waived-in Associated Persons registered with NASDAQ will be kept current by proper amending of Form U4 & Form U5.

This agreement becomes effective upon NASDAQ's registration as a national securities exchange with the Securities and Exchange Commission.

By:

PRINT NAME

TITLE

SIGNATURE DATE

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