

FORM 1 INSTRUCTIONS

A. GENERAL INSTRUCTIONS

1. Form 1 is the application for registration as a national securities exchange or an exchange exempt from registration pursuant to Section 5 of the Securities Exchange Act of 1934 (“Exchange Act”).
2. **UPDATING** - A registered exchange or exchange exempt from registration pursuant to Section 5 of the Exchange Act must file amendments to Form 1 in accordance with Exchange Act Rule 6a-2.
3. **CONTACT EMPLOYEE** - The individual listed on the Execution Page (Page 1) of Form 1 as the contact employee must be authorized to receive all contact information, communications, and mailings, and is responsible for disseminating such information within the applicant’s organization.
4. **FORMAT**
 - Attach an Execution Page (Page 1) with original manual signatures.
 - Please type all information.
 - Use only the current version of Form 1 or a reproduction.
5. If the information called for by any Exhibit is available in printed form, the printed material may be filed, provided it does not exceed 8 1/2 X 11 inches in size.
6. If any Exhibit required is inapplicable, a statement to that effect shall be furnished in lieu of such Exhibit.
7. All materials required by Form 1 must be filed with the Commission in paper and also posted on a publicly accessible Internet Web site controlled by the applicant.
8. **WHERE TO FILE AND NUMBER OF COPIES** - Submit one original and two copies of Form 1 to: SEC, Division of Market Regulation, Office of Market Supervision, 450 Fifth Street, NW, Washington, DC 20549.
9. **PAPERWORK REDUCTION ACT DISCLOSURE**
 - Form 1 requires an exchange seeking to register as a national securities exchange or seeking an exemption from registration as a national securities exchange pursuant to Section 5 of the Exchange Act to provide the Securities and Exchange Commission (“SEC” or “Commission”) with certain information regarding the operation of the exchange.
 - Form 1 also requires national securities exchanges or exchanges exempt from registration based on limited volume to update certain information on a periodic basis.
 - An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number. Sections 3(a)(1), 5, 6(a) and 23(a) authorize the Commission to collect information on this Form 1 from exchanges. See 15 U.S.C. §§78c(a)(1), 78e, 78f(a) and 78w(a).
 - Any member of the public may direct to the Commission any comments concerning the accuracy of the burden estimate on the facing page of Form 1 and any suggestions for reducing this burden.
 - Form 1 is designed to enable the Commission to determine whether an exchange applying for registration is in compliance with the provisions of Sections 6 and 19 of the Exchange Act. Form 1 is also designed to enable the Commission to determine whether a national securities exchange or exchange exempt from registration based on limited volume is operating in compliance with the Exchange Act.
 - It is estimated that an exchange will spend approximately [47] hours completing the initial application on Form 1 pursuant to Exchange Act Rule 6a-1. It is also estimated that each exchange will spend approximately [25] hours to prepare each annual amendment to Form 1 pursuant to Rule 6a-2.
 - It is mandatory that an exchange seeking to operate as a national securities exchange or as an exchange exempt from registration based on limited volume file Form 1 with the Commission. It is also mandatory that national securities exchanges or exchanges exempt from registration based on limited volume file amendments to Form 1 under Rule 6a-2.

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- No assurance of confidentiality is given by the Commission with respect to the responses made in Form 1. The public has access to the information contained in Form 1.
- This collection of information has been reviewed by the Office of Management and Budget (“OMB”) in accordance with the clearance requirements of 44 U.S.C. §3507. The applicable Privacy Act system of records is SEC-2 and the routine uses of the records are set forth at 40 FR 39255 (August 27, 1975) and 41 FR 5318 (February 5, 1976).

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B. EXPLANATION OF TERMS

APPLICANT - The entity or organization filing an application for registration or an exemption for registration, or amending any such application on this Form 1.

AFFILIATE - Any person that, directly or indirectly, controls, is controlled by, or is under common control with, the applicant.

BENEFICIAL OWNERSHIP – shall have the same meaning, with respect to any security or other ownership interest, as set forth in Rule 13d-3 under the Exchange Act, as if (and whether or not) such security or other ownership interest were a voting equity security registered under Section 12 of the Exchange Act; provided that to the extent any person beneficially owns any security or other ownership interest solely because such person is a member of a group within the meaning of Section 13(d)(3) of the Exchange Act, such person shall not be deemed to beneficially own such security or other ownership interest for purposes of this Form 1, unless such person has the power to direct the vote of such security or other ownership interest.

BOARD - Shall mean the Board of Directors or Board of Governors of the exchange, or any equivalent body.

CONTROL - The possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through ownership of voting securities, by contract, or otherwise. A person is presumed to control another person if the person:

- (1) is a director, general partner or officer exercising executive responsibility (or having similar status or functions);
- (2) directly or indirectly has the right to vote 25 percent or more of a class of voting securities or has the power to sell or direct the sale of 25 percent or more of a class of voting securities; or
- (3) in the case of a partnership, has the right to receive, upon dissolution, or has contributed, 25 percent or more of the capital.

DIRECTOR - Shall mean a member of the Board.

DISCLOSURE ENTITY – Shall mean (1) the applicant and (2) any facility of the applicant.

FACILITY – Shall have the same meaning as in Section 3(a)(2) of the Exchange Act.

IMMEDIATE FAMILY MEMBER – Shall mean a person's spouse, parents, children, and siblings, whether by blood, marriage, or adoption, or anyone residing in such person's home.

MEMBER - Shall have the same meaning as in Section 3(a)(3) of the Exchange Act.

NATIONAL SECURITIES EXCHANGE - Shall mean any exchange registered pursuant to Section 6 of the Exchange Act.

PERSON – Shall have the same meaning as in Section 3(a)(9) of the Exchange Act.

PERSON ASSOCIATED WITH A MEMBER - Shall have the same meaning as in Section 3(a)(21) of the Exchange Act.

REGISTERED PUBLIC ACCOUNTING FIRM – Shall have the same meaning as in Section 2(a)(12) of the Sarbanes-Oxley Act of 2002.

REGULATORY SUBSIDIARY – Shall mean any person that, directly or indirectly, is controlled by the applicant and that provides, whether pursuant to contract, agreement or rule, regulatory services to or on behalf of the applicant.

RELATED PERSON - Shall mean,

- (1) with respect to any member of an applicant that is a broker or dealer, any related person as defined in Rule 6a-5 under the Exchange Act; or
- (2) with respect to any other person:
 - (a) any affiliate of the person; and
 - (b) in the case of a person that is a natural person, any immediate family member of such person, or any immediate family member of such person's spouse, who, in each case, has the same home as such person or who is a director or officer of the Disclosure Entity or any of its parents or subsidiaries.

SHARE – Shall mean a share of stock in a corporation or unit of interest in an unincorporated person.

SRO TRADING FACILITY – Shall mean any facility of a national securities exchange that executes orders in securities.

Form 1 Page 2	<p align="center">UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549</p> <p align="center">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</p>	OFFICIAL USE	OFFICIAL USE ONLY
<p align="center">DO NOT WRITE BELOW THIS LINE - FOR OFFICIAL USE ONLY</p> <p>EXHIBITS</p> <p>File all Exhibits with an application for registration as a national securities exchange or exemption from registration pursuant to Section 5 of the Exchange Act and Rule 6a-1, or with amendments to such application pursuant to Rule 6a-2. For each Exhibit, include the name of the applicant, the date upon which the Exhibit was filed and the date as of which the information is accurate (if different from the date of the filing). If any Exhibit required is inapplicable, a statement to that effect shall be furnished in lieu of such Exhibit. For purposes of Exhibits A, B, C, D, E, F, G, H, and I, the term “applicant” includes any facility that is a separate legal entity and any regulatory subsidiary of the applicant. Therefore, the applicant must file as part of these Exhibits the information specified in these Exhibits with respect to any such facility and regulatory subsidiary of the applicant.</p> <p>Exhibit A A copy of the constitution, articles of incorporation or association with all subsequent amendments, and of existing by-laws or corresponding rules or instruments, whatever the name, of the applicant.</p> <p>Exhibit B A copy of all written rulings, settled practices having the effect of rules, and interpretations of the Board or any committee of the applicant in respect of any provisions of the constitution, by-laws, rules, or trading practices of the applicant, which are not included in Exhibit A.</p> <p>Exhibit C Describe the composition, structure and responsibilities of the Board of the applicant. This description should include:</p> <ol style="list-style-type: none"> 1. A list of all directors who presently hold or have held their positions during the previous year, indicating the following for each: (a) name; (b) title; (c) dates of commencement and termination of term or position; (d) type of business in which each is primarily engaged; (e) whether the director is an “independent director” as defined in 17 C.F.R. 240.6a-5 and the basis for the affirmative determination that such director is an independent director; and (f) any affiliations or relationships that reasonably could affect the director’s independent judgment or decision-making as a director. 2. If the Chairman of the Board (“Chairman”) and Chief Executive Officer (“CEO”) are the same person, indicate the director that is designated as the lead independent director under 17 CFR 240.6a-5. 3. A discussion of the authority of the Board, including any powers of the Board to delegate its authority to management or any executive board or committee. 4. A discussion of the lines of authority between the Chairman and CEO (or between any lead independent director and the CEO when the CEO is the Chairman). 5. The method established by the Board for interested parties to communicate their concerns regarding any matter within the authority or jurisdiction of a Standing Committee directly to the independent directors, as required by 17 CFR 240.6a-5. <p>Exhibit D A list of the officers of the applicant who presently hold or have held their offices or positions during the previous year, indicating the following for each: (a) name; (b) title; (c) dates of commencement and termination of term of office; (d) type of business in which each is primarily engaged (<u>e.g.</u> floor broker, specialist, odd lot dealer, etc.); and (e) responsibilities.</p>			

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Exhibit E	<p>Describe the composition, structure, and responsibilities of any executive board and each committee of the applicant (including Board committees, non-Board committees, mixed Board and non-Board committees, and executive board committees). Include a chart or charts that illustrate fully the governance structure of the applicant. In addition, for each applicant, provide:</p> <ol style="list-style-type: none"> 1. A list of members of any executive board and each committee (including Board committees, non-Board committees, mixed Board and non-Board committees, and executive board 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: (a) name; (b) title; (c) dates of commencement and termination of term of office or position; (d) type of business in which each is primarily engaged; and (e) any affiliations or relationships that reasonably could affect the executive board or committee member's independent judgment or decision-making. 2. A copy of the written charter for each Standing Committee, as defined in 17 CFR 240.6a-5. 		
Exhibit F	<p>Provide:</p> <ol style="list-style-type: none"> 1. A copy of the governance guidelines of the applicant. 2. A copy of the code of conduct and ethics for directors, officers, and employees of the applicant. 3. A disclosure of any waivers of the code of conduct and ethics for directors, officers or employees of the applicant. 		
Exhibit G	<p>Provide a chart or charts illustrating fully the internal organizational structure of the applicant. The chart or charts should indicate the internal divisions or departments; the responsibilities of each such division or department; and the reporting structure of each division or department, including its oversight by committees (or their equivalent).</p>		
Exhibit H	<p>With regard to the regulatory program of the applicant, provide the following information:</p> <ol style="list-style-type: none"> 1. Describe fully the regulatory program of the applicant, including member firm regulation, market surveillance, enforcement, listing qualifications, arbitration, rulemaking and interpretation, and the process for assessment and development of regulatory policy. 2. Describe the independence of the regulatory program of the applicant from the market operations and other commercial interests of the applicant. 3. Provide a copy of any delegation plan or other contract or agreement relating to regulatory services that are provided or will be provided to the applicant by another self-regulatory organization, a regulatory subsidiary of the applicant, or a regulatory subsidiary of another self-regulatory organization. 4. Discuss any significant changes planned for the regulatory program of the applicant. 5. Discuss fully any new significant regulatory issues that have arisen or any significant events that have taken place, including any technology or trading issues, that relate to or otherwise may affect the applicant's regulatory responsibilities or the operation of its regulatory program, and discuss the effect these significant issues or events may have on the mission, strategy, and future operations of the applicant's regulatory program. 		

<p>Form 1 Page 4</p>	<p align="center">UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549</p> <p align="center">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</p>	<p align="center">OFFICIAL USE</p>	<p align="center">OFFICIAL USE ONLY</p>
<p>Exhibit I</p>	<p>For the latest fiscal year, audited financial statements of the applicant that are prepared in accordance with, or in the case of a foreign applicant, reconciled with, United States generally accepted accounting principles, and are covered by a report prepared by a registered public accounting firm. In addition to the foregoing, for the applicant, provide the following information:</p> <ol style="list-style-type: none"> 1. Financial information regarding the applicant, including a comparison to the same figures for the prior fiscal year and estimated figures for the next fiscal year, as follows: <ol style="list-style-type: none"> a. The percentage of the applicant’s total annual budget devoted to regulatory activities, in the aggregate and itemized by program area, including supervision of members, surveillance activities, and disciplinary activities; b. The percentage of the applicant’s total annual revenues devoted to regulatory activities, in the aggregate and itemized by program area, including supervision of members, surveillance activities, and disciplinary activities; c. The total dollar amount of the applicant’s annual revenues and expenses, in the aggregate and itemized by program area, itemized on the basis of the following categories and sub-categories, and any other categories that incorporate the applicant’s revenues and expenses, with each category annotated as appropriate to further a clear understanding of the nature of the revenues and expenses reported; <ol style="list-style-type: none"> i. Revenues, including: <ol style="list-style-type: none"> A. Regulatory fees, including member dues and assessments and similar fees, for the purpose of funding regulation, itemized by category; B. Other member dues and assessments not included in subparagraph 1.c.i.A. above; C. Transaction fees, transaction services fees, trading privileges fees, and similar fees, itemized by category; D. Market information fees, including market data fees, itemized by product; E. Fines and penalties resulting from disciplinary and enforcement actions; F. Fees paid by issuers, including listing fees and issuer services; G. Investments, including dividend and interest income; H. Other revenues, itemized as appropriate. ii. Direct expenses incurred for the applicant’s regulatory activities, including supervision of members, surveillance activities, and disciplinary activities not included in allocated costs reported under subparagraph 1.c.iii. below, including, but not limited to: <ol style="list-style-type: none"> A. Personnel expenses, including compensation expenses; B. Compensation schedules for the Chief Regulatory Officer and all other senior regulatory personnel, including bonus ranges; C. Training; D. Expenses incurred in connection with examinations, investigations, and enforcement actions, reported separately; E. Information technology expenses, itemized by categories including data center costs, systems hardware and software, systems consultant fees, and electronic surveillance systems; F. Costs associated with any contract or other agreement with a regulatory subsidiary or another self-regulatory organization that provides (whether pursuant to contract, agreement, or rule) regulatory services to or on behalf of the applicant, disclosed separately; 		

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<p style="margin-left: 40px;"> G. Occupancy and other overhead expenses; H. Professional services, including auditing; I. Depreciation and amortization; and J. Other expenses, itemized as appropriate. </p> <p> iii. Allocated expenses incurred by non-regulatory personnel attributable to regulation-related activities of other divisions and offices or personnel of other divisions and offices that are not formally a part of the exchange or exchange's regulatory program, including, but not limited to: </p> <ul style="list-style-type: none"> A. Personnel expenses, based on a stated percentage of employee hours devoted to regulation-related activities; B. Information technology expenses; C. Occupancy and other overhead expenses; and D. Other allocated costs including, but not limited to legal fees related to regulatory activities and expenses of regulatory and business conduct committees. <ol style="list-style-type: none"> 2. An itemization of non-regulatory expenses, including, but not limited to, personnel expenses, program expenses, systems and other technology expenses, consultants and advisors, and overhead. 3. A discussion of information necessary to an understanding of the financial condition of the applicant and any material changes in its financial condition. 4. A discussion of any unusual or infrequent events or transactions or any significant economic changes that have had a material effect on the financial condition of the applicant and any known demands, commitments, events or uncertainties that would result in or are reasonably likely to result in a material change in financial condition. The discussion should focus on material events and uncertainties known to management that would cause reported financial information not to be necessarily indicative of future financial condition. 5. A description of any significant business development involving the applicant, including reorganization, merger or consolidation, acquisition or disposition of significant assets, or any other material change in the business or operations of the applicant. 6. A description of all material contracts and all material related party transactions. In this context, "material" contracts and related party transactions are those to which the applicant or any facility or regulatory subsidiary of the applicant is a party; any director, nominee for director, officer, member, lessee, or any immediate family member of any of the foregoing is also a party; and either the amount involved exceeds \$60,000 or it is not a contract made in the ordinary course of business of the applicant or any facility or regulatory subsidiary of the applicant. 7. A description of material commitments by the applicant for expenditures as of the end of the latest fiscal period, and indicate the general purpose of such commitments and the anticipated source of funds needed to fulfill such commitments. 8. Any charitable contributions of the applicant in excess of \$1,000, whether made directly or indirectly, to a charity in which an executive officer or director of the applicant, or any of their immediate family members, is an executive officer or director of the charity. 9. A table detailing the compensation of the five most highly compensated executives of the applicant, which table shall be modeled after the compensation table required to be disclosed by public reporting companies in Item 402(b) of Regulation S-K. 			

Form 1 Page 6	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	OFFICIAL USE	OFFICIAL USE ONLY
	<p>10. A description of the material terms of the employment agreements of the five most highly compensated executives of the applicant.</p> <p>11. A description of the compensation provided to directors.</p> <p>Exhibit J For each affiliate of the applicant (unless the information has been provided pursuant to Exhibit I), provide separate financial statements for the latest fiscal year. Such financial statements shall consist, at a minimum, of a balance sheet and an income statement and a statement of cash flows with such footnotes and other disclosures as are necessary to avoid rendering the financial statements misleading. If any affiliate is required by another Commission rule to submit annual financial statements, a statement to that effect, with a citation to the other Commission rule, may be provided along with a copy of the financial statements prepared pursuant to such other Commission rule.</p> <p>Exhibit K For each affiliate of the applicant and for any unaffiliated entity that operates an SRO trading facility, provide the following information (unless the information has been provided pursuant to another Exhibit to this form):</p> <ol style="list-style-type: none"> 1. Name and address of organization. 2. Form of organization (<u>e.g.</u>, 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 SRO trading facility and/or execution, reporting, clearance, or settlement of transactions in connection with operation of the SRO trading facility. <p>In addition to the foregoing, for each affiliate of the applicant and for any unaffiliated entity that operates an SRO trading facility, provide the following information (unless the information has been provided pursuant to another Exhibit to this form):</p> <ol style="list-style-type: none"> 1. A copy of the constitution. 2. A copy of the articles of incorporation or association, including all amendments. 3. A copy of existing by-laws or corresponding rules or instruments. 4. The name and title of the present officers, governors, members of all standing committees, or persons performing similar functions. 5. 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. 		

Form 1 Page 7	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	OFFICIAL USE	OFFICIAL USE ONLY
Exhibit L	<p>Describe the manner of operation of any SRO trading facility. This description should include the following:</p> <ol style="list-style-type: none"> 1. The means of access to the SRO trading facility. 2. Procedures governing entry and display of quotations and orders in the SRO trading facility. 3. Procedures governing the execution, reporting, clearance and settlement of transactions in connection with the SRO trading facility. 4. Proposed fees. 5. Procedures for ensuring compliance with SRO trading facility usage guidelines. 6. The hours of operation of the SRO trading facility, and the date on which applicant intends to commence operation of the SRO trading facility. 7. Attach a copy of the users' manual. 8. If the applicant proposes to hold funds or securities on a regular basis, describe the controls that will be implemented to ensure safety of those funds or securities. 		
Exhibit M	<p>A complete set of all forms pertaining to:</p> <ol style="list-style-type: none"> 1. Application for membership, participation, or subscription to the applicant. 2. Application for approval as a person associated with a member, participant, or subscriber of the applicant. 3. Any other similar materials. 		
Exhibit N	<p>A complete set of all forms of financial statements, reports, or questionnaires required of members, participants, subscribers, or any other users relating to financial responsibility or minimum capital requirements for such members, participants, or any other users. Provide a table of contents listing the forms included in this Exhibit N.</p>		
Exhibit O	<p>A complete set of documents comprising the applicant's listing applications, including any agreements required to be executed in connection with listing and a schedule of listing fees. If the applicant does not list securities, provide a brief description of the criteria used to determine what securities may be traded on the exchange. Provide a table of contents listing the forms included in this Exhibit O.</p>		
Exhibit P	<p>Provide an organizational chart showing the relationship between and among the applicant, any facility of the applicant, and any affiliate(s) of the applicant or a facility of the applicant. In addition, provide the following information for the applicant and each facility and affiliate:</p> <ol style="list-style-type: none"> 1. Full legal name. 2. The form of organization (<u>e.g.</u>, corporation, limited liability company) and the jurisdiction and statute citation under which the applicant, the facility or the affiliate is organized. 3. Ownership structure. 4. Whether the applicant, facility or affiliate is a reporting issuer under Section 12 of the Exchange Act. 5. Whether the applicant, facility or affiliate is registered with the Commission as a broker or dealer, investment adviser, or otherwise. 6. Whether and how a facility or affiliate possesses the power, directly or indirectly, to direct or cause the direction of the management and policies of the applicant, whether through ownership of voting securities, by contract, or otherwise. 7. Specifically describe the ability of the facility or affiliate, through governance provisions or otherwise, to exercise any influence or control over the applicant's regulatory responsibilities. 		

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<p>Exhibit Q Provide the following information:</p> <ol style="list-style-type: none"> 1. A description of each class or series of outstanding securities or other ownership interest (including debt) of each Disclosure Entity that includes: <ol style="list-style-type: none"> a. The title of the class of securities or other ownership interest; b. The total number of securities or other ownership interest issued and outstanding; c. Any restrictions on ownership, voting, transfers, or other disposition of such securities or other ownership interest; d. If the securities are publicly traded, the market(s) where they trade; and e. Any other material information relating to ownership of the Disclosure Entity. 2. Provide the following information with regard to any person, alone or together with its Related Persons, that directly or indirectly beneficially owns more than 5% of any class of securities or other ownership interest in a Disclosure Entity: <ol style="list-style-type: none"> a. If the person is a corporation, general partnership, limited partnership, syndicate or other group of persons, provide the following information: <ol style="list-style-type: none"> i. Name; ii. The state or other place of its organization; iii. Its principal business; iv. The address of its principal business; and v. The address of its principal office. b. If the person is a natural person, provide the following information: <ol style="list-style-type: none"> i. Name; ii. Residence or business address; and iii. Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. iv. Whether such person is an officer or director of the Disclosure Entity. c. For each person, state the aggregate number and percentage of the shares of a class of securities or other ownership interest that are beneficially owned. In addition: <ol style="list-style-type: none"> i. Indicate the aggregate number of shares or ownership interest as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition. ii. If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities or other ownership interest, a statement to that effect should be included in response to this provision and, if such interest relates to more than 5% of the securities or other ownership interest, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of an employee benefit plan, pension fund or endowment fund is not required. 			

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<p>3. Separately identify each Related Person whose ownership in a Disclosure Entity is included in the calculation of beneficial ownership required to be disclosed pursuant to Paragraph 2 of this Exhibit Q, and state the aggregate number and percentage of shares of a class of securities or ownership interest that are beneficially owned. In addition:</p> <ol style="list-style-type: none"> a. Indicate the aggregate number of shares or ownership interest as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition. b. If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities or other ownership interest, a statement to that effect should be included in response to this provision and, if such interest relates to more than 5% of the securities or other ownership interest, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of an employee benefit plan, pension fund or endowment fund is not required. c. Indicate whether the Related Person is an officer or director of the Disclosure Entity. <p>4. In determining, for purposes of this Exhibit Q, any percentage of a class of any security of a Disclosure Entity, such class shall be deemed to consist of the outstanding securities of such class, exclusive of any securities of such class held by or for the account of the Disclosure Entity or a subsidiary of the Disclosure Entity.</p> <p>5. For each person and its Related Person, state whether and how such person, alone or with its Related Persons, possesses the power, directly or indirectly, to direct or cause the direction of the management or policies of the Disclosure Entity, whether through ownership of voting securities, by contract, or otherwise.</p> <p>6. If the Disclosure Entity is a partnership, provide a list of all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, more than 5% of the partnership's capital.</p> <p>7. Describe any contracts, arrangements, understandings or relationships (legal or otherwise) among the persons identified in Paragraphs 2.a, 2.b, and 3 of this Exhibit Q and between such persons and any other person with respect to any securities or other ownership interest of the Disclosure Entity, including but not limited to transfer or voting of any of the securities or other ownership interest, finder's fees, joint ventures, loan or option arrangements, put or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, and name the persons with whom such contracts, arrangements, understandings or relationships have been entered into. Include such information for any of the securities or other ownership interest that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities or other ownership interest, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.</p>			

<p>Form 1 Page 10</p>	<p align="center">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</p>	<p align="center">OFFICIAL USE</p>	<p align="center">OFFICIAL USE ONLY</p>
<p>Exhibit R</p> <p>Exhibit S</p> <p>Exhibit T</p> <p>Exhibit U</p>	<p>Describe the applicant’s criteria for membership. Describe conditions under which members may be subject to suspension or termination with regard to access to the exchange. Describe any procedures that will be involved in the suspension or termination of a member.</p> <p>Provide an alphabetical list of all members, participants, subscribers or other users, including the following information:</p> <ol style="list-style-type: none"> 1. Name; 2. Date of election to membership or acceptance as a participant, subscriber or other user; 3. Principal business address and telephone number; 4. If member, participant, subscriber or other user is an individual, the name of the entity with which such individual is associated and the relationship of such individual to the entity (<u>e.g.</u>, partner, officer, director, employee, etc.); 5. Describe the type of activities primarily engaged in by the member, participant, subscriber, or other user (<u>e.g.</u>, floor broker, specialist, odd lot dealer, other market maker, proprietary trader, non-broker dealer, inactive or other functions). A person shall be “primarily engaged” in an activity or function for purposes of this item when that activity or function is the one in which that person is engaged for the majority of their time. When more than one type of person at an entity engages in any of the six types of activities or functions enumerated in this item, identify each type (<u>e.g.</u>, proprietary trader, Registered Competitive Trader and Registered Competitive Market Maker) and state the number of members, participants, subscribers, or other users in each; and 6. The class of membership, participation or subscription or other access. <p>Provide a schedule for each of the following:</p> <ol style="list-style-type: none"> 1. The securities listed on the applicant or any facility of the applicant, indicating for each the name of the issuer and a description of the security; 2. The securities admitted to unlisted trading privileges, indicating for each the name of the issuer and a description of the security; 3. The unregistered securities admitted to trading on the applicant or any facility of the applicant that are exempt from registration under Section 12(a) of the Act. For each security listed, provide the name of the issuer and a description of the security, and the statutory exemption claimed (<u>e.g.</u>, 17 CFR 240.12a-6); and 4. Other securities traded on the applicant or any facility of the applicant, including for each the name of the issuer and a description of the security. 5. If a class of securities of the applicant, an SRO trading facility of the applicant, or any affiliate of the applicant or an SRO trading facility of the applicant, is listed on, approved for trading on, or trades pursuant to the rules of, the applicant, an explanation of the process for monitoring initial and ongoing compliance by the security with the applicant’s listing rules and trading in the security by the applicant’s members, as well as the process for enforcing the applicant’s listing rules, trading rules and federal securities laws with respect to the listing and trading of the securities. <p>Provide the name and address for the location of the applicant’s books and records.</p>		