

**EXHIBIT 3**



**ORGANIZATION MEMBERSHIP APPLICATION**

A. Applicant Information		
Full legal name of Applicant Organization (must be a registered broker dealer with the Securities and Exchange Commission):		
CRD No.	SEC No. 8-	Tax ID No.
Main office address:		
Phone:	Type of Entity:	Corporation      Partnership      LLC
Name of individual completing application:		
Email Address:	Phone:	
Will PHLX be your Designated Examining Authority ("DEA")?		
Yes ~ Must provide ALL required supplemental material with this application ( <b>See</b> Sections N, O and P) No ~ Provide the SRO assigned as DEA for Applicant Organization _____		
B. Nature of Intended Activity (Check all that apply)		
<b>OPTIONS PARTICIPANTS</b>  <b>Floor Participants</b> Specialist Registered Options Trader ("ROT") Streaming Quote Trader ("SQT") Floor Broker  <b>Off-Floor Participants</b> Order Entry Remote Market Maker Organization Remote Specialist	<b>EQUITY PARTICIPANTS</b>  <b>Equity Trading</b> NASDAQ OMX PSX Provide primary MPID _____  Market Maker Order Entry	<b>SRO Membership</b>  PHLX DEA
C. Equity Clearing	D. Options Clearing	
Please note that PHLX requires <b>all</b> Members to provide an account number with NSCC for purposes of direct debit pursuant to Exchange Rules. Provide the NSCC account number which can be utilized for purposes of this requirement.	All options participants <b>must</b> provide an executed clearing letter of guarantee.	

<p><b>National Securities Clearing Corporation ("NSCC")</b></p> <p>Self-Clearing NSCC Account No.: _____</p> <p>Agreement with clearing agent NSCC Account No.: _____ Name of broker dealer acting as clearing agent: _____</p>	<p><b>The Options Clearing Corporation ("OCC")</b></p> <p>Self-Clearing OCC Account No.: _____ Requires clearing guarantee attached as <b>Appendix A.</b></p> <p>Agreement with clearing agent OCC Account No.: _____ Name of broker dealer acting as clearing agent: _____</p> <p>Requires clearing guarantee attached as <b>Appendix B.</b></p>
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**E. Qualifying Permit Holder Designation (Rules 907, 908 and 921)**

Each member organization is required to designate a qualifying permit holder who must be an officer or partner associated with the organization. Therefore, Applicant certifies that the below named individual will act as its qualifying permit holder.

Qualifying Permit Holder:	Title:
Date of Birth:	Social Security No.:
Phone:	Email:

**F. Executive Representative Designation (Rule 921(b))**

Each member organization is required to designate an executive representative who will be the sole person entitled to exercise such member organization's voting and designation rights set forth in PHLX By-Law Article II. Therefore, Applicant organization certifies that the below-named individual is qualified to act as its executive representative.

Executive Representative:	Title:
Email:	Phone:

**G. Compliance Officer**

Provide the name of the individual within your organization that is responsible for compliance.

Compliance Officer:	Title:
Email:	Phone:

**H. Billing Information (Rule 909)**

Each member organizations must provide a valid National Securities Clearing Corporation ("NSCC") account number for purposes of permitting the Exchange to debit any undisputed fees, fines and charges. Please provide a billing contact that should be designated to receive monthly invoices via email.

Billing Contact:	Title:
Email:	Phone:

**I. Emergency Management**

At least two individuals must be designated as an Initial Point of Contact who would serve as 24/7 contacts in the event that an emergency arises outside of normal business hours. Please provide all information requested for both individuals.

<b>Primary Contact:</b>	Title:
Email:	Business Phone:
Cell:	Home Phone:

Secondary Contact:		Title:
Email:		Business Phone:
Cell:		Home Phone:
<b>J. Statutory Disqualification Disclosure</b>		
Pursuant to the Securities Exchange Act of 1934, PHLX may deny or condition trading privileges or bar an individual from becoming associated with a member organization, who is subject to a statutory disqualification. The term, statutory disqualification, is defined under section 3(a)(39)(F) of the Act.		
The Applicant organization does <b>NOT</b> have any person(s) associated with or employed by the Applicant organization that may be subject to statutory disqualification.		
The Applicant organization <b>DOES</b> have person(s) associated with or employed by the Applicant organization that may be subject to statutory disqualification. Attach the following information for each individual: <ul style="list-style-type: none"> <li>a. Name and social security number.</li> <li>b. Description of responsibilities within the organization.</li> <li>c. All documents relating to the disqualification.</li> <li>d. Explanation of action taken or approval by another SRO regarding the individual.</li> </ul>		
<b>K. Affiliates</b>		
Does Applicant have any affiliates conducting securities transactions that are not registered with the Securities and Exchange Commission?		
Yes		No
<b>L. Office Space</b>		
Each office of a member organization shall not be occupied jointly with any non-member unless the requirement has been waived by PHLX Rule 603. Does Applicant share office space with a non-member (BD or non-BD)?		
Yes		No
<b>M. Signatures</b>		
We hereby represent that, we have read and understand the above information and that the answers and attachments are, to the best of our knowledge and belief, true and correct. In consideration of admission to membership in the <b>NASDAQ OMX PHLX LLC</b> , we hereby pledge to submit to and abide by the By-Laws and Rules of the Organization, as now existing and as hereafter duly amended from time to time.		
Authorized Applicant Signature:		Date:
Print Name:		Title:
Executive Representative Signature:		Date:
Print Name:		Title:
Qualifying Permit Holder Signature:		Date:
Print Name:		Title:
<b>N. Supplemental Material</b>		
<b>All</b> applicants must provide the following documents with this application:		
Completed Individual Membership Application in the name of the qualifying permit holder as designated in Section E.		
A copy of the Applicant's most recent FOCUS Report.		
\$350.00 non-refundable application fee payable to: NASDAQ OMX PHLX, Inc. (fee <b>does not</b> apply if Applicant intends to engage in business only on PSX equity platform).		

**ATTESTATION:** An applicant that is an approved member of The NASDAQ Stock Market ("NQX") or NASDAQ OMX BX ("BX") shall have the option to apply for membership on PHLX through an expedited process pursuant to PHLX Rule 910(f)(3). Applicants who are eligible for this expedited review must execute the below attestation and submit the supplemental material requested in Section N above.

I hereby certify that \_\_\_\_\_ (Applicant) is operating as an approved member of NQX BX and that the material provided as part of its previous NASDAQ application remains complete and accurate and that there has been no substantial change to the business operations of Applicant.

Authorized Applicant Signature:	Date:
Print Name:	Title:

#### O. Additional Supplemental Material

Applicants **not eligible** for an expedited process pursuant to PHLX Rule 910(f)(3) must also submit the following:

Summary of Applicant's business plan addressing type of business intended to be conducted on PHLX.

Evidence of established clearing arrangement.

Fully-executed NASDAQ OMX U.S. Services Agreement.

Organizational chart identifying the Applicant's supervisory structure by associated person. This chart must identify **all** of Applicant's associated persons and should include names, titles, licenses/registrations and CRD numbers.

***Please see PHLX Rules 611 through 620 for information on PHLX registration and qualification requirements.***

Applicant's Written Supervisory Procedures ("WSP") Manual (Rule 748(g)) including AML and BCP procedures if under separate cover.

Applicant's Designated Examining Authority's (DEA) most recent examination results.

Certificate of Insurance (Rule 652) if Applicant will be located on the PHLX trading floor.

Additionally, if the Applicant is a:

Corporation; include executed NASDAQ OMX PHLX, Inc. Corporate Exhibits

Partnership; include an executed copy of the firm's Partnership Agreement

Limited Liability Company; include Operating Agreement and Articles of Organization or Certificate of Formation

#### P. Additional Supplemental Material

Applicants for which PHLX will be the **Designated Examining Authority** must also submit the following:

Branch Office Disclosure Form pursuant to PHLX Rule 748. (**Appendix C**)

Confirmation of required funds into a verifiable account of the firm, or if an existing firm, a FOCUS Filing or net capital computation with supporting documents for Allowable Assets.

Annual Audit Report

If Applicant answered yes in Section L – Office Space, a description of business operations conducted, blueprints, identification of common areas, communication lines and information barriers specific to shared space.

Verification of error account, Floor Broker Error Account Notification Form, if applicable. (**Appendix D**)

Evidence of Fidelity Bond coverage pursuant to PHLX Rule 705.

PAIB (Proprietary Account of Introducing Broker Dealers) Agreement from clearing firm.

Confirmation of U4 registrations for all off-floor traders, director / owner of the firm.

If the firm has a Joint Back Office ("JBO") Arrangement with its clearing firm, provide a copy of the agreement. The firm must employ or have access to a qualified Series 27 Financial and Operations Principal ("FINOP").

Notification of Applicant's intent to use Electronic Storage Media ("ESM") for maintenance and archiving records pursuant to SEA Rule 17a-4(f), if applicable.

#### Q. Application Filing Instructions

Questions may be directed to NASDAQ OMX Membership at +1 215 496 5159 or +1 215 496 5322.

Applications and supplemental material should be submitted by email to: [membership@nasdaqomx.com](mailto:membership@nasdaqomx.com).

**APPENDIX A**

To be submitted by Applicants who are direct members of The Options Clearing Corporation

To: NASDAQ OMX (“NASDAQ”) Membership Department

From: \_\_\_\_\_  
(Individual Completing Form)

\_\_\_\_\_  
(Participant Organization)

Re: Options Market Participant Letter of Guarantee

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The Participant noted above is an approved member of The Options Clearing Corporation (“OCC”) and an approved Participant of:

- NASDAQ OMX PHLX LLC (“PHLX”)**
- NASDAQ Options Market (“NOM”)**
- NASDAQ OMX BX Options Market (“BX Options”)**

The Participant, as a Self-Clearing Member and in accordance with NASDAQ rules,<sup>1</sup> accepts financial responsibility for all transactions entered into by the Participant on NASDAQ. This letter shall be deemed to be a Letter of Guarantee and shall remain in effect until a written notice of revocation has been filed with NASDAQ Member Regulation. Any such revocation shall in no way relieve the Participant of its responsibility for Exchange transactions guaranteed prior to the effective date of the revocation.

Accepted and agreed to this date: \_\_\_\_\_

Clearing Member OCC Number: \_\_\_\_\_

Clearing Member National Securities  
Clearing Corporation (“NSCC”) Number:<sup>2</sup> \_\_\_\_\_

Clearing Member Representative Signature: \_\_\_\_\_

\_\_\_\_\_  
(phone number)

\_\_\_\_\_  
(print name/title)

**Please return executed form to:**

NASDAQ OMX Membership Department  
1900 Market Street, 2nd Floor  
Philadelphia, PA 19103  
[membership@nasdaqomx.com](mailto:membership@nasdaqomx.com)

<sup>1</sup> See PHLX Rule 911; NOM Chapter VII, Sec. 8; BX Options Chapter VII, Sec. 8

<sup>2</sup> See PHLX Rule 909; NOM Chapter XV, Section 1; BX Options Chapter XV, Sec. 1. If the NSCC Number provided is not affiliated with the Clearing Member, an additional written authorization signed by a representative of the NSCC Member must accompany this Letter of Guarantee.

**APPENDIX B**

To be submitted by Applicants with a third party clearing arrangement.

To: NASDAQ OMX (“NASDAQ”) Membership Department

From: \_\_\_\_\_

(Individual Completing Form)

\_\_\_\_\_  
(Participant Organization)

Re: Options Market Participant Letter of Guarantee

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The Participant noted above has represented to the undersigned Clearing Member, a member of The Options Clearing Corporation (“OCC”), that it is an approved participant of:

- NASDAQ OMX PHLX LLC (“PHLX”)**
- NASDAQ Options Market (“NOM”)**
- NASDAQ OMX BX Options Market (“BX Options”)**

The undersigned Clearing Member, in accordance with NASDAQ rules,<sup>1</sup> accepts financial responsibility for all transactions made by the above referenced Participant when such transactions are executed through the undersigned Clearing Member. This letter shall be deemed to be a Letter of Guarantee and shall remain in effect until a written notice of revocation has been filed with NASDAQ Member Regulation. Any such revocation shall in no way relieve the undersigned Clearing Member of responsibility for Exchange transactions guaranteed prior to the effective date of the revocation.

Accepted and agreed to this date: \_\_\_\_\_

Clearing Member Organization: \_\_\_\_\_

Clearing Member OCC Number: \_\_\_\_\_

Clearing Member National Securities  
Clearing Corporation (“NSCC”) Number:<sup>2</sup> \_\_\_\_\_

Clearing Member Representative Signature: \_\_\_\_\_

\_\_\_\_\_  
(phone number)

\_\_\_\_\_  
(print name/title)

**Please return executed form to:**  
NASDAQ OMX Membership Department  
1900 Market Street, 2nd Floor  
Philadelphia, PA 19103

<sup>1</sup> See PHLX Rule 911; NOM Chapter VII, Sec. 8; BX Options Chapter VII, Sec. 8

<sup>2</sup> See PHLX Rule 909; NOM Chapter XV, Sec. 1; BX Options Chapter XV, Sec. 1. If the NSCC Number provided is not affiliated with the Clearing Member, an additional written authorization signed by a representative of the NSCC Member must accompany this Letter of Guarantee.

**APPENDIX C**

To be submitted by all Applicants for which PHLX will be the Designated Examining Authority.

NASDAQ OMX PHLX LLC (“PHLX” or “Exchange”) Branch Office Disclosure Form	
Please indicate the purpose of this filing:	
<b>Initial</b>	<b>Amendment</b> Addition of branch office(s) Deletion of branch office(s)
<b>Section A. General Information</b>	
Firm name:	CRD No.: _____ BD No.: _____
Principal place of business:	
Member organization <b>does not</b> operate branch offices <i>Please return signed form to NASDAQ OMX Membership.</i>	
Member organization <b>does</b> operate branch offices <i>Please complete a Section B for <u>each</u> branch office location.</i>	
<b>Section B. Branch Office Disclosure Information</b>	
<i>If the member organization has branch office locations, the following information must be provided for each location.</i>	
Branch office location:	
Telephone number:	Facsimile number:
Name and of individual responsible for supervision of branch office:	Individual CRD No.
Supervisor email address:	
Date branch office was established:	Number of traders at location:
Is this location a private residence?	Yes          No
Type of activity (provide a brief description of the type of activity that takes place at this branch office.)	
<b>Section B. Branch Office Disclosure Information</b>	
<i>If the member organization has branch office locations, the following information must be provided for each location.</i>	
Branch office location:	
Telephone number:	Facsimile number:
Name and of individual responsible for supervision of branch office:	Individual CRD No.
Email address:	
Date branch office was established:	Number of employees at location:
Is this location a private residence?	Yes          No
Type of activity (provide a brief description of the type of activity that takes place at this branch office.)	

<b>Section B. Branch Office Disclosure Information</b>	
<i>If the member organization has branch office locations, the following information must be provided for each location.</i>	
Branch office location:	
Telephone number:	Facsimile number:
Name and of individual responsible for supervision of branch office:	Individual CRD No.
Email address:	
Date branch office was established:	Number of employees at location:
Is this location a private residence?	Yes No
Type of activity (provide a brief description of the type of activity that takes place at this branch office.)	
<b>Section B. Branch Office Disclosure Information</b>	
<i>If the member organization has branch office locations, the following information must be provided for each location.</i>	
Branch office location:	
Telephone number:	Facsimile number:
Name and of individual responsible for supervision of branch office:	Individual CRD No.
Email address:	
Date branch office was established:	Number of employees at location:
Is this location a private residence?	Yes No
Type of activity (provide a brief description of the type of activity that takes place at this branch office.)	
<b>Section C. Signature</b>	
This Form is being submitted pursuant to PHLX Rule 748(f). The information provided is true and correct as of the date of submission of this form to the Exchange. The undersigned has completed this form in compliance with Rule 748(f). Any amendments must be submitted to the Exchange no later than thirty (30) days from the date of any change to information provided herein.	
Authorized Signature:	Date:
Print Name:	Phone:



**APPENDIX D  
FLOOR BROKER ERROR ACCOUNT & NOTIFICATION**

To: NASDAQ OMX Membership Department  
 NASDAQ OMX PHLX  
 1900 Market Street, 2<sup>nd</sup> Floor  
 Philadelphia, PA 19103

\_\_\_\_\_ (Clearing Member) agrees to carry the account of \_\_\_\_\_ (Member and /or Participant Organization) and guarantees the financial responsibilities of said Member and/or Participant Organization for all floor brokerage-related error transactions and balances therein. Such guarantee shall remain in effect until NASDAQ OMX PHLX (the “Exchange”) receives written notice of Clearing Member’s intent to cancel its guarantee.

The Clearing Member agrees to provide such written notice of cancellation to the Exchange at least one-half hour before the normal opening of trading to enable such cancellation to take effect on the day of receipt, otherwise, such notice of cancellation shall take effect on the opening of trading on the business day following Exchange receipt.

The Clearing Member affirms that it is and continues to be during the life of this agreement, a member organization of the Exchange and, if guaranteeing the error account of an options floor broker, is a member and/or participant of the Exchange and the Options Clearing Corporation.

Member/Participant Organization:	Clearing Member/Participant Organization:
Authorized Signature:	Authorized Signature
Print Name:	Print Name:
Date:	Date:
Received by Exchange	
Authorized Signature:	Date: