

# NYSE MKT LLC and New York Stock Exchange, LLC

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*Application for NYSE and NYSE MKT Equity<sup>1</sup> Membership for Non-FINRA Members*

A registered broker or dealer that is a member of a registered securities exchange, but is not a FINRA member, is eligible to apply for NYSE and NYSE MKT equities membership with this application if the broker or dealer does not (1) transact business with public customers or (2) conduct business on the Floor of the Exchange. If a registered broker or dealer transacts business with public customers or conducts business on the Floor of the Exchange, FINRA membership is a prerequisite to NYSE and NYSE MKT equities membership. If you have any questions regarding your eligibility to apply for membership under this application, please contact Client Relationship Services at 212.656.2085 or [crs@nyx.com](mailto:crs@nyx.com).

<sup>1</sup> NYSE and NYSE MKT equity membership permits the Applicant Firm, upon approval of membership, to participate in the NYSE Bonds platform.

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## APPLICATION PROCESS

### **Filing Requirements**

Prior to submitting the Application for NYSE and NYSE MKT membership, an Applicant must file a Uniform Application for Broker-Dealer Registration (Form BD) with the Securities and Exchange Commission and register with the FINRA Central Registration Depository ("Web CRD®").

### **Application Submission**

Applicant Broker-Dealer must complete and submit all applicable materials addressed within the application as well as the additional required documentation noted in Section 5 of the application.

Application and all supplemental materials are preferred electronically and should be sent to [crs@nyx.com](mailto:crs@nyx.com). Please ensure all attachments are clearly labeled.

An original signed copy of Section 2 (Applicant Firm Acknowledgment) is **required** to be submitted directly to the Exchange along with the appropriate application fee. These documents should be mailed to:

NYSE Group, Inc.  
Client Relationship Services  
Attn: Elizabeth Seiffer  
20 Broad Street, 10th Floor  
New York, NY 10005

Phone: 212.656.2085

Fax: 312.960.9647

Email: [crs@nyx.com](mailto:crs@nyx.com)

### **New member organization pays one of the below application fees (one-time fee and non-refundable):**

Clearing Firm	\$20,000
Introducing Firm	\$ 7,500
Non-Public Firm	\$ 2,500

Kindly make check payable to "NYSE Market, Inc." and submit the check with your initial application.

**Note: The Applicant Firm must address all information and questions contained in this application. To the extent the Applicant Firm believes a particular item or subject matter requested in the application is not relevant to its business, the Applicant Firm must so indicate.**

New York Stock Exchange LLC ("NYSE") and NYSE MKT LLC ("NYSE MKT") (collectively referred to as the "Exchange") have retained the Financial Industry Regulatory Authority ("FINRA") to perform certain regulatory services for a broker or dealer seeking membership with this application. All application materials sent to NYSE and NYSE MKT will be reviewed by the Exchange's Client Relationship Services ("CRS") Department for completeness. The applications are submitted to FINRA who performs the application review. All applications are deemed confidential and are handled in a secure environment. CRS and/or FINRA may request applicants to submit documentation in addition to what is requested in the Application during the application review process.

Each Applicant Firm is required to update information submitted as part of this application process that becomes inaccurate or incomplete during the pendency of the application and may be required to provide additional information as requested by FINRA or the Exchange's CRS Department. Each Applicant Firm shall promptly notify their FINRA Regulatory Coordinator and the Exchange's CRS Department in writing of any change in ownership or material change in business. If applicable, reflect such changes through any required filings with Web CRD® or make other notifications and submissions as otherwise required.

If you have questions on completing the application, you may direct them to:

#### **Client Relationship Services**

Email: [crs@nyx.com](mailto:crs@nyx.com)

Phone: (212) 656-2085 or 1-888-689-7739 option 3

#### **FINRA - Diana Gregory, New Firms Coordinator**

Email: [diana.gregory@finra.org](mailto:diana.gregory@finra.org)

Phone: (646) 315-8476

## APPLICATION PROCESS (Continued)

### Application Process

Following submission of the Membership Application, fees and supporting documents to NYSE and NYSE MKT, the application will be reviewed for accuracy and regulatory or other disclosures. NYSE and NYSE MKT will submit the application to FINRA for review.

- Applicants may be subject to disciplinary action if false or misleading answers are given pursuant to the Application for Exchange membership.
- If an NYSE Trading License or NYSE Bond Trading License is not activated within six months of approval of your Membership Application the applicant may have to reapply for membership. The Applicant Firm will be asked to complete an NYSE Trading License or NYSE Bond Trading License upon approval of the firm's membership application.
- If review of Statutory Disqualification Disclosure information and/or a background investigation indicates that the Applicant Firm has an associated person(s) with a possible statutory disqualification, FINRA may contact the Applicant Firm to discuss the statutory disqualification process.
- If it appears that the Applicant Firm has outstanding debt, civil judgment actions and/or regulatory disciplinary actions, the Applicant Broker-Dealer may be contacted by FINRA for further information.
- CRS will promptly notify the Applicant Firm, in writing, following the membership decision.
- To determine the most beneficial connectivity option the Applicant Firm should consult with an NYSE Relationship Manager or CRS Account Manager. CRS, Connectivity and Operations teams will then coordinate the connectivity between the Applicant Firm and the NYSE and NYSE MKT if and when the Applicant Firm is approved for membership.
- Once connectivity is established, a Relationship Manager or a Technology Account Manager will inform you of your ability to trade.

## INFORMATION AND RESOURCES

Rules & Interpretations:

<http://usequities.nyx.com/regulation/nyse-rules-and-interpretations> NYSE Rules:

<http://usequities.nyx.com/regulation/nyse-rules-and-interpretations/rules>

NYSE MKT Rules:

<http://usequities.nyx.com/amex-equities-regulation/rules-interpretations>

Rule Filings:

<http://www.nyse.com/rulefilings>

NYSE Rule Interpretations:

<http://usequities.nyx.com/regulation/nyse-rules-and-interpretations/rule-interpretations>

NYSE Information Memos :

<http://www.nyse.com/infomemos>

NYSE and NYSE MKT Membership:

<http://usequities.nyx.com/membership/nyse-and-nyse-amex-equities>

US Membership Forms Library for NYSE Group:

<http://www.nyse.com/membershiplib>

## EXPLANATION OF TERMS

For purposes of this application, the following terms shall have the following meanings:

**Applicant Firm** – the Broker-Dealer organization applying for Exchange membership.

**Approved Person** – any person, other than a member, principal executive or employee of a member organization, who controls a member organization, is engaged in a securities or kindred business that is controlled by a member or member organization, or is a U.S. registered broker-dealer under common control with a member organization.

**Central Registration Depository System (“Web CRD”)** – Operated by FINRA, Web CRD is the central licensing and registration system for the U. S. securities industry and its regulators. It contains the registration records of registered Broker-Dealers and the qualification, employment and disclosure histories of registered individuals.

**Control** – means the power to direct or cause the direction of the management or policies of a person whether through ownership of securities, by contract or otherwise. A person shall be presumed to control another person if such person, directly or indirectly, (i) has the right to vote 25 percent or more of the voting securities, (ii) is entitled to receive 25 percent or more of the net profits, or (iii) is a director, general partner or principal executive (or person occupying a similar status or performing similar functions) of the other person. Any person who does not so own voting securities, participate in profits or function as a director, general partner or principal executive of another person shall be presumed not to control such other person. Any presumption may be rebutted by evidence, but shall continue until a determination to the contrary has been made by the Exchange.

**Designated Examining Authority (“DEA”)** – the SEC will designate one Self-Regulatory Organization (“SRO”) to be a Broker-Dealer’s examining authority, when the Broker-Dealer is a member of more than one SRO. Every Broker-Dealer is assigned a DEA, who is responsible for examining the Broker-Dealer for compliance with financial responsibility rules.

**“Engaged in a securities or kindred business”** – means “transacting business generally as a broker or dealer in securities, including but not limited to, servicing customer accounts or introducing them to another person.” (The term “broker”, “dealer” and “securities” are defined in section 3(a) of the Securities Exchange Act of 1934) This definition is not dependent upon whether the “broker” or “dealer” is registered, as such, with the Securities and Exchange Commission. Provided, it would not include a person who acts exclusively as an “investment adviser” or as a “futures commission merchant” and who does not otherwise act as a “broker” or “dealer” in securities.

**Exchange** – For purposes of this application Exchange refers to both New York Stock Exchange LLC and NYSE MKT, LLC equities platform.

**Financial Industry Regulatory Authority (“FINRA”)** - The Financial Industry Regulatory Authority (FINRA) is the largest independent regulator for all securities firms doing business in the United States.

**NYSE MKT, LLC (“NYSE MKT”)** - a national securities exchange as that term is defined by Section 6 of the Securities Exchange Act of 1934, as amended. NYSE MKT is also a Self-Regulatory Organization.

**New York Stock Exchange LLC (“NYSE”)** - a national securities exchange as that term is defined by Section 6 of the Securities Exchange Act of 1934, as amended. This application is for trading rights on the Exchange platform only.

**Person** – a natural person, corporation, limited liability company, partnership, association, joint stock company, trust, fund or any organized group of persons whether incorporated or not.

**Self-Regulatory Organization (“SRO”)** - each exchange or national securities association is an SRO. Each SRO must have rules that provide for the expulsion, suspension and other discipline of member Broker-Dealers for violation of the SRO’s rules.

**Supplemental Liquidity Provider (“SLP”)** – are off floor, electronic, high-volume members incented to add liquidity on the NYSE and NYSE MKT platform.

## EXPLANATION OF TERMS (Continued)

**NYSE Trading License** – issued by the Exchange for effecting approved securities transactions on the equities trading facilities. A Trading License may be issued to a sole proprietor, partnership, corporation, limited liability company or other organization which is a registered broker or dealer pursuant to Section 15 of the Securities Exchange Act of 1934, as amended, and which has been approved by an Exchange member. A Trading License issued by the Exchange is required to effect transactions on the floor of the Exchange or through any facility thereof. An organization may acquire and hold a Trading License only if and for so long as such organization is qualified and approved to be a member organization of the Exchange. A member organization holding a Trading License may designate a natural person to effect transactions on its behalf on the floor of the Exchange, subject to obtaining and retaining required qualifications and approvals.

**NYSE Bond Trading License (“BTL”)** – issued by the Exchange for effecting debt transactions on the Exchange or through any facility thereof. An organization may acquire and hold a BTL only if and for so long as such organization is qualified and approved to be a member organization of the Exchange. A BTL is not transferable and may not be, in whole or in part, transferred, assigned, sublicensed or leased; provided, however, that the holder of the BTL may, with the prior written consent of the Exchange, transfer a BTL to a qualified and approved member organization (i) that is an affiliate or (ii) that continues substantially the same business of such BTL holder without regard to the form of the transaction used to achieve such continuation, e.g., merger, sale of substantially all assets, reincorporation, reorganization or the like.

**SECTION 1 - ORGANIZATIONAL PROFILE**

Date: \_\_\_\_\_ SEC No.: \_\_\_\_\_ Web CRD No.: \_\_\_\_\_ Broker/Dealer TAX ID: \_\_\_\_\_

**GENERAL INFORMATION**

Name of Applicant Broker/Dealer: \_\_\_\_\_  
Business Address: \_\_\_\_\_  
City \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_  
Business Phone: \_\_\_\_\_ Fax: \_\_\_\_\_  
Website Address: \_\_\_\_\_  
Contact Name: \_\_\_\_\_ Title: \_\_\_\_\_  
Address: \_\_\_\_\_  
Phone: \_\_\_\_\_ Fax: \_\_\_\_\_  
Email Address: \_\_\_\_\_

**APPLICANT'S DESIGNATED EXAMINING AUTHORITY ("DEA")**

- |  |  |
|--|--|
| <input type="checkbox"/> NASDAQ OMX BX (BX)                      | <input type="checkbox"/> Chicago Board Options Exchange (CBOE) |
| <input type="checkbox"/> Chicago Stock Exchange (CHX)            | <input type="checkbox"/> National Stock Exchange (NSX)         |
| <input type="checkbox"/> International Securities Exchange (ISE) | <input type="checkbox"/> NASDAQ                                |
| <input type="checkbox"/> NASDAQ OMX PHLX (PHLX)                  | <input type="checkbox"/> NYSE Arca                             |
| <input type="checkbox"/> Other _____                             | <input type="checkbox"/> NYSE MKT                              |

**TYPE OF ORGANIZATION**

- Corporation       Limited Liability Company       Partnership       Sole Proprietor

**OTHER SELF REGULATORY ORGANIZATION MEMBERSHIPS (Check all that apply)**

- |  |  |
|--|--|
| <input type="checkbox"/> NASDAQ OMX BX (BX)                      | <input type="checkbox"/> Chicago Board Options Exchange (CBOE) |
| <input type="checkbox"/> Chicago Stock Exchange (CHX)            | <input type="checkbox"/> National Stock Exchange (NSX)         |
| <input type="checkbox"/> International Securities Exchange (ISE) | <input type="checkbox"/> NASDAQ                                |
| <input type="checkbox"/> NASDAQ OMX PHLX (PHLX)                  | <input type="checkbox"/> NYSE Amex Options                     |
| <input type="checkbox"/> BATS Exchange                           | <input type="checkbox"/> NYSE Arca                             |
| <input type="checkbox"/> Direct Edge                             | <input type="checkbox"/> Other _____                           |

(a) Identify other memberships being considered and the estimated cost of acquisition.

\_\_\_\_\_

(b) What source of funds will be utilized for the NYSE and any other memberships?

\_\_\_\_\_

**SECTION 2 – APPLICANT FIRM ACKNOWLEDGEMENT**

Applicant Firm agrees to abide by the Bylaws and Rules of the NYSE and NYSE MKT, as well as federal securities laws and the rules and regulations thereunder, as may be amended from time to time, and all circulars, notices, interpretations, directives, decisions or Information Memos published by the NYSE and NYSE MKT.

Applicant Firm acknowledges its obligation to update any and all information contained in any part of this application, including termination of membership with another SRO, which may cause a change in the Applicant Firm's DEA. It is understood that in that event, additional information may be required by the NYSE and NYSE MKT.

Applicant Firm acknowledges that it must separately purchase either an NYSE Equity Trading License, in order to have trading rights directly with the Exchange's equity and bond systems, or an NYSE BTL in order to have trading rights with the Exchange's bond system only. If the Applicant Firm chooses not to purchase either Trading License, it will have no direct access to the Exchange trading systems, but will be deemed a Regulated Only Member Organization of the Exchange and must be in full compliance with the rules and regulations of the NYSE and NYSE MKT.

Applicant Firm acknowledges that it is a member of a registered securities exchange, is not a FINRA member, and is eligible to apply for Exchange membership with this application. The Applicant Firm conducts a proprietary business and does not transact business with public customers nor conducts business on the Floor of the Exchange. If the registered broker or dealer transacts business with public customers or conducts business on the Floor of the Exchange, FINRA membership is a prerequisite to Exchange membership.

The NYSE, NYSE MKT and/or FINRA reserve the right to request additional information and documentation from the Applicant Firm in addition to what is noted in and during the application review process.

By signing below, Applicant Firm certifies and acknowledges the foregoing statements.

\_\_\_\_\_  
Applicant Broker-Dealer

\_\_\_\_\_  
Signature of Authorized Officer

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Title

**SECTION 3 – APPLICATION QUESTIONS**

1. Type of Business Activity to be conducted with Exchange membership: (Check all that apply)

- |  |  |
|--|--|
| <input type="checkbox"/> Non-member broker/dealer executions   | <input type="checkbox"/> Engaging in business with other broker/dealers only |
| <input type="checkbox"/> Commodities   | <input type="checkbox"/> Corporate Finance                                   |
| <input type="checkbox"/> Proprietary trading   | <input type="checkbox"/> Primary government securities dealer                |
| <input type="checkbox"/> Equities market maker   | <input type="checkbox"/> Options (executions, market maker)                  |
| <input type="checkbox"/> Issue research reports  | <input type="checkbox"/> Stock loan/stock borrow                             |
| <input type="checkbox"/> Repos/reverse repos financing transactions  | <input type="checkbox"/> Joint Back Office (JBO) arrangements                |
| <input type="checkbox"/> Sponsored access provider   | <input type="checkbox"/> Underwritings                                       |
| <input type="checkbox"/> NYSE Bonds<br><input type="checkbox"/> Agency<br><input type="checkbox"/> Principal | <input type="checkbox"/> Supplemental Liquidity Provider (SLP)               |
| <input type="checkbox"/> Other (Please explain: _____)   |  |

2. Has the Applicant Firm ever operated under another name and/or had any predecessor organizations? If the answer is "Yes", please specify. Yes  No

Response: \_\_\_\_\_

3. Does the Applicant Firm have a direct parent? If so, provide the parent's name.

Response: \_\_\_\_\_

4. Identify for the Applicant Firm:

(a) All office locations: \_\_\_\_\_

(b) Any office location that shares space with another entity or business as defined by NYSE Rule 343, specifying for each such "shared location" the name and type of business with which space is shared and confirms below the information has been entered on Form BR in Web CRD.

\_\_\_\_\_

5. Does the Applicant Firm engage or plan to engage in "Program Trading", as defined by NYSE Rule 7410(m) (If the answer is "Yes", See NYSE Information Memo 09-31) Yes  No

6. Is the Applicant Firm a Futures Commission Merchant (FCM) or Introducing Broker as defined under the Commodities Exchange Act? Yes  No

**SECTION 3 – APPLICATION QUESTIONS (Continued)**

7. Please indicate the firm's proposed carrying/clearing methodology and/or clearance activities (please check all that apply):

a) Clearing Type:

- Self Clears
- Clears through another broker dealer on an omnibus basis
- Clears through another broker dealer on a fully disclosed basis
- Clears for others (affiliated or non-affiliated)

b) Regarding the above responses, identify the firm's clearing broker-dealer: \_\_\_\_\_

c) If applicable, identify the entities for which the Applicant Firm clears (indicate N/A as appropriate):  
\_\_\_\_\_

d) If introducing, provide a copy of the clearing arrangement; and

e) If self clearing, provide a full description of the back office operations and facilities to be used to conduct this aspect of the firm's business, as well as the names, positions and experience of the key personnel in this area.

8. Does the Applicant Firm have registered principals as required by NYSE Rule 342.13(a) and (b)? Yes  No

If the firm answered "no", please explain.

Response: \_\_\_\_\_

9. Does the Applicant Firm currently (or does it plan to) consolidate computations of net capital and aggregate indebtedness for any subsidiary or affiliate, pursuant to Appendix C to SEA Rule 15c3-1? Yes  No

(If yes, the Applicant Firm must provide financial information for the consolidated subsidiary or affiliate and identify the specific nature of the relationship (e.g., guaranteed, non-guaranteed).

10. Please provide the date of your last cycle examination by your Designated Examining Authority (DEA). If there has been no examination to date, provide the anticipated date of your first examination.

Response: \_\_\_\_\_

**SECTION 4 - KEY PERSONNEL**

Please identify the key personnel who hold the below positions (or the individual whose responsibilities are the functional equivalent of such position, regardless of actual titles used by the Applicant Firm) and who will be responsible for the business of the Applicant Firm on the Exchange.<sup>1</sup>

Please note the exam requirements for NYSE Membership and ensure each individual holds the required exam:

- **Chief Financial Officer** - Series 27 for a clearing firm; Series 27 or 28 for a non-clearing firm
- **Chief Compliance Officer** - Series 14 if the firm operates a public business and/or the firm has commissions of more than \$500,000 or more in the last year
- **Chief Operations Officer** - Series 27 for a clearing firm; Series 27 or 28 for a non-clearing firm

**Chief Executive Officer ("CEO")**

Name: \_\_\_\_\_ CRD: \_\_\_\_\_  
Phone: \_\_\_\_\_ Fax: \_\_\_\_\_  
Email: \_\_\_\_\_

**Chief Financial Officer ("CFO")**

Name: \_\_\_\_\_ CRD: \_\_\_\_\_  
Phone: \_\_\_\_\_ Fax: \_\_\_\_\_  
Email: \_\_\_\_\_ Exams: \_\_\_\_\_

**Chief Compliance Officer ("CCO")**

Name: \_\_\_\_\_ CRD: \_\_\_\_\_  
Phone: \_\_\_\_\_ Fax: \_\_\_\_\_  
Email: \_\_\_\_\_ Exams: \_\_\_\_\_

**Chief Operations Officer ("COO")**

Name: \_\_\_\_\_ CRD: \_\_\_\_\_  
Phone: \_\_\_\_\_ Fax: \_\_\_\_\_  
Email: \_\_\_\_\_ Exams: \_\_\_\_\_

**Head of Technology**

Name: \_\_\_\_\_ CRD: \_\_\_\_\_  
Phone: \_\_\_\_\_ Fax: \_\_\_\_\_  
Email: \_\_\_\_\_

**Head of Trading**

Name: \_\_\_\_\_ CRD: \_\_\_\_\_  
Phone: \_\_\_\_\_ Fax: \_\_\_\_\_  
Email: \_\_\_\_\_

**Please note: Please let us know if your firm utilizes a principal executive officer that is an independent contractor and/or dually employed. We have guidelines we can provide to your firm.**

<sup>1</sup> NYSE Rules and Interpretations to NYSE Rules require persons associated with Applicant Firm, including principals of a member, to be properly qualified. (See NYSE Rules 342 and 345 as well as Interpretations to NYSE Rules 311(b) (5) and 342(a) and (b).)

<b>SECTION 5 - ADDITIONAL REQUIRED DOCUMENTATION AND INFORMATION</b>		Exhibit ID (or N/A)
<p><i>Please ensure you complete all applicable items below by marking the tick box of the items you have included and note the Exhibit Reference ID. If any of the below items are not applicable, please note with N/A. All items should be completed and submitted with the application.</i></p>		
<input type="checkbox"/>	Form BD, including Schedules & Disclosure Reporting pages must be up-to-date, accurate and available on FINRA's Web CRD.	
<input type="checkbox"/>	<p>Provide a written description of the Applicant Firm's:</p> <ul style="list-style-type: none"> <li>▪ Current business lines</li> <li>▪ Operations</li> <li>▪ Supervisory, financial and internal controls</li> <li>▪ Communication and recordkeeping systems</li> <li>▪ Nature and source of the Applicant Firm's capital</li> <li>▪ Planned or anticipated future business lines</li> <li>▪ Reason for seeking Exchange membership</li> </ul>	
<input type="checkbox"/>	<p>If the Applicant Firm has any persons that are Approved Persons please identify them to us. Non-Natural Persons seeking Approved Person status under Rules 2(c), 304 and 311, should provide an AP Form for each person. All Natural Persons must file a Form U4 for the "AP" registration for <u>both</u> NYSE and NYSE MKT on Web CRD for each person. The Form U4 for AP registration on Web CRD and the AP Form must be filed prior to the Exchange's consideration of the Applicant Firm for membership.</p> <ul style="list-style-type: none"> <li>▪ The AP Form is available on the NYSE's website here: <a href="https://usequities.nyx.com/sites/usequities.nyx.com/files/ap_form.pdf">https://usequities.nyx.com/sites/usequities.nyx.com/files/ap_form.pdf</a></li> <li>▪ Refer to NYSE Information Memo 12-10 for more information: <a href="http://www.nyse.com/nyse-notices/nyse-information-memos/pdf?memo_id=12-10">http://www.nyse.com/nyse-notices/nyse-information-memos/pdf?memo_id=12-10</a></li> </ul>	
<input type="checkbox"/>	<p>Provide an organization chart showing the following:</p> <ul style="list-style-type: none"> <li>▪ All entities controlling, controlled by or under common control with the Applicant Firm</li> <li>▪ Indicate the percentage ownership of the Applicant Firm by each direct and indirect parent</li> <li>▪ Identify any individuals or trusts that individually or collectively own or control, directly or indirectly, 25% or more of the Applicant Firm</li> </ul>	
<input type="checkbox"/>	<p>Provide the following:</p> <ul style="list-style-type: none"> <li>▪ A written description of the principal activities of each affiliate (including parent, subsidiary organizations, and other entities under common control),</li> <li>▪ The nature of the affiliation with the Applicant Firm (e.g., parent, subsidiary, etc.), and</li> <li>▪ Identify the type of business relationships between the Applicant Firm and the affiliates</li> </ul>	
<input type="checkbox"/>	<p>Provide all examination reports and corresponding responses or investigations conducted or concluded in the last three years from any Regulatory or Self Regulatory Organization (SRO) that oversees the Applicant Firm, as well as:</p> <ul style="list-style-type: none"> <li>▪ Applicant Firm's written response regarding any deficiencies cited in the reports.</li> <li>▪ A description of what the Applicant Firm has done to rectify any deficiencies found as a result of the examinations and investigations.</li> </ul>	
<input type="checkbox"/>	<p>Provide the following Financial Documentation:</p> <ul style="list-style-type: none"> <li>▪ Copies of any Subordination Agreements, and amendments thereto, that are intended to qualify for inclusion as part of the firm's Net Capital, if applicable</li> <li>▪ Copies of any approvals of such agreements from the Applicant Firm's DEA. (Note: the above noted agreements must conform to Appendix D of SEA Rule 15c3-1.)</li> <li>▪ Most recent 12 months of FOCUS Reports</li> <li>▪ Copies of 15c3-1 computation as of the anticipated date of Exchange membership approval</li> <li>▪ Copies of audited reports of the Applicant Firm for the most recent three years</li> <li>▪ Pro-forma balance sheet for the next 6 months</li> <li>▪ Pro-forma financials projecting profit and loss for the next 6 months</li> </ul>	

SECTION 5 - ADDITIONAL REQUIRED DOCUMENTATION AND INFORMATION (Continued)	Exhibit ID (or N/A)
<input type="checkbox"/> If applicable, identify any principal executives or supervisory personnel of the Applicant Firm that are part-time or dually employed and include the following information for each individual: <ul style="list-style-type: none"> <li>▪ Nature of their activities with the Applicant Firm</li> <li>▪ Nature of their outside business activities and the amount of time per week devoted to each of the individual's activities</li> <li>▪ A copy of the Applicant Firm's written approval required pursuant to NYSE Rule 346(e)</li> </ul>	
<input type="checkbox"/> If applicable, provide a schedule indicating the Name and Web CRD# for any persons acting as a Securities Lending Representative or Securities Lending Supervisor.	
<input type="checkbox"/> If applicable, provide the name of the service provider used by the Applicant Firm to process firm financial information and account activity data and clearly identify what services and reports of the provider are utilized by the Applicant Firm.	
<input type="checkbox"/> Provide a copy of the Audit Agreement between the Applicant Firm and the firm's public accounting firm.	
<input type="checkbox"/> If applicable, provide a copy of the Applicant Firm's Needs Analysis and Training Plan developed and implemented for compliance with the Continuing Education Firm Element requirements of NYSE Rule 345A(b).	
<input type="checkbox"/> Provide a copy of the Applicant Firm's Written Supervisory Procedures (WSPs) and, if not included in the provided WSPs, copies of the Applicant Firm's Business Continuity Plan and Anti-Money Laundering procedures.  (Note: The Applicant Firm's procedures will need to include procedures addressing NYSE Rules 351 (e) & (f) and 3130 as well as a generic statement that the Applicant Firm and its associated persons will abide by the Rules and Regulations of the NYSE and NYSE MKT).	
<input type="checkbox"/> Identify all clearing corporations of which the Applicant Firm is a current member (e.g. DTC, NSCC, FICC, etc.).	
<input type="checkbox"/> If the Applicant Firm prepares research reports for external distribution, provide a description of the research facilities and a list of the key personnel, including the Supervisory Analyst(s), identifying Web CRD #s as well as their background and experience. (See NYSE Rules 344 & 472)	
<input type="checkbox"/> If applicable, pertaining to the Applicant Firm or any of its associated persons, provide a copy of the following (unless reported to Web CRD): <ul style="list-style-type: none"> <li>▪ Decision or order by a federal or state authority or self-regulatory organization taking permanent or temporary adverse action regarding a registration or licensing decision;</li> <li>▪ Regulatory action or investigation by the Securities Exchange Commission, the Commodity Futures Trading Commission, a federal, state or foreign regulatory agency, or self-regulatory organization that is pending, adjudicated or settled;</li> <li>▪ Criminal action (other than minor traffic violation) that is pending, settled or adjudicated;</li> <li>▪ Any document evidencing a termination for cause or permitted resignation after investigation of an alleged violation of a federal or state securities law, a rule or regulation there under, a self-regulatory organization rule, or a securities industry standard of conduct;</li> <li>▪ Investment-related civil action for damages or injunction that is pending, adjudicated or settled;</li> <li>▪ Investment-related customer complaint or arbitration required to be reported on Form U4.</li> </ul>	
<input type="checkbox"/> Organizational Documents: <ul style="list-style-type: none"> <li>▪ Articles of Incorporation and Bylaws; Partnership Agreement; Limited Liability Company ("LLC") Operating Agreement; or similar documentation</li> <li>▪ These documents should incorporate required provisions, as applicable, per NYSE Rule 313 (See Sections 7&amp; 8 for further details) <ul style="list-style-type: none"> <li>Rule 313.11 – Withdrawal of Capital ("Lock-In Language")</li> <li>Rule 313.20 – Opinion of Counsel</li> <li>Rule 313.22 – Provisions concerning redemption or conversion</li> <li>Rule 313.23 – Restrictions on corporations ("Dividend Restrictions")</li> <li>Rule 4120 – Regulatory Notification and Business Curtailment ("Termination Language")</li> </ul> </li> <li>▪ The Opinion of Counsel should be provided in a DRAFT form and must be executed and re-dated upon the effective date of the NYSE Membership approval.</li> </ul>	

**SECTION 6 – DESIGNATION OF ACCOUNTANT**

**Notice pursuant to Rule 17a-5(f)(2)**

1. Broker or Dealer

Contact Name: \_\_\_\_\_  
Address \_\_\_\_\_  
Telephone Number \_\_\_\_\_  
Email \_\_\_\_\_

2. Accounting Firm

Contact Name: \_\_\_\_\_  
Address \_\_\_\_\_  
Telephone Number \_\_\_\_\_  
Email \_\_\_\_\_

3. Audit date covered by the Agreement

\_\_\_\_\_

4. The contractual commitment to conduct the broker's or dealer's annual audit. (Check one)

is for the annual audit during the fiscal year \_\_\_\_\_

is of a continuing nature, providing for successive yearly audits.

Signature: \_\_\_\_\_ Signature: \_\_\_\_\_

Title: \_\_\_\_\_ Title: \_\_\_\_\_

Date: \_\_\_\_\_ Date: \_\_\_\_\_

(Broker/Dealer)

(Accounting Firm)

## **SECTION 7 – REQUIRED ORGANIZATIONAL DOCUMENTS**

### **SECTION 7A – DOCUMENTS TO BE PROVIDED BY A LIMITED LIABILITY COMPANY (“LLC”)**

1. LLC Operating Agreement and all amendments (if any) which contain provisions pursuant to the following Rules:
  - a) 313.11
  - b) 313.23
  - c) 4120 (If the LLC Operating Agreement contains a stated termination date)
2. State filing certificate
3. Certified List(s) of:
  - a) Officers (including but not limited to CEO, CFO, CCO and COO or functional equivalents)
  - b) Directors and/or Managing Member(s)
  - c) Current member(s) (i.e., owner(s)) of the LLC
4. Statement showing the dollar value of all capital contributions by each member (owner) as of the date of this application
5. Draft of Opinion of Counsel addressing the following Rules:
  - a) 313.20
  - b) 313.23 (May be covered in the same opinion as 313.20)

### **SECTION 7B – DOCUMENTS TO BE PROVIDED BY A PARTNERSHIP**

1. Partnership Agreement and all amendments (if any) which contain provisions pursuant to the following Rules:
  - a) 313.11
  - b) 4120 (If the partnership agreement contains a stated termination date.)
2. Certified List of general and limited partners (natural and non-natural persons) as well as Officers (including but not limited to CEO, CFO, CCO and COO or functional equivalents).

### **SECTION 7C – DOCUMENTS TO BE PROVIDED BY A CORPORATION**

1. Charter or Certificate of Incorporation and amendments (if any) which contain provisions pursuant to the following Rules:
  - a) 313.22
  - b) 313.23 (Required for corporations not organized under the laws of New York State.)
2. By-Laws, as per Rule 313(b)
3. Specimen certificate for each class of stock authorized to be issued. Each certificate shall carry a full summary of the provisions of Rule 313.22.
4. Certified List(s) of Officers (including but not limited to CEO, CFO, CCO and COO), Directors & Stockholders
5. Draft of Opinion of Counsel addressing the following Rules:
  - a) 313.20
  - b) 313.23 (May be covered in the same opinion as 313.20)

## SECTION 8 - LANGUAGE SAMPLES / REFERENCES

The following are language samples and points of reference to assist in completing the documents noted in Section 7.

### **Rule 313.11 Withdrawal of Capital (Lock-In Language for Firm's Subject to SEC Rule 15c3-1)**

Notwithstanding any provision to the contrary contained herein, without the prior written approval of the Exchange, the capital contribution of any partner may not be withdrawn on less than six months written notice, given no sooner than six months after such contribution was first made.

Such capital contribution may not be withdrawn nor may any unsecured loan or advance be made by the firm to a partner or employee at any time when such withdrawal, loan or advance would be prohibited by the provisions of any rule or regulation of the Exchange or the Securities and Exchange Commission (SEC) to which the firm is subject, including, without limitation, the provisions of SEC Rule 15c3-1.

### **Rule 313.20 Opinion of Counsel (May come from Internal or External Counsel)**

There shall also be submitted an opinion of counsel in form and substance satisfactory to the Exchange stating, among other things, that the company is duly organized and existing and that the restrictions and provisions required by the Exchange on the transfer, issuance, conversion and redemption of its limited liability company interests have been made legally effective.

### **Rule 313.22 Provision concerning redemption or conversion**

Each certificate of incorporation of a member corporation shall contain provisions authorizing the corporation to redeem or convert to a fixed income security acceptable to the Exchange for all or any part of the outstanding shares of voting stock of such member corporation owned by any person required to be approved by the Exchange as a member or approved person who fails or ceases to be so approved as may be necessary to reduce such party's ownership of voting stock in the member corporation below that level which enables such party to exercise controlling influence over the management or policies of such member corporation.

### **Rule 313.23 Restrictions on corporations ("Dividend Restriction")**

No dividend shall be declared or paid which shall impair the capital of the corporation nor shall any distribution of assets be made to any stockholder unless the value of the assets of the corporation remaining after such payment or distribution is at least equal to the aggregate of its debts and liabilities, including capital.

### **Rule 4120 Regulatory Notification and Business Curtailment ("Termination Language")**

In order for a Limited Liability Company (LLC) or a Partnership that has a stated termination date in its operating or partnership agreement to avoid having its capital considered as a withdrawal under Rule 4120 during the six month period prior to a termination of the agreement the following language must be included in the agreement:

"Notwithstanding anything to the contrary herein contained, in the event of the termination of the [LLC or Partnership] on the expiration of the term of this agreement, or any dissolution of the [LLC or Partnership], each member agrees that if withdrawal of its capital on any such termination would cause, during the six months immediately preceding the date of termination, the [LLC or Partnership]'s net capital to be less than that specified in Rule 4120 of the Rules of the Exchange, such withdrawal of capital may be postponed for a period of up to six (6) months of the date of termination, as the members may deem necessary to ensure compliance with said rules; and any such capital so retained by the [LLC or Partnership] after the date of termination shall continue to be subject to all debts and obligations of the [LLC or Partnership]."