

**New York Stock Exchange LLC and NYSE American LLC
(each, an “Exchange” and, collectively, the “Exchanges”)
Limited Underwriting Member Application**

This application is to be completed by any registered broker or dealer that is a FINRA Member, but not a current Exchange member organization, which seeks to operate as a Limited Underwriting Member of the Exchange. This form is not applicable to current Exchange member organizations.

A Limited Underwriting Member is subject to the jurisdiction of the Exchange solely for purposes of NYSE Rule 310 and/or NYSE American Rule 310 - Equities, as well as the rules enumerated therein. A Limited Underwriting Member is not a traditional Exchange member organization and cannot transact on the Exchange.

A Limited Underwriting Membership solely allows a firm to act as a principal underwriter (an “Initial Listing Principal Underwriter”) of an underwritten public offering in connection with which a company seeks to list on the Exchange. A firm that is not an Exchange member organization cannot act as an Initial Listing Principal Underwriter unless such firm is a Limited Underwriting Member.

A registered broker or dealer must have a disciplinary history satisfactory to the Exchange to be eligible for approval by the Exchange to operate as a Limited Underwriting Member. Brokers or dealers subject to statutory disqualification under NYSE Rule 346 or NYSE American Office Rule 342(e) are not eligible for Limited Underwriting Membership.

FIRM INFORMATION

Select the Exchange(s) for which you are applying: ☐ NYSE ☐ NYSE American

Applicant Name: _____

Firm CRD#: _____

Firm Address: _____

Contact Name: _____

Phone: _____

Email Address: _____

Applicant is currently a member of FINRA ☐ Yes

INDIVIDUAL INFORMATION

Provide the name and CRD number of the associated person(s) who will be responsible for the proposed activity on the Exchange.

Individual Name: _____ CRD Number: _____

Individual Name: _____ CRD Number: _____

Individual Name: _____ CRD Number: _____

ADDITIONAL INFORMATION

1. In the past ten years, has the Applicant:¹
 - a. been charged with, convicted of, or pled guilty or “no contest” to any felony?
☐ Yes ☐ No
 - b. been enjoined by a court in connection with underwriting-related activity?
☐ Yes ☐ No
 - c. been found by a court to have violated any statutes, rules, or regulations in connection with underwriting-related activity?
☐ Yes ☐ No
 - d. settled an action brought by any domestic or foreign financial regulatory authority concerning the Applicant’s underwriting activities?
☐ Yes ☐ No
2. Has any federal, state, or foreign regulatory agency or self-regulatory organization ever:
 - a. found the Applicant to have made a false statement or omission or been dishonest, unfair, or unethical?
☐ Yes ☐ No
 - b. found the Applicant to have been involved in a violation of any statutes, rules, or regulations in connection with underwriting-related activity?
☐ Yes ☐ No
 - c. entered an order against the Applicant in connection with underwriting-related activity?
☐ Yes ☐ No
3. Is the Applicant currently the subject of any civil, criminal, or regulatory proceeding or investigation that could result in a “yes” answer to any part of Questions 1 or 2?
☐ Yes (explain below) ☐ No
4. If the answer to any part of Questions 1, 2, or 3 was "yes," provide additional detail.

Explanation:

¹The term Applicant should include any and all control affiliates.

AUTHORIZED ACKNOWLEDGEMENT

The undersigned certifies that as of the date hereof it is applying to become a Limited Underwriting Member of the Exchange subject to the regulation thereof on the date approved. As a Limited Underwriting Member of the Exchange, the undersigned agrees to comply fully with all Exchange rules applicable to it, and without limiting the foregoing, warrants and represents that it will continue to be fully subject to the jurisdiction of the Exchange.

Consistent with the definition of "member" in the Securities Exchange Act of 1934, a Limited Underwriting Member agrees to be regulated by the Exchange and is subject to the jurisdiction of the Exchange for purposes of interpreting and applying the above rules to Limited Underwriting Members and their associated persons.

A Limited Underwriting Member must at all times be a member of FINRA, and associated persons of Limited Underwriting Members shall at all times be properly qualified and registered under FINRA rules.

For the purposes of this rule, the term "associated person" shall have the same meaning as the terms "person associated with a member" or "associated person of a member" as defined in Article I (rr) of the FINRA Bylaws.

Authorized Signatory

Date

Print Name of Authorized Signatory

Title

Phone Number of Authorized Signatory

Email Address

Please email a completed copy of this form to Client Relationship Services at crs@nyse.com.