

NYSE Arca Equities, Inc.

Retail Member Organization - Broker-Dealer Customer Agreement

If you are routing retail order flow on behalf of one or more broker-dealer customers, your firm is required to maintain an agreement with each customer firm. This Agreement has been created for your convenience as an alternative to creating your own agreement. It should be kept for your files.

1. This Retail Member Organization Agreement (the "Agreement") is between

_____, (the "NYSE Arca RMO") and

_____, (the "Customer"), which is a registered broker-dealer.

2. This Agreement authorizes the NYSE Arca RMO to route Retail Orders and modifications to NYSE Arca Equities on behalf of the Customer pursuant to NYSE Arca Equities Rule 7.44.

By executing this Agreement, Customer represents that it will only send orders to the NYSE Arca RMO that are designated as Retail Orders and that the entry of such orders to NYSE Arca Equities will be in compliance with the requirements of Rule 7.44. A Retail Order is an agency order that originates from a natural person, provided that no change has been made to the terms of the order with respect to the side of market, and the order does not originate from a trading algorithm or any other computerized methodology. The term "natural persons" refers to the origination of the order from a request made by a human as opposed to the generation of an order by a computer algorithm. An order from a "natural person" can include orders on behalf of accounts that are held in a corporate legal form, such as an Individual Retirement Account, Corporation, or a Limited Liability Corporation that has been established for the benefit of an individual or group of related family members, provided that the order is submitted by an individual.

3. Customer further represents that substantially all orders sent to an RMO as Retail Orders meet the definition of a Retail Order and that those orders not meeting the definition are agency orders that cannot be segregated from Retail Orders due to system limitations and are de minimis in terms of the overall number of Retail Orders submitted.

NYSE Arca Retail Member Organization

Customer

Signature

Signature

Print Contact Name

Print Contact Name

Title (must be officer)

Title (must be officer)

Name of Member Organization

Name of Member Organization

Web CRD#

Web CRD#