

New York Stock Exchange LLC

NYSE American LLC

NYSE Arca, Inc.

NYSE Chicago, Inc.

NYSE National, Inc.

(Collectively, “NYSE” or the “Exchanges”)

Application for Membership

INDICATE EXCHANGE(S) FOR WHICH APPLICANT IS SEEKING MEMBERSHIP (CHECK ALL THAT APPLY)		
<input type="checkbox"/> New York Stock Exchange	<input type="checkbox"/> NYSE Chicago	<input type="checkbox"/> NYSE National
<input type="checkbox"/> NYSE American <input type="checkbox"/> Equities <input type="checkbox"/> Options	<input type="checkbox"/> NYSE Arca <input type="checkbox"/> Equities <input type="checkbox"/> Options	
INDICATE EXCHANGE(S) FOR WHICH APPLICANT IS AN EXISTING MEMBER (CHECK ALL THAT APPLY)		
<input type="checkbox"/> New York Stock Exchange	<input type="checkbox"/> NYSE Chicago	<input type="checkbox"/> NYSE National
<input type="checkbox"/> NYSE American <input type="checkbox"/> Equities <input type="checkbox"/> Options	<input type="checkbox"/> NYSE Arca <input type="checkbox"/> Equities <input type="checkbox"/> Options	
INDICATE TYPE OF BUSINESS TO BE CONDUCTED WITH THIS APPLICATION (CHECK ALL THAT APPLY)		
Equities	Options	
<input type="checkbox"/> Bonds <input type="checkbox"/> Clearing <input type="checkbox"/> Floor Broker <input type="checkbox"/> Blue Line <input type="checkbox"/> Institutional Broker <input type="checkbox"/> Market Maker* <input type="checkbox"/> Electronic Market Maker <input type="checkbox"/> Designated Market Maker ("DMM") <input type="checkbox"/> Electronic Designated Market Maker ("eDMM") <input type="checkbox"/> Order Routing <input type="checkbox"/> Proprietary <input type="checkbox"/> Agency <input type="checkbox"/> Designated Examining Authority ("DEA")	<input type="checkbox"/> Clearing <input type="checkbox"/> Floor Broker <input type="checkbox"/> Limited Public Business <input type="checkbox"/> Market Maker <input type="checkbox"/> Specialist/eSpecialist <input type="checkbox"/> Lead Market Maker ("LMM") <input type="checkbox"/> Order Routing <input type="checkbox"/> Proprietary <input type="checkbox"/> Agency <input type="checkbox"/> DEA	
INDICATE IF APPLICANT IS APPLYING FOR MEMBERSHIP AS DEA		
<input type="checkbox"/> NYSE American	<input type="checkbox"/> NYSE Arca	<input type="checkbox"/> NYSE Chicago
<i>Applicants applying for a DEA must also complete EXHIBIT 1, ITSFEA Compliance Acknowledgment.</i>		

APPLICATION TYPE
<p><input type="checkbox"/> New Membership Applicant:</p> <p><input type="checkbox"/> Applicant is seeking membership to an NYSE Exchange and is not currently a member of any NYSE Exchange</p> <p><input type="checkbox"/> Applicant is a member of an NYSE Exchange and is seeking to add a <u>new type of business</u>**</p> <p><i>Applicant must submit this completed Application and <u>ALL</u> applicable materials identified in Checklist 1.</i></p>
<p><input type="checkbox"/> Supplemental Membership Applicant: Applicant is an approved member of at least one NYSE Exchange and is seeking membership to another NYSE SRO to conduct the same business they are currently approved to conduct</p> <p><i>Applicant must submit this completed Application and <u>ALL</u> applicable materials as outlined in Checklist 2.</i></p>

* Applicants seeking to conduct Market Maker activities will also be required to submit an additional *Application for Market Maker Registration*. Not all Market Maker programs are available on all Exchanges.

** Equity Floor Broker and Options Floor Broker businesses are separate and distinct. An Equity Floor Broker applying to conduct business as an Options Floor Broker, and vice versa, is considered a New Membership Applicant.

APPLICATION PROCESS

Filing Requirements

Prior to submitting the Application for Membership ("Application") to become a member of an NYSE SRO ("Member"), 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").

Checklists

Applicant should consult the applicable Checklist(s) to determine any additional materials and Exhibits required to be submitted with the Application.

Application Submission

Application and supplemental materials should be sent electronically to crs@nyse.com.

Note: All application materials sent to NYSE will be reviewed by NYSE's Client Relationship Services ("CRS") Department. Applications accompanied by supplemental documentation are submitted to FINRA, who also performs a review of the materials and provides the application approval recommendation. All applications are deemed confidential and are handled in a secure environment. Either CRS or FINRA may request that applicants submit documentation in addition to what is listed in the Application Checklist during the application review process, pursuant to Exchange rules. If you have questions regarding the Application, you may direct them to CRS at crs@nyse.com or (212) 896-2830.

NYSE will promptly notify the Applicant, in writing, of the Membership decision.

In the event an Applicant is disapproved for membership, the Applicant has an opportunity to be heard upon the specific grounds for the disapproval, in accordance with the provisions of applicable Exchange rules.

SECTION 1 – ORGANIZATIONAL PROFILE

Date: _____ SEC #: _____ CRD #: _____
LEI #: _____ MPID: _____

GENERAL INFORMATION

Name of Applicant Broker-Dealer: _____
Business Address: _____
City: _____ State: _____ Zip Code: _____
Business Phone: _____ Website: _____

CONTACT INFORMATION

Contact Name: _____ Title: _____
Phone: _____ Contact Email: _____
Billing Contact Name: _____ Title: _____
Billing Contact Phone: _____ Billing Contact Email: _____

Please identify 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) and who will receive communications pertaining to our markets.

Chief Executive Officer (“CEO”)

Name: _____ CRD: _____
Phone: _____ Email: _____

Chief Financial Officer (“CFO”)

Name: _____ CRD: _____
Phone: _____ Email: _____

Head Trader

Name: _____ CRD: _____
Phone: _____ Email: _____

SECTION 2 – STATUTORY DISQUALIFICATION (“SD”) DISCLOSURE

Pursuant to the Securities Exchange Act of 1934, as amended (the “Act”), NYSE may deny (or may condition) trading privileges or may bar a natural person from becoming associated (or may condition an association) with a Member for the same reasons that the Securities and Exchange Commission may deny or revoke a broker-dealer registration under the Act. The Act provides for SD if a person has:

- Been expelled, barred or suspended from membership in or being associated with a member of a self-regulatory organization;
- Had broker, dealer or similar privileges denied or suspended or caused such denial or suspension of another;
- Violated any provision of the Act; or
- Been convicted of a theft or securities related misdemeanor or any felony within ten (10) years of the date of applying for membership status or becoming an Associated Person.

Check here if you DO NOT have person(s) associated with the Applicant who is or may be subject to SD

Check here if you DO have person(s) associated with the Applicant who is or may be subject to SD*

* Please identify any such person(s) associated with the Applicant who is or may be subject to SD. Additionally, identify any such person(s) who are associated with the Applicant and who have been approved for association or continued association by another SRO due to a SD.

Attach a sheet identifying any such person(s), including the following information:

1. Name of the person(s);
2. Copies of documents relating to the SD;
3. Description of each such person’s duties (for non-registered individuals, this should include a statement indicating if the position allows access to books, records, funds or securities); and
4. Explanation of action taken or approval given by any other SRO regarding each person.

On behalf of _____ (Applicant), I hereby attest and affirm that I have read and understand the above and the attached information, and that the answers and the information provided (including copies of any documents) are true and complete to the best of my knowledge. I acknowledge that NYSE shall rely on the information provided in connection with this section in order to preliminarily approve or deny Applicant’s Application for trading privileges, but that NYSE will also perform a complete background check of Applicant, and such trading privileges may be immediately revoked by NYSE depending on the results of such background check. I understand that Applicant will be subject to disciplinary action if false or misleading answers are given in connection with this section. I also acknowledge the obligation of Applicant to submit to NYSE any amendment to any document submitted as part of its Application, including but not limited to this section, within ten (10) business days of such amendment or change.

Authorized Signatory of the Firm

Date

Print Name of Authorized Signatory of the Firm

Title

SECTION 3 – SUPERVISION

Each Applicant must identify the person(s) that is a member, partner, director, or officer exercising executive responsibility (or having similar status or functions) for supervising an Authorized Trader(s) as defined in applicable Exchange rules. New Membership Applicants must provide a copy of their Written Supervisory Procedures (“WSPs”) with their Application.

Name and title of person responsible for maintaining WSPs:

PRINCIPAL REGISTRATION

Registration requirements for principals are outlined in New York Stock Exchange Rule 1220, NYSE American Rule 2.1210, NYSE Arca Rule 2.1220, NYSE National Rule 2.2120 and NYSE Chicago Article 6, Rule 14.

Each principal must be registered through the FINRA Web CRD.

Please provide information on Applicant’s designated principals below.

Financial and Operations Principal (Series 27) or Introducing Broker-Dealer Financial and Operations Principal (Series 28)

Name: _____ CRD: _____
Phone: _____ Email: _____

Designated Principal Operations Officer* (Series 27) or Introducing Broker-Dealer Financial and Operations Principal (Series 28) *Person with primary responsibility for the day-to-day operations of the business*

Name: _____ CRD: _____
Phone: _____ Email: _____

Designated Principal Financial Officer* (Series 27) or Introducing Broker-Dealer Financial and Operations Principal (Series 28) *Person with primary responsibility for financial filings and those books and records related to such filings*

Name: _____ CRD: _____
Phone: _____ Email: _____

Chief Compliance Officer (“CCO”) (Series 24 or Series 14 and registered as “CR”)**

Name: _____ CRD: _____
Phone: _____ Email: _____

* An Applicant that self-clears, or that clears for other firms, shall be required to designate separate persons to function as Principal Financial Officer and Principal Operations Officer.

** The CCO of an Applicant engaged in limited securities business may be registered in a principal category under NYSE SRO rules that corresponds to the limited scope of the Applicant’s business.

NYSE Chicago Voting Designee per Article 3, Rule 14(a) and (b) (if applicable)

Note: The Voting Designee must be a general partner, managing member or principal officer of the firm.

Name: _____ CRD: _____
Phone: _____ Email: _____
Signature of Voting Designee: _____

SECTION 4 - MEMBERSHIP AGREEMENT

Applicant agrees to abide by the Rules of all applicable Exchanges, as amended from time to time, and all circulars, notices, interpretations, directives or decisions adopted by the applicable Exchanges.

Applicant authorizes any SRO, commodities exchange, governmental agency or similar entity to furnish to NYSE, upon its request, any information that such person may have concerning the ability, business activities, and reputation of Applicant or its associated persons, and releases such person or entity from any and all liability in furnishing such information. Applicant authorizes NYSE to make available to any governmental agency, SRO, commodities exchange or similar entity, any information it may have concerning the Applicant or its associated persons and releases the NYSE from any and all liability in furnishing such information.

Applicant 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's DEA. Applicant understands that in such event, additional information may be required by the NYSE.

Applicant Firm Name

Authorized Signatory of the Firm

Date

Print Name of Authorized Signatory of the Firm

Title

APPLICATION CHECKLIST 1**New Membership Applicant**

- NYSE Application for Membership (Sections 1-4)
- Application for Market Maker Registration (if applicable)
https://www.theice.com/publicdocs/nyse/markets/nyse/Application_for_Market_Maker_Registration.pdf
- DEA Applicants only: Exhibit 1

Application Fee* (if applicable):

- New York Stock Exchange LLC
- NYSE Chicago, Inc.

- Signed Master User Agreement:
https://www.nyse.com/publicdocs/nyse/markets/nyse/NYSE_Master_User_Agreement.pdf

Signed Clearing Letter of Consent, if applicable:

- Equities: https://www.nyse.com/publicdocs/nyse/markets/nyse/Equity_Clearing_Letter_of_Consent.pdf
- Options: https://www.nyse.com/publicdocs/nyse/markets/american-options/Options_Clearing_Letter_of_Consent.pdf

- Form BD, including Schedules & Disclosure Reporting. Pages must be up to date on FINRA's Web CRD.

Form U-4 and Fingerprint cards for the following individuals, to be submitted directly to FINRA if not currently available on Web CRD:

- Designated supervisors and principals

Financial Documentation:

- Four (4) most recent FOCUS Reports and the most recent Audited Financial Statements
- Most recent Balance Sheet and Capital Computation
- Six-month Profit/Loss Projection
- Completed Financial Disclosure Questionnaire, Exhibit 2

- All examination reports and corresponding responses from the Applicant for the last two examinations

Organizational Documents:

- Articles of Incorporation and Bylaws; Partnership Agreement; Limited Liability Company ("LLC") Agreements; Operating Agreement; or similar documentation
- Organization chart showing:
 - all entities controlling, controlled by or under common control with Applicant
 - indicating the percentage ownership of Applicant by each direct and indirect parent
 - identifying any individuals or trusts that individually or collectively own or control, directly or indirectly, 25% or more of Applicant

- Copy of Written Supervisory Procedures and, if separate, Anti-Money Laundering Procedures and Insider Trading Act Procedures

- Additional Exchange-Specific Requirements, if applicable (see Application Checklist 3)

* Contact CRS for additional details on payment

APPLICATION CHECKLIST 2

Supplemental Membership Application

- Application for Membership (Sections 1-4)
- Application for Market Maker Registration (if applicable)
https://www.theice.com/publicdocs/nyse/markets/nyse/Application_for_Market_Maker_Registration.pdf
- Application Fee* (if applicable):
 - New York Stock Exchange LLC
 - NYSE Chicago, Inc.
- Master User Agreement: https://www.nyse.com/publicdocs/nyse/markets/nyse/NYSE_Master_User_Agreement.pdf
- Signed Clearing Letter of Consent, if applicable:
 - Equities: https://www.nyse.com/publicdocs/nyse/markets/nyse/Equity_Clearing_Letter_of_Consent.pdf
 - Options: https://www.nyse.com/publicdocs/nyse/markets/american-options/Options_Clearing_Letter_of_Consent.pdf
- Form BD, including Schedules & Disclosure Reporting. Pages must be up to date on FINRA's Web CRD.
- Form U-4 and Fingerprint cards for designated supervisors and principals to be submitted directly to FINRA if not currently available on Web CRD
- Organization chart showing:
 - all entities controlling, controlled by or under common control with Applicant
 - indicating the percentage ownership of Applicant by each direct and indirect parent
 - identifying any individuals or trusts that individually or collectively own or control, directly or indirectly, 25% or more of Applicant
- Additional Exchange-Specific Requirements, if applicable (see Application Checklist 3)

APPLICATION CHECKLIST 3

Additional Exchange Specific Requirements for new applicants or as applicable

New York Stock Exchange LLC

- AP Form for all non-natural persons seeking Approved Person status.
https://www.theice.com/publicdocs/nyse/markets/nyse/NYSE_AP_Form.pdf
- U-4 "AP" Registration for all natural persons seeking Approved Person status.
- If not already an approved New York Stock Exchange Member, provide a written description of the following:
 - Principal activities of each affiliate (including parent, subsidiary organizations, and other entities under common control),
 - The nature of the affiliation with Applicant Firm (e.g., parent, subsidiary), and
 - The type of business relationships between the Applicant Firm and the affiliates
- If applicable, identify any principal executives or supervisory personnel of Applicant Firm that are part-time or dually employed and include the following information for each individual:
 - Nature of their activities with Applicant Firm
 - Nature of their outside business activities and the amount of time per week devoted to each of the individual's activities

<ul style="list-style-type: none">▪ Any additional documentation that would be pertinent to these activities or the NYSE’s review of these activities <p><input type="checkbox"/> Organizational Documents should incorporate required provisions, as applicable, per New York Stock Exchange LLC Rule 313</p> <ul style="list-style-type: none">▪ Rule 313.22 – Provisions concerning redemption or conversion▪ Rule 4120 – Regulatory Notification and Business Curtailment (“Termination Language”) <p><input type="checkbox"/> Exhibit 3 (applicable for Floor Broker based NYSE Applicants only)</p>
<p>NYSE American</p> <p><input type="checkbox"/> AP Form for all non-natural persons seeking Approved Person status. https://www.theice.com/publicdocs/nyse/markets/nyse/NYSE_AP_Form.pdf</p> <p><input type="checkbox"/> U-4 “AP” Registration for all natural persons seeking Approved Person status.</p>
<p>NYSE Arca</p> <p><input type="checkbox"/> AP Form for all non-natural persons seeking Approved Person status. https://www.theice.com/publicdocs/nyse/markets/nyse/NYSE_AP_Form.pdf</p> <p><input type="checkbox"/> U-4 “AP” Registration for all natural persons seeking Approved Person status.</p>

* Contact CRS for additional details on payment.

Application for Membership

Exhibits

EXHIBIT 1 - DEA REQUIREMENTS

ITSFEA COMPLIANCE ACKNOWLEDGMENT

This form should be completed by a Director, Officer, General Partner or other individual responsible for ensuring that the Broker-Dealer's ITSFEA Compliance Procedures are followed. In the future, this certification must be completed and filed with the Broker-Dealer's year-end FOCUS Report (Form X-17A-5).

Broker-Dealer: _____

SEC #. _____

The undersigned states and certifies as follows:

It is understood that should any Director, Officer, General Partner or Associated Person (as defined in the Exchanges' Rules) of the Broker-Dealer acquire material, non-public information concerning a corporation whose securities are publicly traded, it may be a violation of the Exchanges' Rules and federal securities laws to misuse such information or trade any securities issued by the corporation, or any options or other derivative securities based thereon, while such information remains non-public.

It is further understood that should any Director, Officer, General Partner or Associated Person of the Broker-Dealer obtain material, non-public information concerning the market in a security or group of securities, it may be a violation of the Exchanges' Rules and federal securities laws to make improper use of such information in connection with trading in the security, group of securities or any option or other derivative based thereon.

It is also understood that it may be a violation of the Exchanges' Rules and federal securities laws to disclose to any other person or entity any non-public, material corporate or market information that may be acquired regarding a publicly traded security or group of securities.

Additionally, the Broker-Dealer represents that it has established written procedures reasonably designed to prevent misuse of material non-public information by the Broker-Dealer or by any of the Broker-Dealer's Directors, Officers, General Partners or Associated Persons, taking into consideration the nature of the Broker-Dealer's business.

The individual(s) responsible for overseeing and supervising the specific element of the Broker-Dealer's ITSFEA Compliance procedures has reviewed (or supervised the review of) the Broker-Dealer's proprietary, error account(s), and any outside brokerage securities accounts of Directors, Officers, General Partners, and Associated Persons with the Broker-Dealer, in accordance with the specific provisions (including timing and type of review) detailed in and required by the firm's written ITSFEA compliance procedures.

Based upon the assessment of the adequacy of those procedures and of the authority and diligence of the person(s) carrying out those procedures (except as to any securities transactions involving the possible misuse of non-public information which already have been reported to NYSE), there is no reasonable cause to believe that any Director, Officer, General Partner, or Associated Persons of the Broker-Dealer has misused, made improper use of, or disclosed material non-public information, or may otherwise be in violation of the Exchanges' Rules and Federal securities laws.

Accepted on behalf of Applicant:

Authorized Signatory of the Firm

Date

Print Name of Authorized Signatory of the Firm

Title

EXHIBIT 2 - FINANCIAL DISCLOSURE QUESTIONNAIRE (continued)

OUTSTANDING DEBT (Check all that apply)

Does the Applicant owe money to any of the following?

- Any NYSE Exchange member firm
- Any other national securities or commodities exchange or national securities association
- Any member of any other national securities or commodities exchange or national securities association

If yes, explain below to whom the money is owed and the dollar amount. Attach a copy of arrangements made for repayment of this debt and evidence of an agreement of repayment.

Does Applicant engage or plan to engage in "Program Trading"?

Yes

No

Does Applicant currently (or does it plan to) consolidate computations of net capital and aggregate indebtedness for any subsidiary or affiliate, pursuant to Appendix C to SEC Rule 15c3-1?

Yes

No

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

Does Applicant now have, or anticipate during the course of the application process having, a pending application with any SRO regarding a change in ownership, control or business operations? If so, please explain:

EXHIBIT 3 REQUIREMENTS FOR NEW YORK STOCK EXCHANGE LLC FLOOR BROKER APPLICANTS ONLY**If Applicant will be performing New York Stock Exchange LLC Equity Floor Based Business, please answer the following questions**

Does Applicant intend to accept orders on the floor over the telephone from public customers? ("Public customers" relate to non-broker/dealers, including institutional or retail customers.) (Information Memos 07-43 and 07-44) Yes No

Info Memo 07-43 can be found here:

<https://www.nyse.com/publicdocs/nyse/markets/nyse/rule-interpretations/2007/07-43.pdf>

Info Memo 07-44 can be found here:

<https://www.nyse.com/publicdocs/nyse/markets/nyse/rule-interpretations/2007/07-44.pdf>

Has Applicant met the Exchange's requirement to establish floor commission billing procedures and retain records for six years? (See New York Stock Exchange LLC Rules 301(e)(1), 353, and 440I) Yes No

Who is the person responsible for supervision of all floor employees of Applicant? (See New York Stock Exchange LLC Rules 342 and 3110)

Please provide that person's full contact information, name, telephone number, mailing address and email address

Contact Name: _____

Mailing Address: _____

Phone: _____ Email: _____

Does Applicant maintain error and investment accounts? Yes No

If yes, please indicate the account name and number of the error and investment accounts. (A New York Stock Exchange LLC member organization may have more than one error account, but it may maintain only one error account for Floor-related errors.) (See New York Stock Exchange LLC Rules 18, 123(e), 134, 411 & 407A, Member Education Bulletin 2011-5 and Information Memo 07-72).

Member Education Bulletin 2011-5 can be found here:

<https://www.nyse.com/publicdocs/nyse/markets/nyse/rule-interpretations/2011/2011-5.pdf>

Information Memo 07-72 can be found here:

<https://www.nyse.com/publicdocs/nyse/markets/nyse/rule-interpretations/2007/07-72.pdf>

Account Name:	Account #:
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Account Name:	Account #:
---------------	------------

Account Name:	Account #:
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Do Applicant's floor employees maintain their own personal brokerage accounts? (See New York Stock Exchange LLC Rule 407A). If yes, Applicant Firm should list the account name and number of each such account below? Yes No

Account Name:	Account #:
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Account Name:	Account #:
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Account Name:	Account #:
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**EXHIBIT 3 REQUIREMENTS FOR NEW YORK STOCK EXCHANGE LLC FLOOR BROKER APPLICANTS ONLY
(continued)**

If Applicant is seeking to conduct off-floor business activities from its booth premises, otherwise known as “Blue Line” business, please address the following items:

NEW YORK STOCK EXCHANGE BLUE LINE BUSINESS

1. Describe in detail the business plan for conducting upstairs business from the NYSE Trading Floor. Be sure to include the following:
 - a. How does the firm plan to separate this upstairs business from on floor business?
 - b. How will the firm protect customer information?
2. Provide the Clearing Arrangement and separate Error Account information for this business.
3. Provide name and CRD# of individual(s) who will be handling this upstairs business from the NYSE Trading Floor? Ensure the individual(s) hold the appropriate registrations for doing this business.
4. Provide name of individual(s) who will be supervising the Blue Line activity for the firm? Ensure the individual(s) hold the appropriate registrations for doing this business.
5. Provide amended WSPs to reflect the Blue Line procedures.

Refer to NYSE Rule 54, NYSE Rule 70.40 and NYSE Information Memo # 07-77 regarding guidelines for updating Written Supervisory Procedures (WSPs): <https://www.nyse.com/publicdocs/nyse/markets/nyse/rule-interpretations/2007/07-77.pdf>