



Nasdaq GEMX, LLC Waive-In Membership Application

Nasdaq ISE, LLC (“ISE”) members may complete the Waive-In Membership Application, including the attached Exhibit, to qualify for Nasdaq GEMX, LLC (“GEMX”) Membership. Eligible participant(s) choosing the waive-in process may only waive-in to the same membership type(s) for which they are approved at the ISE. Completed waive-in applications, including the Exhibit, should be sent via certified mail to NASDAQ GEMX, LLC, c/o NASDAQ Membership Department, 2929 Walnut Street / 8th Floor, Philadelphia, PA 19104, to the attention of Membership Application Processing. Applications must be accompanied by a check for the amount of the applicable application fee. Application fees are non-refundable.

AN APPLICANT MUST UPDATE ANY MATERIAL INFORMATION THAT BECOMES INACCURATE OR INCOMPLETE AFTER THE DATE OF SUBMISSION.

[Please type or print clearly]

Date: _____

Name of Applicant: _____

Address: _____

Contact:* _____

Title: _____

Phone Number: _____ Fax Number: _____

E-Mail: _____

* Indicate the name of the person that should be contacted regarding questions related to this application.

1. Type of membership for which Applicant currently holds at ISE and is applying for on GEMX (indicate all that apply):

- _____ Electronic Access Member – doing business with the public
- _____ Electronic Access Member – agency trading
- _____ Electronic Access Member – proprietary trading
- _____ Electronic Access Member – clearing member
- _____ Competitive Market Maker Member
- _____ Primary Market Maker Member

2. Self-regulatory organizations (“SRO”) and clearing corporations of which Applicant is a member:

3. Applicant’s designated examining authority (“DEA”): _____

4. Applicant’s Central Registration Depository (“CRD”) number: _____

5. The OCC member through which Applicant will clear transactions effected on the Exchange (if Applicant is self-clearing, so indicate): _____



Exhibit to GEMX Waive-In Membership Application

**Pledge, Authorization and Declaration
of Applicant for Membership**

Applicant: _____ Date: _____

Applicant hereby:

Pledges that it will abide by the Operating Agreement, Constitution and Rules of Nasdaq GEMX, LLC (“Exchange”) as amended from time to time, and by all circulars, notices, directives or decisions the Exchange adopts pursuant to or made in accordance with the Operating Agreement, Constitution and Rules;

Authorizes any self-regulatory organization (“SRO”), commodities exchange, former employer and other persons to furnish to the Exchange, upon its request, any information that such person or entity may have concerning the character, ability, business activities, reputation and employment history of Applicant or its associated persons, and releases such person or entity from any and all liability in furnishing such information to the Exchange;

Authorizes the Exchange to make available to any governmental agency, SRO, commodities exchange or similar entity, any information the Exchange may have concerning Applicant or its associated persons, and releases the Exchange from any and all liability in furnishing such information;

Declares that the Applicant is a member of good standing of the ISE and its DEA, and that the Applicant’s financial information and Central Registration Depository filings are current and up-to-date on the books and records of the ISE; and

Declares that all material information contained in the ISE Membership Application Form and supplemental materials it has submitted to GEMX is true, complete and accurate.

By: _____
(Print Name)

(Print Title)

(Signature)