



# **NYSE Amex LLC and New York Stock Exchange LLC**

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***Application for NYSE and NYSE Amex Equity Membership for FINRA Members***

A registered broker or dealer that is a member of FINRA is eligible to apply for NYSE and NYSE Amex Equity Membership with this short form application. 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).

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## APPLICATION PROCESS

### **Filing Requirements**

Prior to submitting the Application for NYSE and NYSE Amex Equity 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 in the Application Checklist (page 4) along with appropriate fees 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)

**Please note:** Application and all supplemental materials may be submitted electronically to [crs@nyx.com](mailto:crs@nyx.com). However, an original signed copy of Section 2 (Applicant Firm Acknowledgment) is required, along with an original signed copy of the last page of the Form AP-1.

### **New member organization application fee (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 Amex LLC ("NYSE Amex") 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 Amex will be reviewed by NYSE's Client Relationship Services ("CRS") Department for completeness. The applications are submitted to FINRA who performs the application approval recommendation. 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 listed in the Application Checklist 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 NYSE Group's Client Relationship Services ("CRS") Department. Each Applicant Firm shall promptly notify their FINRA Regulatory Coordinator and NYSE Group's Client Relationship Services in writing of any material change in business and, if applicable, reflect that change through any required filings with the FINRA Central Registration Depository ("Web CRD®").**

**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**

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 Amex, the application will be reviewed for accuracy and regulatory or other disclosures. NYSE and NYSE Amex will submit the application to FINRA for review and approval recommendation;

- Applicants may be subject to disciplinary action if false or misleading answers are given pursuant to the Application for NYSE and NYSE Amex Equity Membership.
- If an NYSE Trading License is not activated within six months of approval of your Membership Application the applicant may have to reapply for membership.
- 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.
- FINRA and CRS will promptly notify the Applicant Firm, in writing, following the Membership decision.
- To determine the most beneficial connectivity option 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 Amex.
- Once connectivity is established, your Relationship Manager or a Technology Account Manager will inform you of your ability to trade.

**APPLICATION CHECKLIST - NYSE AND NYSE AMEX EQUITY BROKER-DEALER APPLICANTS REQUIRED DOCUMENTATION**

- Completed Application for NYSE and NYSE Amex equity membership
- Form BD, including Schedules & Disclosure Reporting pages must be up to date and accurate on FINRA's Web CRD
- Written description of the Applicant Firm's reason for seeking NYSE and NYSE Amex equity membership.
- An organization chart showing the following:
  - (a) all entities controlling, controlled by or under common control with the Applicant Firm,
  - (b) indicate the percentage ownership of the Applicant Firm by each direct and indirect parent, and
  - (c) identify any individuals or trusts that individually or collectively own or control, directly or indirectly, 25% or more of the Applicant Firm
- Written description of the principal activities of each affiliate (including parent and subsidiary organizations), the nature of the affiliation with the Applicant Firm, and identify any business relationships between the Applicant Firm and the affiliate.
- All examination reports and corresponding responses or investigations conducted or concluded in the last five years, of the examination or investigation reports of Applicant Firm from any Regulatory or Self Regulatory Organization (SRO) that oversees Applicant Firm, together with Applicant Firm's written response regarding any deficiencies cited in the reports.
- Financial Documentation
  - Most Recent 12 months of FOCUS Reports
  - Pro-forma balance sheet
  - Pro-forma financials projecting profit and loss for the next six months Subordination Agreements, if applicable
  - 15c3-1 computation as of the anticipated date of NYSE/ NYSE Amex Equity Membership approval
- Based on the Applicant Firm's business, provide the Name and CRD#s for the registered principals and registered options principals for the Applicant Firm (other than those identified in Section 5 of this application).
- Identify any principals of the Applicant Firm that are part-time or dually employed. Identify for each of the individuals the nature of their outside business activities and the amount of time per week devoted to such activities, and for each of the individuals provide a copy of the Applicant Firm's written approval required pursuant to NYSE Rule 346(b).
- If applicable, provide a schedule indicating the Name and CRD# for any persons acting as a Securities Lending Representative or Securities Lending Supervisor.
- If applicable, provide the name of the service bureau used by the Applicant Firm to process data and clearly identify what services are utilized by the Applicant Firm.
- Provide a copy of the Audit Agreement between the Applicant Firm and the firm's public accounting firm and a copy of the most recent Audit Report.
- Provide copies of audited financial statements for the most recent three years
- Provide a copy of the Applicant Firm's Written Supervisory Procedures (WSPs) regarding NYSE/NYSE Amex activities (e.g. Floor procedures, DMM activities, Business Continuity Plans relating to such activities, etc.). (Note: The Applicant Firm's procedures will ultimately need to include a reference to the applicability of NYSE Rules to the Applicant Firm and its associated persons.)
- Identify all clearing corporations of which the Applicant Firm is a current member.
- Provide a completed Designation of Accountant Form (See Section 8 for Sample Form).
- Provide applicable forms for Approved Persons: Form AP-1 for Entities and/or Forms ADG 2 & 3 for Individuals
- Provide a completed NYSE Trading License Application
- If applicable, provide a completed NYSE Common Access Point Agreement (CAP) for connectivity
- Organizational Documents: Articles of Incorporation and Bylaws; Partnership Agreement; Limited Liability Company ("LLC") Agreement; Operating Agreement; or similar documentation
- Document Submission addressing (as applicable) the following: (See Section 8 for details)
  - Rule 313.11 – Withdrawal of Capital ("Lock-In Language")
  - Rule 313.20 – Opinion of Counsel
  - Rule 313.22 – Provisions concerning redemption or conversion
  - Rule 313.23 – Restrictions on corporations ("Dividend Restrictions")

- Rule 4120 – Regulatory Notification and Business Curtailment (“Termination Language”)

## EXPLANATION OF TERMS

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

**Applicant Firm** – the Broker-Dealer organization applying for NYSE and NYSE Amex Only Equity Membership.

**Approved Person** – means a person, other than a member, principal executive or employee of a member organization who controls a member organization or is engaged in a securities or kindred business that is controlled by, or under common control with a member or member organization who has been approved by the Exchange as an approved person.

**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.

**Designated Market Maker (“DMM”)** – means an individual member, officer, partner, employee or associated person of a Designated Market Maker Unit who is approved by the NYSE and/or NYSE Amex to act in the capacity of a DMM.

**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 Amex LLC (“NYSE Amex”)** – a national securities exchange as that term is defined by Section 6 of the Securities Exchange Act of 1934, as amended. NYSE Amex is also a Self-Regulatory Organization. NYSE Amex offers an options trading platform in addition to their equity trading platform. This application is for trading rights on the NYSE Amex equity platform only. For information pertaining to the trading rights for NYSE Amex Options please refer to: [http://www.nyse.com/pdfs/AMEX\\_ATP\\_Application.pdf](http://www.nyse.com/pdfs/AMEX_ATP_Application.pdf)

**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 NYSE & NYSE Amex equity platform only.

**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 upstairs, electronic, high-volume members incented to add liquidity on the NYSE and NYSE Amex equities platform.

**Trading License** – issued by the NYSE and NYSE Amex 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 as an NYSE and NYSE Amex equity member. A Trading License issued by the NYSE and NYSE Amex is required to effect transactions on the floor of the NYSE and NYSE Amex 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 NYSE and NYSE Amex. A member organization holding a Trading License may designate a natural person to effect transactions on its behalf on the floor of the NYSE and NYSE Amex, subject to obtaining and retaining required qualifications and approvals.

**SECTION 1 - ORGANIZATIONAL PROFILE**

Date: \_\_\_\_\_ SEC No.: \_\_\_\_\_ 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")**

FINRA  Other \_\_\_\_\_

Date of Applicant Firm's FINRA Membership (if pending, so indicate): \_\_\_\_\_

**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"/> Financial Industry Regulatory Authority (FINRA) | <input type="checkbox"/> NYSE Amex Options                     |
| <input type="checkbox"/> NYSE Arca                                       | <input type="checkbox"/> NASDAQ OMX PHLX (PHLX)                |
| <input type="checkbox"/> Other _____                                     |  |

(a) Identify other membership 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 ACKNOWLEDGMENT**

Applicant Firm agrees to abide by the Bylaws and Rules of the New York Stock Exchange LLC and NYSE Amex LLC, 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 New York Stock Exchange LLC or NYSE Amex LLC.

Applicant Firm acknowledges its obligation to update any and all information contained in any part of this application, including termination of membership with another Self Regulatory Organization (SRO), which may cause a change in the Applicant Firm's Designated Examining Authority (DEA). It is understood that in that event, additional information may be required by the New York Stock Exchange LLC and NYSE Amex LLC.

Applicant Firm acknowledges that it must separately purchase an NYSE Trading License in order to have trading rights directly with NYSE and NYSE Amex Equity systems. If the Applicant Firm chooses not to purchase an NYSE Trading License, it will have no direct access to NYSE and NYSE Amex trading systems, but will be deemed a Regulated Only Member Organization of the NYSE and NYSE Amex Equities and must be in full compliance with the rules and regulations of the New York Stock Exchange LLC and NYSE Amex LLC.

Applicant Firm acknowledges that it is a member of FINRA, and is eligible to apply for NYSE and NYSE Amex Equity Membership with this application.

The New York Stock Exchange LLC, NYSE Amex LLC and/or FINRA reserves 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 - QUESTIONS**

1. Type of Business Activity to be conducted with NYSE and NYSE Amex Equity Membership: (Check all that apply)

- |   |  |
|---|--|
| <input type="checkbox"/> NYSE / NYSE Amex Equities Floor Brokerage    | <input type="checkbox"/> Other Floor Brokerage (Please state: _____)         |
| <input type="checkbox"/> Non-member broker/dealer executions          | <input type="checkbox"/> Engaging in business with other broker/dealers only |
| <input type="checkbox"/> Engaging in business with non-broker/dealers | <input type="checkbox"/> Proprietary trading                                 |
| <input type="checkbox"/> Retail                                       | <input type="checkbox"/> On Floor  |
| <input type="checkbox"/> Institutions                                 | <input type="checkbox"/> Amex Designated Market Maker (DMM)                  |
| <input type="checkbox"/> On Floor executions for non-broker/dealers   | <input type="checkbox"/> NYSE Designated Market Maker (DMM)                  |
|   | <input type="checkbox"/> Off Floor   |
|   | <input type="checkbox"/> Supplemental Liquidity Provider (SLP)               |
| <input type="checkbox"/> Sponsored access provider                    | <input type="checkbox"/> Corporate finance                                   |
| <input type="checkbox"/> Primary government securities dealer         | <input type="checkbox"/> Equities market maker                               |
| <input type="checkbox"/> Options (executions, market maker, etc.)     | <input type="checkbox"/> Issue or distribute 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"/> Underwritings (best efforts)                        |
| <input type="checkbox"/> Underwritings (all or none basis)            | <input type="checkbox"/> Commodities   |
| <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. Identify for the Applicant Firm:

- a) All office locations:
- b) Any office location that shares space with another entity or business, specifying for each such "shared location" the name and type of business with which space is shared:

4. 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):  
\_\_\_\_\_

**SECTION 3 – QUESTIONS (Continued)**

5. Does the Applicant Firm engage or plan to engage in “Program Trading”, as defined by NYSE Rule 132B.10(b)? (If the answer is “Yes”, See NYSE Information Memos 09-31)

Yes  No

6. 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).

7. Does the Applicant Firm have any persons (entity or individual) required to be an Approved Person under NYSE Rules 2(b), 304(e) and 311?

Yes  No

(If the answer is “Yes”, has an AP-1 application been filed for each entity and a Form U4 and Forms ADG-2 and ADG-3 for each natural person deemed an Approved Person of the Applicant Firm? (An [AP-1 application](#) is available on the NYSE’s website at [www.nyse.com](#) under “Regulation – [Information Memo #00-21](#)”, and must be filed prior to the NYSE and NYSE Amex’s consideration of the Applicant Firm for membership.)

Yes  No

8. Does the Applicant Firm plan to purchase one or more Trading Licenses?

Yes  No

(If yes, the Applicant Firm must complete the Trading License application and provide to the NYSE and NYSE Amex.)

9. Is the Applicant Firm a Futures Commission Merchant (FCM) or Introducing Broker as defined under the Commodities Exchange Act?

Yes  No

10. Does the Applicant Firm have Compliance Officials that have taken and passed the required Compliance Official Qualification Examination (Series 14) and Series 24 for registered principals as required by NYSE Rule 342.13? (See NYSE Information Memo 07-51)

Yes  No

If the firm answered “no”, please explain.

Response:

11. Does the Applicant Firm plan to directly connect to the NYSE and NYSE Amex?

Yes  No

(If yes, the Applicant Firm must complete the Common Access Point (CAP) agreement and provide a copy with the submission of the application to the Exchange.)

If the Applicant Firm will be performing a Floor Based Business, please answer the following section. If the firm will be performing a non-Floor Based Business please move ahead to the Key Personnel section.

**SECTION 4 - FLOOR BASED BUSINESS**

**12.** Does the Applicant Firm intend to accept orders on the NYSE and/or NYSE Amex equities 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

**13.** Has the Applicant Firm met the NYSE's requirement to establish floor commission billing procedures and retain records for six years? (See NYSE Rules 301.36(3), 353, and 440(l)) Yes  No

**14.** Who is the person responsible for supervision of all floor employees of the Applicant Firm? (See NYSE Rule 342.13)

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

Contact Name: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

Phone: \_\_\_\_\_ Email: \_\_\_\_\_

**15.** Does the Applicant Firm maintain error and investment accounts? Yes  No

If yes, please attach in detail and indicate the account name and number of the error and investment accounts. (An NYSE member organization may have more than one error account, but it may maintain only one error account for Floor-related errors. The Applicant must maintain a separate error account for NYSE Amex equities Floor-related errors.) (See NYSE Rules 18, 123(e), 134, 411 & 407A and Information Memos 07-20; 07-29; and 07-72).

Account Name: \_\_\_\_\_ Account #: \_\_\_\_\_

Account Name \_\_\_\_\_ Account #: \_\_\_\_\_

**16.** Do the Applicant Firm's floor employees maintain their own personal brokerage accounts? (See NYSE Rule 407A). If so, will the applicant please attach in detail and list the account name and number of each such account under this question? Yes  No

Account Name: \_\_\_\_\_ Account #: \_\_\_\_\_

Account Name \_\_\_\_\_ Account #: \_\_\_\_\_

**SECTION 5 - 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 NYSE and NYSE Amex Equities.<sup>1</sup>

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

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

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

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

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

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

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

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

**Head of Technology**

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

**Head of Trading**

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

**Lead Floor Broker (If applicable)**

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

<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).)



## **SECTION 6 – ORGANIZATIONAL DOCUMENTS**

**Applicant Firm must provide, as applicable, the following:**

- Copies of any subordination agreements that are intended to qualify for inclusion as part of the firm's Net Capital; and
- Copies of any approvals of such agreements from the Applicant Firm's DEA.

(Note that these agreements must conform to Appendix D of SEA Rule 15c3-1.)

## **SECTION 6A – ITEMS TO BE PROVIDED BY A LLC OPERATING AGREEMENT**

1. 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 operating agreement contains a stated termination date.)
2. State filing certificate.
3. Certified List(s) of current members as well as Officers (including but not limited to CEO, CFO, CCO and COO or functional equivalents) and Directors and/or Managing Member(s).
4. Statement showing the dollar value of all capital contributions as of the date of this application
5. Opinion of Counsel addressing the following Rules:
  - a) 313.20
  - b) 313.23 (May be covered in the same opinion as 313.20)

## **SECTION 6B – ITEMS TO BE PROVIDED BY A LIMITED PARTNERSHIP AGREEMENT**

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 6C – ITEMS TO BE PROVIDED BY 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. Opinions of Counsel addressing the following Rules:
  - a) 313.20
  - b) 313.23 (May be covered in the same opinion as 313.20)

## SECTION 7 - INFORMATION AND RESOURCES

Rules & Interpretations:

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

NYSE Rules:

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

NYSE Amex Rules:

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

NYSE Rule Changes:

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

Rule Filings:

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

NYSE Rule Interpretations:

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

NYSE Information Memos :

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

NYSE and NYSE Amex Membership:

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

US Membership Forms Library for NYSE Group:

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

Information for Market Professionals:

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



## **SECTION 8 - ATTACHED FORMS & REFERENCES INDEX**

### **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 New York Stock Exchange, LLC. (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**

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 New York Stock Exchange, LLC. (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 New York Stock Exchange LLC, 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]."

**Designation of Accountant**  
**Notice Pursuant to Rule 17a-5(f)(2)**

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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)