



MEMBER APPLICATION

An applicant broker-dealer (“Applicant”) applying to become a member of Investors’ Exchange LLC (“IEX” or the “Exchange”), must complete this Member Application (the “Application”).

To become a Member of the Exchange, Applicant must execute and deliver all materials listed on the Application Checklist below via email to marketops@iextrading.com or postal mail to:

Investors’ Exchange LLC
Attn: Market Operations
3 World Trade Center, 58th Floor
New York, NY 10007

APPLICATION CHECKLIST

Member Application

- ☐ Membership Application, including Statutory Disqualification Notice (pg. 3 – 8)

Member Agreements

- ☐ Clearing Letter of Guarantee (**if Applicant is not self-clearing**) (pg. 1)
- ☐ User Agreement (pg. 2 – 7)
- ☐ Routing Agreement (if Applicant will use Exchange-provided routing services) (pg. 8 – 11)

User Agreement Addendum to Permit Volume Attribution (if advertising aggregate volume)

- ☐ User Agreement Addendum to Permit Volume Attribution (pg. 1 – 2)

User Agreement Addendum to Permit Investor Disclosure (if disclosing investor to IEX)

- ☐ User Agreement Addendum to Permit Investor Disclosure (pg. 1 – 2)

Supporting Documents Provided by the Member

- ☐ Most recent **signed** Form BD, including schedules & disclosure reporting pages
- ☐ A Form U-4 for each officer, director and equity holder who owns 5% or more of Applicant’s outstanding equity interests, if not available on WebCRD®
- ☐ Most recent audited annual financial statements, if applicable, and unaudited financial statements as of the last month-end
- ☐ All FOCUS Reports since last annual audit
- ☐ Organizational Documents: Articles of Incorporation and Bylaws; Partnership Agreement; Limited Liability Company Agreement or Operating Agreement; or similar documentation



- ☐ List of all authorized traders Applicant will be registering with the Exchange

If Applicant is a non-FINRA firm which does not file FOCUS reports electronically via e-FOCUS

- ☐ Pro Forma Financial Statements for next twelve (12) months
- ☐ Anti-Money Laundering - Description of the financial controls employed by the Applicant with respect to IEX Rule 5.160 (FINRA Rule 3310) (Refer to the FINRA AML guidance)
- ☐ A copy of any decision or order by a federal or state authority or SRO taking permanent or temporary adverse action with respect to a registration or licensing determination regarding the Applicant or an Associated Person
- ☐ Two (2) years of examination reports from the Applicant's DEA
- ☐ Designation of Accountant Form and Auditor Engagement Letter provided to Applicant's DEA pursuant to SEC Rule 17a-5(f)

Connectivity Agreements and Forms

- ☐ Connectivity Services Agreement (if connecting via Cross-Connect or Private Line Ethernet) (pg. 3 – 6)
- ☐ Physical Connectivity Order Form (if connecting via Cross-Connect or Private Line Ethernet) (pg. 7)
- ☐ Equities Port Request Form (if **not** connecting via Service Bureau) (pg. 8 – 9)
- ☐ Service Bureau Authorization (co-signed by Service Bureau if connecting via Service Bureau) (pg. 10)

Market Maker Application (if applying to become a Market Maker registered with the Exchange)

- ☐ Market Maker Registration Application (pg. 2 – 4)
- ☐ Market Maker Disclosure Report for Commodity-Related Securities (if registering in a UTP Derivative Security that is a Commodity-Related Security as described in IEX Exchange Rule 16.127) (pg. 5)

Supporting Documents Provided by Market Maker if registering in a Commodity-Related Security

- ☐ Written supervisory procedures addressing information barriers, books and records, and handling of material non-public information

Note: All application materials (collectively, the “Application”) sent to the Exchange will be reviewed for completeness. Applicant is required to notify IEX of any information/documentation submitted as part of this application process that becomes inaccurate or incomplete following submission. All Applications are deemed confidential by IEX and are handled in a secure environment. Applications may, however, be shared with self-regulatory organizations (e.g., FINRA) or law enforcement officials, as necessary, to evaluate and process the Application.

The Exchange may request applicants to submit documentation in addition to what is listed in the Application Checklist during the application review process, pursuant to Exchange Rule 2.170.

If you have questions on completing the Application Checklist, you may direct them to Market Operations at marketops@iextrading.com or 646.343.2310. In addition, please refer to the Exchange's website at <http://iextrading.com/> for additional information regarding the process.

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MEMBER APPLICATION

GENERAL INFORMATION		
Date:	SEC BD Registration #:	CRD #:
Name of Applicant Broker-Dealer:		
MPID(s) of Applicant Broker-Dealer:		
Address of Principal Office:		
City:	State:	Zip:
BILLING ADDRESS		
Address of Billing Office:		
City:	State:	Zip:
APPLICATION CONTACT (questions about the Application will be directed to this contact)		
Name:	Title:	
Phone:	Email:	
BUSINESS CONTACT	BILLING CONTACT	
Name:	Name:	
Title:	Title:	
CRD # (if applicable):	CRD # (if applicable):	
Email:	Email:	
Phone:	Phone:	
COMPLIANCE CONTACT	TECHNICAL CONTACT	
Name:	Name:	
Title:	Title:	
CRD # (if applicable):	CRD # (if applicable):	
Email:	Email:	
Phone:	Phone:	



TRADING CONTACT	SUPERVISOR OF AUTHORIZED TRADERS
Name:	Name:
Title:	Title:
CRD # (if applicable):	CRD # (if applicable):
Email:	Email:
Phone:	Phone:

TYPE OF ORGANIZATION

☐ Corporation ☐ Limited Liability Company ☐ Partnership ☐ Sole Proprietorship

State of Organization: _____ Federal Employer ID Number: _____

TYPE OF BUSINESS ACTIVITIES APPLICANT PLANS TO CONDUCT ON IEX (check all that apply)

☐ Market Maker* ☐ Public Customer Business ☐ Clearing Services ☐ Firm Proprietary Trading

☐ Other: _____

* Please execute and deliver the [Market Maker Application](#) to Market Operations.

SELF-REGULATORY ORGANIZATION MEMBERSHIPS (check all that apply)

<input type="checkbox"/> Cboe BYX Exchange (BATY)	<input type="checkbox"/> Nasdaq (XNGS)
<input type="checkbox"/> Cboe BZX Exchange (BATS)	<input type="checkbox"/> Nasdaq BX (XBOS)
<input type="checkbox"/> Cboe EDGA Exchange (EDGA)	<input type="checkbox"/> Nasdaq PSX (XPHL)
<input type="checkbox"/> Cboe EDGX Exchange (EDGX)	<input type="checkbox"/> New York Stock Exchange (XNYS)
<input type="checkbox"/> Chicago Stock Exchange (XCHI)	<input type="checkbox"/> NYSE American (XASE)
<input type="checkbox"/> Financial Industry Regulatory Authority (FINRA)	<input type="checkbox"/> NYSE Arca (ARCX)
<input type="checkbox"/> Other: _____	<input type="checkbox"/> NYSE National (XCIS)

Name of Applicant's Designated Examining Authority (DEA) _____

ADDITIONAL INFORMATION

Discuss any recent events or changes that are not reflected in the Applicant's Form BD and U-4(s) (and amendments thereto) that are submitted with this Application (attach an additional sheet if more space is needed):



State approximate dates of last inspection of Applicant's books and records by the SEC, FINRA (formerly NASD) or any other regulator. If any material deficiencies were revealed, please explain (attach an additional sheet if more space is needed):

SEC: _____

FINRA: _____

Other: _____

Name of Regulator: _____

Has Applicant during the past three years been subject to the notification and reporting requirements under SEC Rule 17a-11 because of a net capital or record keeping problem?

☐ Yes ☐ No

If yes, please explain:

Does Applicant carry a Broker's Blanket and Fidelity Bond? ☐ Yes ☐ No

If so, please state the following:

Is there a cancellation rider requiring notice to the Applicant's DEA? ☐ Yes ☐ No

Name of insurance carrier: _____

Amounts of coverage: Total Coverage _____ Coverage Per Incident _____

Coverage period of the bond: _____

AML COMPLIANCE OFFICER

The Applicant is required to designate, and identify to the Exchange, any person(s) responsible for implementing and monitoring the day-to-day operations and internal controls of the Applicant's anti-money laundering program. The Applicant must provide prompt notice to the Exchange regarding any change in this designation. If the Applicant is a Member of FINRA required to, and does, comply with FINRA Rule 3310 (formerly NASD Rule 3011), notification of changes to this designation need not be filed with the Exchange.

Name:

Title:

Business Address:

Phone:

Email:



PRINCIPAL REGISTRATION

The Exchange requires each Member other than a sole proprietorship or a proprietary trading firm with 25 or fewer Authorized Traders ("Limited Size Proprietary Firm") to register at least two (2) Series 24 qualified Principals. A Limited Size Proprietary Firm is required to register at least one (1) Series 24 qualified Principal. A "Principal" is any individual responsible for supervising the activities of a Member's Authorized Traders and each person designated as a Chief Compliance Officer on Schedule A of Form BD. In addition, the Exchange requires each Member to register a Series 27 qualified FINOP with the Exchange. See IEX Rule 2.160 for additional information regarding principal registration. Please indicate below the individuals that the Member intends to register with the Exchange, to comply with these requirements.

DESIGNATED SERIES 24 LICENSED PRINCIPAL

Name:	CRD #:
Business Address:	
Phone:	Email:

DESIGNATED SERIES 24 LICENSED PRINCIPAL

Name:	CRD #:
Business Address:	
Phone:	Email:

DESIGNATED SERIES 27 LICENSED PRINCIPAL

Name:	CRD #:
Business Address:	
Phone:	Email:

CLEARING INFORMATION

Name of Clearing Firm:	4-Digit Clearing #:
Clearing Firm Contact Name:	Clearing Firm Contact Phone:
Clearing Firm Contact Email:	

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The undersigned represents that the information and statements contained herein, including exhibits attached hereto, are current, true, complete, and accurate.

By executing this Application, the undersigned agrees as follows:

- (1) To abide by, comply with, and adhere to the provisions of the Exchange's Certificate of Incorporation, its By-Laws, the Exchange Rules, the policies, interpretations and guidelines of the Exchange and all orders and decisions of the Exchange's Board of Directors and penalties imposed by the Board of Directors, and any duly authorized committee (such agreement is not to be construed as a waiver by the undersigned of any right to appeal provided in the Securities Exchange Act of 1934, as amended);
- (2) To pay such dues, fees, assessments, and other charges in the manner and amount as shall from time to time be fixed by the Exchange.
- (3) The Exchange and its officers, employees and members of its Board of Directors and of any Exchange committee shall not be liable, except for willful malfeasance, to the Applicant or to any other person, for any action taken by such director, officer, or member in his official capacity, or by any employee of the Exchange while acting within the scope of his employment, in connection with the administration or enforcement of any of the provisions of the Certificate of Incorporation, By-Laws, Exchange Rules, policies, interpretations or guidelines of the Exchange or any penalty imposed by the Exchange, its Board of Directors or any duly authorized committee;
- (4) In cases where the Applicant fails to prevail in a lawsuit or administrative adjudicative proceeding instituted by the Applicant against the Exchange or any of its officers, directors, committee members, employees or agents, to pay the Exchange or any of its officers, directors, committee members, employees or agents, all reasonable expenses, including attorneys' fees, incurred by the Exchange in the defense of such proceeding, but only in the event that such expenses exceed Fifty Thousand Dollars (\$50,000.00), provided that such payment obligation shall not apply to internal disciplinary actions by the Exchange or administrative appeals;
- (5) To maintain and make available to the Exchange, its authorized employees and its Board of Directors or committee members such books and records as may be required to be maintained by the Securities and Exchange Commission or Exchange Rules; and
- (6) To provide such other reasonable information with respect to the Applicant as the Exchange may require.

Applicant Broker-Dealer acknowledges its obligation to update any and all information contained in any part of this Application, including termination of membership with an SRO, which may cause a change in the Applicant Broker-Dealer's DEA. It is understood that in that event, additional information may be required by the Exchange.

Applicant Broker-Dealer

Signature of Duly Authorized Representative

Date

Print Name

Title



STATUTORY DISQUALIFICATION NOTICE

Pursuant to the Securities Exchange Act of 1934, as amended (“the Act”), the Exchange may deny (or may condition) membership 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 Statutory Disqualification 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 Broker-Dealer who is or may be subject to Statutory Disqualification.
- ☐ Check here if you **DO** have person(s) associated with the Applicant Broker-Dealer who is or may be subject to Statutory Disqualification.*

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

* 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 Statutory Disqualification.
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).
4. Explanation of action taken or approval given by any other SRO regarding each person.

On behalf of (Applicant Broker-Dealer), 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 the Exchange shall rely on the information provided pursuant to this Notice in order to approve or deny Applicant Broker-Dealer’s application for membership. I understand that Applicant Broker-Dealer will be subject to a disciplinary action if false or misleading answers are given pursuant to this Notice. I also acknowledge the obligation of Applicant Broker-Dealer to submit to the Exchange any amendment to any document submitted as part of its application, including but not limited to this Notice, within ten (10) business days of such amendment or change.

Signature of Duly Authorized Representative

Date

Print Name

Title