

ELX Participant Application and Agreement

The undersigned entity (“Applicant”) hereby applies for Trading Privileges (as defined in the Rules (as updated and supplemented from time to time, the “Rules”) of ELX Futures, L.P. (the “Exchange”) on the Exchange and warrants that the information and responses set forth below are accurate and complete in all material respects and that Applicant will respond to any other questions or requests for information from the Exchange. Capitalized terms used in this Application and Agreement (the “Application”), including the Exhibits and Annexes hereto, but not defined shall have the meanings set forth for such terms in the Rules.

Required Documentation for Trading Privileges

Trading Privileges will be granted upon approval of this Application by the Exchange in its sole discretion and after the Applicant has submitted the following documents. Each Applicant shall provide any or all of the documents set forth below if requested to do so by the Exchange:

1. For each Applicant, all necessary approvals, authorizations and guarantees as set forth in this Application.
2. Appropriate financial information, as follows:
 - For any Applicant that is registered with the CFTC as an Introducing Broker (“IB”) or as a Futures Commission Merchant (“FCM”), the Applicant’s most recent audited financial statements and an unaudited 1-FR or FOCUS Report as of its most recent month-end.
 - For any Applicant that is not an IB or a FCM (a “Non-Registrant”):
 - ✓ If the Non-Registrant is a public company, its most recent reports on Forms 10-Q and 10-K that were filed with the Securities and Exchange Commission. If such filings are consolidated filings, it must also submit its most recent unconsolidated balance sheet.
 - ✓ If the Non-Registrant is not a public company, a current balance sheet.

At its discretion, the Exchange may require additional documentation to substantiate unaudited financial information submitted by Non-Registrants.

3. A completed Application which includes authorization from the Primary Clearing Privilege Holder (only required if the Applicant is not a Primary Clearing Privilege Holder), the receipt and approval of which by the Exchange shall be a condition to granting of any User ID. Additional requests must be submitted for each User ID requested by Participant. The Primary Clearing Privilege Holder may be the Applicant.
4. For any of Applicant’s Authorized Traders seeking Trading Privileges, a completed Authorized Trader Application and Agreement for each such Authorized Trader, the receipt and approval of which by the Exchange shall be a condition to granting of any User ID to such Authorized Trader.

5. If the Applicant is an FCM, for any of Applicant's Customers seeking Trading Privileges, a completed Authorized Customer Application and Agreement including a completed Primary Clearing Privilege Holder Authorization, the receipt and approval of which by the Exchange shall be a condition to the granting of a User ID to any such Customer.

This Application and Agreement and the documentation listed above should be submitted to:

ELX Futures, L.P.
110 East 59th Street
New York, NY 10022
Attention: Barbara Nunez
Email: connectivity@elxfutures.com

To answer all questions completely and accurately, attach additional pages as necessary.

1. Name of Applicant: _____

2. Mailing Address: _____

3. Billing Address: _____

4. Designated Contact(s) – use ELX Contacts Roster form if more than one.

The term “Designated Contact” means one or more natural persons authorized by a Participant or Authorized Customer, in each case, that is not an individual, to modify or withdraw any Order entered by it or on its behalf, or to identify the source of any such Order, or to request the activation or deactivation of any User ID.

Name: _____

Location City: _____ State/Province: _____

Country: _____

Phone: _____

E-mail: _____

Fax Number: _____

5. Other Primary Contacts – use ELX Contacts Roster form if more than one.

	BUSINESS	OPERATIONS	TECHNOLOGY	COMPLIANCE
Name				
Phone				
E-mail				

6. Applicant’s FEIN : _____

7. Applicant’s National Futures Association ID Number, if applicable: _____

8. Are you (Applicant), or have you ever been, a member of any stock or commodity exchange?
 Yes No

If yes, please list them: (give name of exchange and dates of membership):

Exchange	Dates of Membership
_____	_____
_____	_____
_____	_____

9. Registration Status

(a) Is Applicant registered as a Futures Commission Merchant (“FCM”) with the CFTC?

Yes No

If Applicant is an FCM, who currently acts as Applicant’s designated self-regulatory organization (“DSRO”)? _____

(b) Is Applicant registered as an Introducing Broker (“IB”)? Yes No

(c) Is Applicant registered as a Commodity Trading Advisor (“CTA”)? Yes No

(d) Is Applicant registered as a Commodity Pool Operator (“CPO”)? Yes No

(f) If the answer to any of questions 9(a) through (d), is “no”:

Is registration applied for? Yes No

Is registration contemplated? Yes No

10. Has CFTC registration ever been denied, withdrawn, revoked or canceled? Yes No

If so, a statement must be attached giving complete details as to the circumstances giving rise to the denial, withdrawal, revocation or cancellation, as applicable. Please include copies of decisions or final notices pertaining to the information provided in the statement.

11. Has the Applicant or any Person controlling (as defined in Annex A) the Applicant ever been a party to any voluntary proceeding under the United States Bankruptcy Code?

Yes No

12. Describe in reasonable detail the organizational structure of the Applicant, including the names, form of corporate organization and jurisdiction of organization of each direct and indirect parent, subsidiary and affiliate of the Applicant and in the case of any such entity owning another entity, the nature and percentage of ownership with respect thereto. This information may be provided in the form of an organizational structure chart.

13. Are any of the circumstances set forth in Annex A (collectively, the “Grounds for Disqualification”) true with respect to the Applicant?

Yes No

If question 13 is answered “yes”, a statement must be attached giving complete details as to the circumstances giving rise to the answer, including, as applicable, dates, parties, circumstances and disposition. Please include copies of decisions or final notices pertaining to the information provided in the statement.

14. Are you currently, or do you plan on becoming, a clearing member of the OCC with the ability to clear commodity futures? Yes No

If yes, please provide your OCC firm number: _____

Note: If you do not have an OCC firm number yet, you must provide it to ELX when it becomes available.

15. Does Applicant intend to authorize any of its employees or authorized agents to be Authorized Traders? Yes¹ No

16. Does the Applicant intend to authorize any of its Customers to submit a request to ELX to obtain Trading Privileges? Yes² No

17. Requested User ID³: _____

18. No redistribution of Market Data

Applicant may access and utilize the ELX System and the Market Data solely internally for the purposes of placement and execution of Orders on the ELX System in accordance with this Agreement and the Rules. (For the avoidance of doubt, Applicant has a proprietary interest in the information contained in such Orders and resulting executions.) Notwithstanding the foregoing and in addition thereto, except as expressly permitted in this Agreement, Applicant will not: (i) access, use (or provide to any third party access to or the ability to use) the ELX System, the Market Data, any content or data that may be accessible using the ELX System or any part of the foregoing; (ii) store, copy, modify, reverse engineer, reverse assemble or reverse compile the ELX System, the Market Data, any content or data that may be accessible using the ELX System or any part of the foregoing; (iii) distribute, rent, sell, retransmit, redistribute, release or license to any third party the ELX System, the Market Data, any content or data that may be accessible using the ELX System or any part of the foregoing; and (iv) use the ELX System, the Market

¹ Applicant must complete an Authorized Trader Application and Agreement.

² Customer must complete an Authorized Customer Application and Agreement.

³ User ID is limited to 8 alphanumeric characters. ELX reserves the right to reject the request in the event that the User ID is already in use.

Data, any content or data that may be accessible using the ELX System or any part of the foregoing in constructing or calculating the value of any index or indexed products.

The Exchange and its authorized representatives shall have the right from time to time, upon reasonable advance notice and during Applicant's normal business hours, to access the Applicant's premises, systems, applications, records and other information as may be reasonably necessary for the purposes of auditing the records and practices of the Applicant related to the Applicant's access to and use of the ELX System, the Market Data and any content or data that may be accessible using the ELX System. In the event that, as a result of any such audit, the Exchange determines that the ELX System, the Market Data, any content or data that may be accessible using the ELX System or any part of the foregoing was accessed or used in violation of this Agreement, then (without limiting any remedy that the Exchange may have at law or in equity) the Applicant shall be liable for and shall pay to the Exchange promptly on demand any and all costs of such audit and the Exchange fees applicable to such access and use.

19. In consideration of the Exchange receiving and considering this Application:
- (a) Applicant hereby consents and agrees to be bound by the Rules and pledges to comply with and abide by the same and all subsequent amendments thereto.
 - (b) Applicant authorizes the Exchange and its agents to verify all information provided as part of this Application, and to obtain information about Applicant from other creditors, credit bureaus, third parties, and federal or state records such as State Employment Security Agency records (this authorization applies only to this Application and continues in effect for the lesser of one (1) year or the maximum period allowed under applicable state law).
 - (c) Applicant agrees that, when the Exchange approves this Application, all trading on the Exchange by the Applicant, its Authorized Traders and Authorized Customers, will be subject to the Rules and that Applicant will be responsible, according to the Rules, for all trading on the Exchange by, and all acts and omissions with respect to the Exchange of, it, its Authorized Traders (if applicable) and any of its Authorized Customers. For the avoidance of doubt, Applicant shall be responsible for the acts and omissions of any of its Authorized Traders and Authorized Customers, whether or not such acts or omissions were authorized by Applicant.
 - (d) Applicant agrees that the Primary Clearing Privilege Holder of the Applicant will be deemed to be the Primary Clearing Privilege Holder of any of its Authorized Traders and Authorized Customers, unless and until, with respect to any such Person, a PCPH Authorization providing otherwise is accepted by the Exchange and the Applicant agrees to be fully responsible for, and hereby releases the Exchange from, any and all liability of whatsoever nature by reason of such Primary Clearing Privilege Holder not having so agreed or as a result of any change in the relationship between such Primary Clearing Privilege Holder and the Applicant.

- (e) Applicant authorizes the Exchange and its agents to make available on request, or to any Federal or State agency, any information it may have concerning Applicant, its Authorized Traders (if applicable) and its Authorized Customers, and Applicant hereby releases Exchange from any and all liability of whatsoever nature by reason of furnishing such information.
- (f) Applicant agrees that if any information provided in this Application and Agreement is no longer accurate, or any other information becomes available that would affect the accuracy of any information provided in this Application and Agreement, Applicant will immediately, but no later than three business days, notify the Exchange.
- (g) Applicant hereby represents that all of its Supervised Persons including its Authorized Traders and Authorized Customers, including its Supervised Persons, will observe and be bound by the Rules.
- (h) Applicant hereby represents that (i) no Authorized Trader of Applicant is subject to the Grounds for Disqualification, and (ii) it will inform the Exchange immediately upon it becoming aware of any of its Authorized Traders or Authorized Customers becoming subject to the Grounds for Disqualification.
- (i) The Person signing this Application and Agreement on behalf of the Applicant is an authorized officer of the Applicant who is authorized to execute this Application on behalf of the Applicant.
- (j) Applicant acknowledges that it has read and agrees to the terms contained herein.
- (k) Applicant certifies that in each case that a User ID is used for Orders entered by multiple parties, it will have in place policies and procedures acceptable to ELX, which:
 - i. restrict access through password protection to any system capable of submitting Orders to ELX to individual users authorized by the Participant (including its Supervised Persons), as the case may be, and having a Source ID;
 - ii. require creation, maintenance and record keeping, as required in Rule V-1, of accurate and complete records regarding the individuals that are issued or authorized to use a unique Source ID; and
 - iii. ensure that individuals protect and maintain the security of any User ID or Source ID and prohibit the transfer of such User ID or Source ID to any other Person.
- (l) Applicant certifies that it will comply with applicable requirements of Rules III-14 (Required Financial Information) and IV-13 (Required Reports).

All capitalized terms used in this Application and not defined shall have the meanings ascribed to them in the Application and Agreement submitted to ELX by the undersigned Participant.

By signing below, Applicant certifies that it has read and understands the forgoing statements and that each of Applicant's responses thereto is true and complete and that all of the information represented in this application is complete, correct and is provided by Applicant to the Exchange, for the purpose of trading on the Exchange. If proven to be untrue, Applicant understands that Applicant may have its Trading Privileges, and the Trading Privileges of its Authorized Traders and Authorized Customers, revoked.

By: _____
Name of Applicant

Name and Title of Authorized Person

Signature of Authorized Person of Applicant

Date

By: _____

ELX Futures, L.P.

Date

GROUNDS FOR DISQUALIFICATION

In connection with any Application and Agreement submitted by any Applicant to the Exchange, the Applicant shall answer “yes” to question 13, if any of the following is true with respect to the Applicant or any Person controlling the Applicant:

- such Applicant or Controlling Person has been found by the CFTC or by any court of competent jurisdiction to have violated, or has consented to findings of a violation of, any provision of the CEA, or any rule, regulation, or order thereunder, or to have willfully aided, abetted, counseled, commanded, induced, or procured the violation by any other Person of any such provision;
- such Applicant or Controlling Person has been found by any court of competent jurisdiction or by any Federal or State agency or other governmental body, or by agreement of settlement to which any Federal or State agency or other governmental body is a party, (i) to have violated any provision of the Securities Act of 1933, the Securities Exchange Act of 1934, the Public Utility Holding Company Act of 1935, the Trust Indenture Act of 1939, the Investment Advisers Act of 1940, the Investment Company Act of 1940, the Securities Investors Protection Act of 1970, the Foreign Corrupt Practices Act of 1977, or any similar statute of a State or foreign jurisdiction, or any rule, regulation, or order under any such statutes, or the rules of the Municipal Securities Rulemaking Board or (ii) to have willfully aided, abetted, counseled, commanded, induced, or procured such violation by any other Person;
- such Applicant or Controlling Person failed reasonably to supervise another Person, who is subject to such Applicant or Controlling Person's supervision, with a view to preventing violations of the CEA, or of any of the statutes set forth in the preceding, or of any of the rules, regulations, or orders thereunder, and the Person subject to supervision committed such a violation: Provided, that no Applicant or Controlling Person shall be deemed to have failed reasonably to supervise another Person if (i) there have been established procedures, and a system for applying such procedures, which would reasonably be expected to prevent and detect, insofar as practicable, any such violation by such other Person and (ii) such Applicant or Controlling Person has reasonably discharged the duties and obligations incumbent upon that Person, as supervisor, by reason of such procedures and system, without reasonable cause to believe that such procedures and system were not being complied with;
- such Applicant or Controlling Person pleaded guilty to or was convicted of, within the 10 years preceding the date of the Application and Agreement, a felony that (i) involves any transactions or advice concerning any contract of sale of a commodity for future delivery, or any activity subject to CFTC regulation, or concerning a security, (ii) arises out of the conduct of the business of an FCM, IB, floor broker, floor trader, commodity trading advisor, commodity pool operator, associated Person of any registrant under the CEA, securities broker, securities dealer, municipal securities broker, municipal securities dealer, transfer agent, clearing agency, securities information processor, investment adviser, investment company, or an affiliated Person or employee of any of the foregoing, (iii) involves embezzlement, theft, extortion, fraud, fraudulent conversion, misappropriation of funds, securities or property, forgery, counterfeiting, false pretenses, bribery, or gambling, or (iv) involves the violation of section 152, 1001, 1341, 1342,

1343, 1503, 1623, 1961, 1962, 1963, or 2314, or chapter 25, 47, 95, or 96 of title 18, United States Code, or section 7201 or 7206 of the Internal Revenue Code of 1986;

- such Applicant or Controlling Person pleaded guilty to or was convicted of, within the 10 years preceding the date of the Application and Agreement, any misdemeanor which (i) involves any transaction or advice concerning any contract of sale of a commodity for future delivery or any activity subject to CFTC regulation or concerning a security, (ii) arises out of the conduct of the business of an FCM, IB, floor broker, floor trader, commodity trading advisor, commodity pool operator, associated Person of any registrant under the CEA, securities broker, securities dealer, municipal securities broker, municipal securities dealer, transfer agent, clearing agency, securities information processor, investment adviser, investment company, or an affiliated Person or employee of any of the foregoing, (iii) involves embezzlement, theft, extortion, fraud, fraudulent conversion, misappropriation of funds, securities or property, forgery, counterfeiting, false pretenses, bribery, or gambling, (iv) involves the violation of section 152, 1341, 1342, or 1343 or chapter 25, 47, 95, or 96 of title 18, United States Code, or section 7203, 7204, 7205, or 7207 of the Internal Revenue Code of 1986;
- such Applicant or Controlling Person was debarred by any agency of the United States from contracting with the United States;
- such Applicant or Controlling Person willfully made any materially false or misleading statement or willfully omitted to state any material fact in such Person's Application or any update thereto, in any report required to be filed with the CFTC by the CEA or the regulations thereunder, in any proceeding before the CFTC or in any registration disqualification proceeding;
- such Applicant or Controlling Person has pleaded nolo contendere to criminal charges of felonious conduct, or has been convicted in a State court, in a United States military court, or in a foreign court of conduct which would constitute a felony under Federal law if the offense had been committed under Federal jurisdiction;
- such Applicant or Controlling Person is subject to an outstanding order denying, suspending, or expelling such Person from membership in a registered entity, a registered futures association, any other self-regulatory organization, or any foreign regulatory body that the CFTC recognizes as having a comparable regulatory program or barring or suspending such Person from being associated with any member or members of such registered entity, association, self-regulatory organization, or foreign regulatory body;

Note: *The term “Control” in the context used above means the power to exercise a controlling influence over the management or policies of an Applicant. Any Person who owns beneficially, directly or indirectly, more than 20% of the voting power in the election of directors of a corporation, or more than 25% of the voting power in the election of directors of any other corporation which directly or through one or more Affiliates owns beneficially more than 25% of the voting power in the election of directors of such corporation, will be presumed to control such corporation. The terms “controlling” or “controlled” have meanings correlative to the foregoing.*

ELX Primary Clearing Privilege Holder Authorization – Participant

To: ELX Futures, L.P. (“ELX”)

From: _____
(Participant)

Re: Primary Clearing Authorization for: _____ by
(Full Legal Name of **Participant**)

(Full Legal Name of **Primary Clearing Privilege Holder**)

Pursuant to Rule IV-23, _____ (“**Primary Clearing Privilege Holder**”) is hereby designated as the Primary Clearing Privilege Holder for _____ (“**Participant**”). Primary Clearing Privilege Holder guarantees and accepts full financial responsibility for all trades of Participant, unless such trade is cleared by another Person in accordance with the requirements of Rule IV-23(b) and provided that Participant’s or Customer’s Trading Privileges have not been suspended or revoked pursuant to the Rules. The guarantee will remain in effect until it is terminated by Primary Clearing Privilege Holder but shall remain in effect with respect to any transactions executed prior to the effectiveness of such termination. Primary Clearing Privilege Holder shall give written notice of such termination to ELX immediately, and the termination shall not be effective until notice is received by ELX.

The Participant and Primary Clearing Privilege Holder agree that as between each of them, on the one hand, and ELX on the other hand, they shall be fully responsible for implementing appropriate risk controls in accordance with the functionality of ELX for trades of the Participant, its Authorized Traders and its Authorized Customers, and each of them agrees to be responsible for, and hereby releases ELX from, any and all liability of whatsoever nature for any failure to implement or maintain appropriate risk controls.

Primary Clearing Privilege Holder guarantees and accepts full financial responsibility for all trades of the Authorized Traders and Authorized Customers of the Participant, unless it notifies ELX in writing to the contrary with respect to any or all Authorized Traders or Authorized Customers, which notice (i) shall not be effective with respect to any Authorized Traders or Authorized Customers not specifically named in the notice and (ii) until actually received by the ELX.⁴

All capitalized terms used in this Primary Clearing Privilege Holder Authorization and not defined in the rules shall have the meanings ascribed to herein.

By: _____
Name and Title of Primary Clearing Privilege Holder
Designated Contact

⁴ Applicable only to Primary Clearing Privilege Holder Authorizations delivered for Participants.

Signature of Primary Clearing Privilege Holder
Designated Contract

Date

By: _____
Name and Title of Applicant Designated Contact

Signature of Applicant Designated Contact

Date

By: _____

ELX Futures L. P.

Date

ELX Additional User ID Request Form - Participant

(To be completed for each additional User ID)

Participant Name: _____

Primary Clearing Privilege Holder Name: _____

Primary Clearing Privilege Holder Number: _____

Requested User ID: _____

User ID is limited to 8 alphanumeric characters. ELX reserves the right to reject the request in the event that the User ID is already in use.

By: _____
Name of Participant Designated Contact

Signature of Participant Designated Contact

Date