

SEC Form 33 For Registration of an Exchange

SEC Form 33-SRO For Registration of an Exchange as an SRO

SEC Form 33-A to Amend SEC Forms 33/33-SRO

Check applicable box/es:

On the basis of the attached Statements and Exhibits, the undersigned hereby:

applies for registration as a/n:

Securities Exchange (Exchange) under Section 33 of the Securities Regulation Code (Code) and SRC Rule 33.1;

Exchange as a Self Regulatory Organization under Section 40 of the Code and SRC Rule 33.1; or

submits an amendment to SEC Form 33/33-SRO pursuant to SEC rule 33.1.

Instructions for SEC Forms 33/33-SRO/33-A

1. SEC Forms 33/33-SRO and the accompanying Statements and Exhibits shall be filed in triplicate, each of which shall be signed and attested by duly authorized official/s of the Exchange.
2. An amendment to SEC Form 33/33-SRO shall be filed in duplicate on SEC Form 33-A and each amendment shall be dated and numbered in the order of filing. No later than seven (7) days after the discovery that any information in the Statement, any exhibit, or any amendment thereto was inaccurate when filed, a registered Exchange shall file with the SEC an Amendment on SEC Form 33-A correcting such inaccuracy; provided, however, when the number of changes to be reported in an amendment, or the number of amendments are so great that the purpose or clarity of the disclosure will be promoted by the filing of a new complete Statement and Exhibits, a registered Exchange may, at its election, or shall, upon request of the SEC, file as an amendment a complete new Statement together with all exhibits which are prescribed to be filed with SEC Form 33.
3. An Exchange may use the printed Form 33/33-SRO/33-A and Statement. If the space provided in the Statement for an answer to any item is insufficient, the answer may be typed on a separate insert page or pages which shall be incorporated by reference thereto in the space provided for in the item.
4. If the Exchange does not use the printed Form 33/33-SRO/33-A and Statement it shall type or print a complete Form 33/33-SRO/33-A and Statement containing both the items in each and the answers thereto. Form 33/33-SRO/33-A and the accompanying Statement and Exhibits shall be typed or printed on good quality 8 ½ by 11 inch white paper and shall have a margin of at least 1 ½ inches on the left.
5. If the information called by an Exhibit is available in printed form, the printed material may be used provided it does not exceed 8 ½ by 11 inches in size.
6. If any item of the Statement is inapplicable, a statement to that effect shall be made following the item, provided however, when filing an Amendment on SEC Form 33-A, only the item in the Statement being amended needs to be included therein. If any Exhibit called for is inapplicable, a

Statement to that effect shall be furnished in lieu of such Exhibit, provided, however, when filing an amendment on SEC Form 33-A, only Exhibits being amended need to be included therein.

7. All answers to items of the Statement shall be stated as briefly as completeness will permit, and may be expanded upon or qualified by reference to applicable pages, articles, sections or paragraphs of any Exhibit.
8. The term "member/s" as used in this Form, shall refer to any Broker Dealer who has the right, pursuant to the Exchange's rules, to trade on that Exchange.

STATEMENT

Statement to be filed in connection with an application for registration as an Exchange, Exchange and Self Regulatory Organization under the Securities Regulation Code, and amendments thereto on SEC Forms 33, 33-SRO and 33-A, respectively.¹

1. State the exact name of the Exchange;
2. State the address and telephone number of the Exchange;
3. (a) State the date of incorporation and SEC corporate registration number;
(b) State the name of each Exchange which has been merged into, absorbed by, or consolidated with the subject Exchange, giving the date when each merger, absorption or consolidation occurred;
4. List the names of the beneficial owners of securities of the Exchange along with the number of securities owned and the percentage of the voting rights of the Exchange controlled by each such holder;²
5. State the date upon which the fiscal year of the Exchange ends;
6. State the name and address of legal counsel for the Exchange;
7. If the Exchange is owned and controlled by another juridical person, provide the following information in respect of such juridical person:
 - (a) Name and address;
 - (b) Form of organization (e.g. association, corporation, etc.);
 - (c) Date of organization in present form and SEC registration number.
8. If the Exchange has more than one class of membership, please describe each type of class and indicate the number of members in each category.
9. State as nearly as practicable the number of persons who are:
 - (a) engaged primarily in the following activities or functions on or through the facilities of the Exchange:
 - (1) floor brokers;

¹ Any changes to the Statement or any Exhibit shall be filed as an amendment to SEC Forms 33/33-SRO on SEC Form 33-A and shall consist of an executed cover page, items being amended, and copies of exhibits being amended along with amended language thereto.

²Section 33.2(c) of the Code prohibits any person from beneficially owning or controlling, directly or indirectly, more than five *per cent* (5%) of the voting rights of an Exchange and any industry or business group from beneficially owning or controlling, directly or indirectly, more than twenty *per cent* (20%) of the voting rights of an Exchange. For additional clarification of ownership restrictions see SRC Rule 33.2(c).

Exchange rules should include procedures for registering share ownership and changes therein, including the Exchange's power to refuse to register any transfer of shares in violation of ownership restrictions.

- (2) market makers;
 - (3) odd-lot dealers;
 - (4) inactive; or
 - (5) other function/s (describe).
- (b) State the estimated average total number of participants in attendance at security trading sessions.

EXHIBITS

Exhibits to be filed in connection with:

Registration as an Exchange under the Code:

Exhibit E-A.

- (1) A copy of the articles of incorporation with all amendments thereto, and of existing by-laws or instruments corresponding thereto, whatever the name, of the Exchange;
- (2) A copy of proposed Exchange rules shall be submitted for SEC approval pursuant to procedures set forth in SRC Rule 39.1-1(4);
- (3) A copy of the articles of incorporation with all amendments thereto, and of existing by-laws or rules or instruments corresponding thereto, whatever the name, of each affiliate and subsidiary listed in answer to Item 8 of the Statement.

Exhibit E-B. A complete set of all forms pertaining to:

- (1) Application for membership in the Exchange;
- (2) Application for approval as a person associated with a member of the Exchange (associated person, salesman);
- (3) Matters similar to any of the foregoing.

Exhibit E-C. A complete set of all forms of financial statements, reports or questionnaires required of members, relating to such matters as members' responsibility or minimum capital requirements.

Exhibit E-D. A complete set of documents, comprising the Exchange's listing applications, including the agreements required to be executed in connection therewith, and a schedule of listing fees.

Exhibit E-E. A list of the present officers, governors,⁶ members of all standing committees,⁷ or persons performing functions similar to any of the foregoing, whatever their title or technical

⁶ Section 33.2(f) and (g) of the Code limit the number of brokers on the board of an Exchange to less than forty nine *per cent* (49%) and requires such brokers to proportionately represent Exchange membership in terms of value of trade and paid up capital.

⁷ For Exhibits G and H, group members of each standing committee together.

status may be, of the Exchange, who presently hold or have held their offices or positions during the previous year, including for each:

- (1) Name;
- (2) Title;
- (3) Dates of commencement and termination of office or position;
- (4) Length of time each has held the same position or office;
- (5) Type of business in which each is primarily engaged.

Exhibit E-F. A list of the present officers, directors, members of all standing committees or persons performing functions similar to any of the foregoing, whatever their title or technical status may be of each affiliate and subsidiary listed in answer to Item 8 of the Statement, including for each:

- (1) Name;
- (2) Title.

Exhibit E-G. The following undertakings executed by the President of the Exchange:

- (1) That the Exchange will comply and enforce compliance by its members with the provisions of the Code, its implementing rules and regulations and the rules of the Exchange;
- (2) That in the event a member firm becomes insolvent or when the Exchange shall have found that the financial condition of its member firm has so deteriorated that it cannot readily meet the demands of its customers for the delivery of securities and/or payment of sales proceeds, the Exchange shall, upon order of the SEC, take over the operation of the insolvent member firm and immediately proceed to settle the member firm's liabilities to its customers.

Exhibit E-H. The organizational chart of the Exchange.

Registration of an Exchange as a Self Regulatory Organization:

Exhibit SRO-A. Except as otherwise included in the material submitted under Exhibit E-A, copies of the following rules of an Exchange (for new applicants, submit copies of rule proposals);

- (1) organization;
- (2) governance;
- (3) qualification and rights of shareholders;
- (4) qualification and rights of members;
- (5) listing of securities;
- (6) trading of securities;
- (7) settlement of contracts;
- (8) ethical conduct of members/participants;
- (9) supervision and control of members/participants;
- (10) financial and operational responsibilities of members/participants;

(11) discipline of members/participants, including a list of sanctions/fines for violative conduct.

Exhibit SRO-B. Written documentation that the Exchange has established a separate audit, compliance and surveillance department overseen by at least one "independent" member of the Board of Governors and one other Non-Broker Member pursuant to SRC Rule 39.1-1(6)(a).

Exhibit SRO-C. Copies of any proposed Memorandum of Understanding with any other SRO clarifying oversight responsibilities over persons who are members/participants in more than one SRO pursuant to SRC Rule 39.1-6.

Exhibit SRO-D. A written description of market surveillance software and procedures.

Exhibit SRO-E. A copy of the Exchange's most recent examination schedule submitted to and approved by the SEC pursuant to SRC Rule 39.1-1(7) and evidence of compliance with such schedule.

Exhibit SRO-F. For existing applicants, a report summarizing the Exchange's enforcement record during the past year (number of violations detected, investigations conducted, referrals to the SEC where violation involved a non-member/participant or fraud or manipulation, sanctions imposed, cases closed, cases open).

Exhibit SRO-G. For existing applicants, a schedule of other reports filed with the SEC during the past year pursuant to SRC Rule 39.1-1(11).

Amendment to registration as an Exchange/SRO. File changed pages/exhibits with a cover sheet indicating the Statement item/Exhibit number being amended and the date that such change became effective.

EXECUTION PAGE

THE APPLICANT MUST READ THE FOLLOWING VERY CAREFULLY.

1. I swear or affirm that I have read and understood the items and instructions on this Form and that my answers (including attachments) are true and complete to the best of my knowledge. I understand that I am subject to administrative, civil or criminal sanctions if I give false or misleading answers.
2. I swear or affirm that I have the power and authority to complete this Form, and sign this page, for and on behalf of my principal, and I have attached an evidence of such power. I further swear and affirm that said evidence attached hereto is genuine and authentic.

_____/_____/_____
Month Day Year SIGNATURE OF PERSON REPORTING

Name of Exchange

By _____
Name/Title

Date.

Subscribed and sworn to before me this ___ day of _____ 200___, affiant exhibiting to me his/her Community Tax Certificate No. _____ issued at _____ on _____.

Doc No. ___;
Page No. ___;
Book No. ___;
Series of 200__.