

Pursuant to NYSE Alternext U.S., LLC (“Alternext”) Rule 342, we hereby acknowledge and consent to the following:

- 1) _____ will be an employee/officer/partner of
(name of member)
_____ and an employee/office/partner of
(name of organization)
_____;
(name of organization)
- 2) We are required to exercise supervision over
_____ activities;
(name of member)
- 3) Subject to the Alternext Rules, the membership standing in the name of
_____ will be available to satisfy the claims of the creditors
(name of member)
of _____ and _____
(member organization) (member organization)
- 4) _____ may have supervisory responsibility in only one
(name of member)
member organization;
- 5) We undertake to notify the Alternext if _____ ceases to be an
(name of member)
employee/officer/partner.

Date_____
(Name of Organization)

By: _____

Date_____
(Name of Organization)

By: _____

Date_____
(name of member)

By: _____

**Association of Members, Member Organizations,
and Persons Associated With Member Organizations**

Rule 342. (a) Unless otherwise permitted by the exchange, every member, registered representative and officer of a member or member organization, who is assigned or delegated any responsibility or authority pursuant to Article IV, Section 2(e)(5) of the Constitution or Rule 320 shall devote his entire time during business hours to the business of such member or member organization.

(b) No member, allied member or employee of a member or member organization shall at any time be engaged in any other business; or be employed or compensated by any other person; or serve as an officer, director, partner or employee of another business organization; or own any stock or have, directly or indirectly, any financial interest in any other organization engaged in any securities, financial or kindred business without making a written request and receiving the prior written consent of his member organization employer; provided, however, that such written request and consent shall not be required with regard to stock ownership or other financial interests in any securities, financial or kindred business which is publicly owned unless a control relationship exists.

(c) Prompt written notice shall be given the Exchange whenever any member or member organization knows, or in the exercise of reasonable care should know, that any person, other than a

member, allied member or employee, directly or indirectly, controls, is controlled by or is under common control with such member or member organization.

(d) Any member may become associated with one or more member organizations provided that such member may have supervisory responsibilities pursuant to Article IV, Section 2(e)(5) of the Constitution or Rule 320 in only one member organization. No member shall qualify more than one member organization for membership.

(e) **Disciplinary Action** – Every member shall promptly notify the Exchange in writing of any disciplinary action, including the basis therefore, taken by any national securities exchange or association, clearing corporation, commodity futures market or government regulatory body against the member or its associated persons, and shall similarly notify the Exchange of any disciplinary action taken by the member itself against any of its associated persons involving suspension, termination, the withholding of commissions or imposition of fines in excess of \$2,500 or any other significant limitation on activities.

Amendments.

March 26, 1980; effective April 25, 1980
January 19, 1983