

**NASDAQ OMX Futures Exchange, Inc.
Board of Directors**

Mark L. Alderman

Shareholder
Cozen O'Connor

Peter M. Askey

President
Ricochet Manufacturing Company, Inc.

Adrian A. Basora

Director of Democratic Transitions
Foreign Policy Research Institute

Daniel Carrigan – President

NASDAQ OMX Futures Exchange, Inc.

Kevin Fischer

Assistant Vice President
Interactive Brokers LLC

M. Clark Hutchison III

Managing Director
Morgan Stanley | Institutional Equity Division

Sanjay Kannambadi

CEO and Global Head
BNY Mellon Clearing, LLC

Stephen P. Mullin

Senior Vice President and Principal
Econsult Corporation



**Eric Noll – Chief Executive Officer and
Chairman**


















NASDAQ OMX
Executive Vice President
Nasdaq Transaction Services

Christopher M. Pilkerton

Executive Vice President and General Counsel
IKON Global Markets

NASDAQ OMX Futures Exchange, Inc. Standing Committees

 = Chair  = Member

	Executive	Nominating	Regulatory Oversight	Business Conduct Committee
Eric Noll				
Mark L. Alderman				
Peter M. Askey				
Adrian A. Basora				
Kevin Fisher				
M. Clark Hutchison III				
Sanjay Kannambadi				
Stephen P. Mullin				
Garry O'Connor				
Christopher M. Pilkerton				

NASDAQ OMX Futures Exchange, Inc. Regulatory Oversight Committee Charter

Purpose

As authorized by the Board of Directors of the NASDAQ OMX Futures Exchange, Inc. ("NFX"), the Board hereby establishes a Regulatory Oversight Committee with the following responsibilities:

- Monitor the Exchange's regulatory program for sufficiency, effectiveness, and independence;
- Oversee all facets of the regulatory program, including trade practice and market surveillance; audits, examinations, and other regulatory responsibilities with respect to member firms (insuring compliance with financial integrity, financial reporting, sales practice, recordkeeping, and other requirements); and the conduct of investigations;
- Provide oversight over the systems of internal controls established by management and the Board and the Exchange's legal and compliance process;
- Review the size and allocation of the regulatory budget and resources and the number, hiring and termination, and compensation of regulatory personnel;
- Supervise the Chief Regulatory Officer, who will report directly to the Regulatory Oversight Committee;
- Prepare an annual report assessing the Exchange's self-regulatory program for the Board of Directors and the Commodity Futures Trading Commission, which sets forth the regulatory program's expenses, describes its staffing and structure, catalogues disciplinary actions taken during the year, and reviews the performance of disciplinary committees and panels;
- Recommend changes that would ensure fair, vigorous, and effective regulation; and
- Review regulatory proposals and advise the Board as to whether and how such changes may impact regulation.

Specifically, the Regulatory Oversight Committee will:

1. meet regularly in Executive Session with the Chief Regulatory Officer to report on regulatory issues;
2. be informed on the compensation of the Chief Regulatory Officer, his promotion or termination, including reasons;
3. meet in Executive Session with any regulatory employee of NFX who believes that he or she is being prevented from discharging his or her regulatory responsibilities;
4. annually review the Regulatory Budget and specifically inquire into the adequacy of the resources available in the budget for regulatory activities and

5. receive reports on a regular basis from Internal Audit on the findings of reviews of the discharge of NFX's regulatory responsibilities.

Committee Composition

The Regulatory Oversight Committee shall consist of four Public Directors.

Term of Office

A Regulatory Oversight Committee member shall hold office for a term of one year.

Meetings

The Committee shall meet on a quarterly basis or as-needed, as circumstances dictate, and such meetings shall be requested by the Chief Regulatory Officer. The meetings will be announced in advance to determine a quorum. The frequency of meetings should not be overly burdensome but conducted only as necessary to transact business.

NASDAQ OMX Futures Exchange, Inc.

Nominating Committee Charter

Purpose

As authorized by Article III, Section 6 of the NASDAQ OMX Futures Exchange, Inc. By-Laws, the Board establishes a Nominating Committee to submit nominations for directors to be elected by the common shareholder at the annual meeting and election of the Exchange. The Nominating Committee shall nominate nine individuals, five of whom shall be the individuals nominated by the membership in accordance with By-Law Section 3-6(d). In making nominations, the Nominating Committee shall give due consideration to the various functions and activities of the Exchange and its members.

The Secretary shall collect from each nominee for Director such information as is reasonably necessary to serve as the basis for a determination as to whether the nominee may be classified as a Public Director or commercial interest representative, and the Secretary shall certify to the Nominating Committee each nominee's classification, if applicable. Throughout their term directors shall update all information submitted by them to the Secretary.

Committee Composition

As authorized by Article V, Section 8 of the NASDAQ OMX Futures Exchange, Inc. By-Laws, the Nominating Committee shall consist of the Chairman and two Public Directors.

Term of Office

Upon appointment by the Board of Directors, each appointee shall serve for one year or until his successor is appointed, until his resignation or removal by a majority vote of the Board of Directors.

NASDAQ OMX Futures Exchange, Inc. Business Conduct Committee Charter

Purpose: The primary function of the Business Conduct Committee (“BCC” or the “Committee”) is to monitor compliance with the By-Laws and Rules of the Exchange, and the rules, regulations, resolutions and stated policies of the Board of Directors or any committee of the Exchange. The Business Conduct Committee or its designee (including a Hearing Panel) shall impose appropriate sanctions of expulsion, suspension, fine, censure or any other fitting sanction where the Business Conduct Committee or its designee (including a Hearing Panel) finds that a violation within the disciplinary jurisdiction of the Exchange has been committed.

Goals and Objectives: The BCC shall:

- Examine into the business conduct and financial condition of members, member organizations or persons associated with or employed by members or member organizations.
- Authorize the initiation of any disciplinary actions or proceedings brought by the Exchange.

Composition: The Business Conduct Committee shall consist of three Public Directors and two other directors who represent membership interests. No person shall serve on that committee who is subject to any of the conditions specified in Commodity Futures Trading Commission Regulation 1.63(b)(1) through (6). Members of the Business Conduct Committee shall serve for one (1) year terms and shall be reassessed on an annual basis.

Meetings: The Committee shall meet on a quarterly basis or as-needed, as circumstances dictate, and such meetings shall be requested by the Chief Regulatory Officer. The meetings will be announced in advance to determine a quorum. The frequency of meetings should not be overly burdensome but conducted only as necessary to transact business.

Responsibilities and Duties:

To fulfill its goals and objectives, the BCC shall:

- Conduct hearings and render decisions in summary disciplinary actions and proceedings.
- Suspend a member or member organization upon its determination that there is a substantial question as to whether a financial emergency exists with respect to such member or member organization.
- Impose appropriate sanctions of expulsion, suspension, fine, censure or any other fitting sanction.
- Prohibit trading by a member or member organization which is excessive in view of its capital.
- Require or request detailed financial reports or such other operational reports as it deems necessary.