

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL	
OMB Number:	3235-0043
Expires:	August 31, 2011
Estimated average burden hours per response . . . .	400

**FORM SIP**

**APPLICATION OR AMENDMENT TO APPLICATION FOR REGISTRATION  
AS SECURITIES INFORMATION PROCESSOR UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

**GENERAL INSTRUCTIONS FOR PREPARING AND FILING FORM SIP**

1. Four copies of Form SIP and Exhibits thereto are to be filed with the Securities and Exchange Commission by applicants for registration as a securities information processor, or by registered securities information processors amending such registration, pursuant to Section 11A of the Securities Exchange Act of 1934 and the rules and regulations thereunder. Applicants may prepare their own form but must follow the format prescribed herein. Upon the filing of an application for registration, the Commission will publish notice of the filing and afford interested persons an opportunity to submit written data, views and arguments concerning such application. No application for registration shall be effective unless the Commission, by order, grants such registration.
2. Individuals' names, except the executing signature in Item 11, shall be given in full (last name, first name, middle name).
3. Signatures on all copies of the Form filed with the Commission shall be executed manually. If the Form is filed by a sole proprietor, it shall be signed by such proprietor; if filed by a partnership, it shall be signed in the name of the partnership by a general partner duly authorized; if filed by an unincorporated organization or association which is not a partnership, it shall be signed in the name of such organization or association by the managing agent-i.e., a duly authorized person who directs or manages or who participates in the directing or managing of its affairs; if filed by a corporation, it shall be signed in the name of the corporation by a principal officer duly authorized.
4. If Form SIP is being filed as an application for registration, all applicable items must be answered in full. If any item is not applicable, indicate by "none" or "N/A" as appropriate.
5. Under Sections 11A(b) and 17(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder, the Commission is authorized to solicit the information required to be supplied by this form from applicants for registration as a securities information processor and from registered securities information processors. Disclosure of the information specified on this form is mandatory prior to processing of an application for registration as a securities information processor. The information will be used for the principal purpose of determining whether the Commission should grant or deny registration to an applicant. Except in cases where confidential treatment is requested by the applicant and granted by the Commission pursuant to the Freedom of Information Act and the rules of the Commission thereunder, information supplied on this form will be included routinely in the public files of the Commission and will be available for inspection by any interested person. A form which is not prepared and executed in compliance with applicable requirements may be returned as not acceptable for filing. Acceptance of this form, however, shall not constitute any finding that it has been filed as required or that the information submitted is true, current or complete. Intentional misstatements or omissions of fact constitute Federal criminal violations, (See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)).
6. Rule 11 Ab2-1(b) requires that if any information contained in items 1 through 13 or item 21 of this application, or any supplement or amendment thereto, is or becomes inaccurate for any reason, an amendment must be filed promptly on Form SIP correcting such information.
7. For the purposes of this form, the term "applicant" shall include any applicant for registration as a securities information processor or any registered securities information processor that is amending Form SIP.
8. Registrants filing Form SIP as an amendment (other than an annual amendment) need file only the facing page, the signature page (item 11), and any pages on which an answer is being amended, together with such exhibits as are being amended. The submission of an amendment represents that all unamended items and exhibits remain true, current and complete as previously filed.

**DEFINITIONS:** Unless the context requires otherwise, all terms used in the form have the same meaning as in the Securities Exchange Act of 1934, as amended, and in the General Rules and Regulations of the Commission thereunder.

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AS SECURITIES INFORMATION PROCESSOR UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

\_\_\_\_\_  
(Exact name of applicant as specified in charter)

\_\_\_\_\_  
(Address of principal executive offices)

If this is an APPLICATION for registration, complete in full and check here . . . . .

If this is an AMENDMENT to an application, or to an effective registration (other than an annual amendment) list all items that are amended and check here . . . . .

If this is an ANNUAL AMENDMENT to an effective registration, list all items that are amended and check here . . . . .

**GENERAL INFORMATION**

1. Name under which business is conducted, if different than name specified on facing sheet: \_\_\_\_\_

2. If name of business is hereby amended, state previous business name: \_\_\_\_\_

3. Mailing address, if different than address specified on facing sheet: \_\_\_\_\_

\_\_\_\_\_  
(Number and Street)

\_\_\_\_\_  
(City)

\_\_\_\_\_  
(State)

\_\_\_\_\_  
(Zip Code)

4. List of principal office(s) and address(es) where securities information processing activities are conducted:

Office

Address

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

5. If applicant is a successor (within the definition of Rule 12b-2 under the Securities Exchange Act) to a previously registered securities information processor, please complete the following:

a. Date of succession \_\_\_\_\_

b. Full name and address of predecessor registrant

\_\_\_\_\_  
(Name)

\_\_\_\_\_  
(Number and Street)

\_\_\_\_\_  
(City)

\_\_\_\_\_  
(State)

\_\_\_\_\_  
(Zip Code)

6. List all securities markets for which the applicant is acting or for which it proposes to act as an exclusive securities information processor. For each such market, furnish a description of the function(s) as set forth in Section 3(a)(22) of the Act that the applicant performs or proposes to perform. For each such market, provide a list of all securities for which information with respect to quotations for, or transactions in, is or is proposed to be collected, processed, distributed or published. Note: Securities may be described by group or groups if each such group is readily identifiable or a reference to a complete list of individual securities within the group is provided, (e.g., all securities listed on the \_\_\_\_\_ Stock Exchange). In addition, provide a list of all other securities information processing functions that are performed on a non-exclusive basis.

**BUSINESS ORGANIZATION**

7. Applicant is a:  Corporation  
 Partnership  
 Sole Proprietorship  
 Other form of Organization (Specify) \_\_\_\_\_

8. If applicant is a corporation:  
 a. Date of incorporation \_\_\_\_\_  
 b. State of incorporation \_\_\_\_\_

9. If applicant is a partnership:  
 a. Date of filing of partnership articles \_\_\_\_\_  
 b. State in which filed \_\_\_\_\_

10. Applicant agrees and consents that the notice of any proceeding before the Commission in connection with its application for registration as a securities information processor may be given by sending such notice by certified mail or confirmed telegram to the officer specified or person named below at the address given.

\_\_\_\_\_  
 (Name of person or, if applicant is a corporation, title of officer)

\_\_\_\_\_  
 (Name of applicant (if applicant is other than a sole proprietor))

\_\_\_\_\_  
 (Number and Street)

\_\_\_\_\_  
 (City) (State) (Zip Code)

\_\_\_\_\_  
 (Area Code) (Telephone Number)

11. SIGNATURES: The Applicant has duly caused this application or amendment to be signed on its behalf by the undersigned, hereunto duly authorized, this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_. The Applicant and the undersigned represent hereby that all information contained herein is true, current and complete. It is understood that all required items and Exhibits are considered integral parts of this form and that the submission of any amendment represents that all unamended items and Exhibits remain true, current and complete as previously filed.

\_\_\_\_\_  
 (Name of Applicant)

\_\_\_\_\_  
 (Manual signature of Sole Proprietor, General Partner, Managing Agent or Principal Officer)

\_\_\_\_\_  
 (Title)

**EXHIBITS — BUSINESS ORGANIZATION**

12. List as Exhibit A any person as defined in Section 3(a)(9) (see also Section 3(a)(19) of the Act) who owns 10 percent or more of applicant's stock or who, either directly or indirectly, through agreement or otherwise, in any other manner, may control or direct the management or policies of applicant.

State in Exhibit A the full name and address of each such person and attach a copy of the agreement or, if there is none written, describe the agreement or basis upon which such person exercises or may exercise such control or direction.

13. Attach as Exhibit B to this application a list of the present officers, directors, governors (and, in the case of an applicant not a corporation, the members of all standing committees grouped by committee), or persons performing functions similar to any of the foregoing, of the securities information processor or of the entity identified in item 14 that performs the securities information processing activities of the applicant, indicating for each:
  - a. name
  - b. title
  - c. dates of commencement and termination of present term of office or position
  - d. length of time each present officer, director, or governor has held the same office or position
  - e. brief account of the business experience of each officer and director over the last 5 years
  - f. any other business affiliations in the securities industry or securities information processing industry
  - g. a description of:
    - (1) any order of the Commission with respect to such person pursuant to Section 15(b)(4) or (6) or 19(h)(2) or (3) of the Act;
    - (2) any conviction or injunction of a type described in Section 15(b)(4)(B) or (C) of the Act within the past 10 years;
    - (3) any action of a self-regulatory organization with respect to such person imposing a final disciplinary sanction pursuant to Section 6(b)(6), 15A(b)(7), or 17A(b)(3)(G) of the Act;
    - (4) any final action to a self-regulatory organization with respect to such person constituting a denial, bar, prohibition, or limitation of membership, participation or association with a member, or of access to services offered by, such organization of a member thereof.
14. Attach as Exhibit C a narrative or graphic description of the organizational structure of the applicant. Note: If the securities information processing activities of the processor are conducted primarily by a division, subdivision, or other segregable entity within the applicant corporation or organization, describe the relationship of such entity within the overall organizational structure and attach as Exhibit C only such description as applies to the segregable entity.
15. Attach as Exhibit D, a list of all affiliates (within the definition of Rule 12b-2 under the Securities Exchange Act) of the securities information processor and indicate the general nature of the affiliation.
16. Attach as Exhibit E to this application a copy of the constitution, articles of incorporation or association with all amendments thereto, and existing by-laws, rules or instruments corresponding thereto, of the applicant.
17. Attach as Exhibit F a brief description of any material pending legal proceeding(s), other than ordinary and routine litigation incidental to the business, to which the applicant or any of its affiliates is a party or to which any of its or their property is the subject. Include the name of the court or agency in which the proceeding(s) are pending, the date(s) instituted, and the principal parties thereto, a description of the factual basis alleged to underlie the proceeding(s) and the relief sought. Include similar information as to any such proceeding(s) known to be contemplated by the governmental agencies.
18. Attach as Exhibit G copies of all material contracts with any national securities exchange or registered securities association for which the applicant acts as exclusive processor.

#### **EXHIBITS — FINANCIAL INFORMATION**

19. Attach as Exhibit H a balance sheet, statement of income and expenses, statement of sources and application of revenues and all notes or schedules thereto, as of the most recent fiscal year of the applicant. If a balance sheet and statements certified by an independent public accountant are available, such balance sheet and statement shall be submitted as Exhibit H. If available, the most recent Annual Report on Form 10-K under the Act may be filed as Exhibit H.
20. Attach as Exhibit I a balance sheet and an income and expense statement for each affiliate of the securities information processor that also engages in securities information processing activities as of the end of the most recent fiscal year of each such affiliate. If available, the most recent Annual Report on Form 10-K under the Act may be filed as Exhibit I for any such affiliate.
21. a. Attach as Exhibit J a complete list of all dues, fees and other charges imposed, or to be imposed, by or on behalf of applicant for its securities information processing services that are provided on an exclusive basis and identify the service or services provided for each such due, fee, or other charge.

- b. Furnish a description of the basis and methods used in determining the level and structure of the dues, fees and other charges listed in paragraph a of this item.
- c. If the applicant differentiates, or proposes to differentiate, among its customers, or classes of customers in the amount of any dues, fees, or other charges imposed for the same or similar exclusive services, so state and indicate the amount of each differential. In addition, identify and describe any differences in the cost of providing such services, and any other factors, that account for such differentiations.

## **EXHIBITS — OPERATIONAL CAPABILITY**

- 22. Attach as Exhibit K a description in narrative form, or by the inclusion of functional specifications, of each service or function listed in item 6 and performed as an exclusive securities information processor. Include in Exhibit K a description of all procedures utilized for the collection, processing, distribution, publication and retention (e.g., magnetic tape) of information with respect to quotations for, and transactions in, securities on an exclusive basis.
- 23. Attach as Exhibit L a list of all computer hardware utilized by the applicant to perform, on an exclusive basis, the securities information processing functions listed in item 6, indicating:
  - a. Manufacturer, and manufacturer's equipment identification number
  - b. Whether purchased or leased (If leased, state from whom leased, duration of lease and any provisions for purchase or renewal)
  - c. Where such equipment (exclusive of terminals and other access devices) is physically located.
- 24. Attach as Exhibit M a description of the personnel qualifications for each category of professional, non-professional and supervisory employees employed by the processor or the division, subdivision, or other segregable entity within the processor as described in item 14.
- 25. Attach as Exhibit N a description of the measures or procedures implemented by applicant to provide for the security of any system employed to perform the functions of a securities information processor on an exclusive basis. Include a general description of any physical and operational safeguards designed to prevent unauthorized access (whether by input or retrieval) to the system. Describe any circumstances within the past year in which the described security measures or safeguards failed to prevent any such unauthorized access to the system and any measures taken to prevent a reoccurrence. Describe any measures used to verify the accuracy of information received or disseminated by the system.
- 26. Where securities information processing functions are performed by automated facilities or systems, attach as Exhibit O a description of all backup systems or subsystems that are designed to prevent interruptions in the performance of any exclusive securities information processing function as a result of technical malfunctions or otherwise in the system itself, in any permitted input or output system connection, or as a result of any independent source.  
Include a narrative description of each type of interruption that has lasted for more than two minutes and has occurred within the six (6) months preceding the date of the filing, including the date of each interruption, the cause and duration. Also state the total number of interruptions that have lasted two minutes or less.
- 27. Attach as Exhibit P the following:
  - a. For each of the exclusive securities information processing functions described in Item 6:
    - (i) quantify in appropriate units of measure the limits on the processor's capacity to receive (or collect), process, store or display (or disseminate for display or other use) the data elements included within each function (e.g., number of inquiries from remote terminals);
    - (ii) identify the factors (mechanical, electronic or other) that account for the current limitations reported in answer to (i) on the processor's capacity to receive (or collect), process, store or display (or disseminate for display or other use) the data elements included within each function;
  - b. If the applicant is able to employ, or presently employs, the central processing units of its system(s) for any use other than for performing the functions of an exclusive securities information processor, state the priorities of assignment of capacity between

such exclusive functions and such other uses, and state the methods used or able to be used to divert capacity between such exclusive functions and such other uses.

## **EXHIBITS — ACCESS TO SERVICES**

28. Attach as Exhibit Q the following:
- a. As to each securities information processing service for which the applicant is the exclusive securities information processor, state the number of persons who presently subscribe, or who have notified the applicant of their intention to subscribe, to such service.
  - b. For each instance during the past year in which any person has been prohibited or limited in respect of access to services offered by the applicant as an exclusive processor, indicate the name of each such person and the reason for the prohibition or limitation.
  - c. For each of such services that involves the supply of information to a quotation board, ticker device, electronic information terminal, or other such device, state the total number of devices to which information is, or will be supplied (“serviced”) and any minimum and/or maximum number of devices required or permitted by agreement or otherwise to be serviced by the applicant. In addition, define the data elements for each service.
  - d. For each of such services furnished in machine-readable form, state the storage media in which furnished and define the data elements of each service so furnished.
29. Attach as Exhibit R copies of all contracts governing the terms by which persons may subscribe to securities information processing services provided by the applicant on an exclusive basis. To the extent that form contracts are used by the applicant, submit a sample of each type of form contract used.
30. Attach as Exhibit S a description of any specifications, qualifications or other criteria that limit, are interpreted to limit, or have the effect of limiting access to or use of any exclusive securities information processing services furnished by the applicant and state the reasons for imposing such specifications, qualifications, or other criteria, including whether such specifications, qualifications or other criteria are imposed at the direction of a national securities exchange or registered securities association.
31. Attach as Exhibit T any specifications, qualifications, or other criteria required of participants who supply securities information to the applicant for collection, processing, preparing for distribution, or publication by the applicant on an exclusive basis and state whether such specifications or qualifications are imposed at the direction of a national securities exchange or registered securities association.