**BROKER-FIRM PARTICIPANT APPLICATION, INFORMATION FORM AND REPRESENTATIONS FOR Security-Based Swap Transactions (“SB SWAPS”) ON TRADITION SEF\***

Please complete and return to:

**Tradition SEF Onboarding Group**

**32 Old Slip, 28th floor,**

**New York, NY 10005**

**Email:** [**TradSEFOB@tradition.com**](mailto:TradSEFOB@tradition.com)

If you have any questions regarding this application, please contact: [TradSEFOB@tradition.com](mailto:TradSefOB@tradition.com)**.**

**1. APPLICATION DETAILS**

**Legal name of Broker-Firm Participant Applicant: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (“BFPA” or “Applicant”)**

**Registered address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Business address:** (if different) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Legal Entity Identifier (“LEI”)** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Telephone number: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Website address: \_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Name and position of person responsible for processing application:**

**Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Position: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Telephone number: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_E-mail: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Authorized Representative for SB Swap Transactions on Tradition SEF:**

**Name (s) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Email: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Note: Tradition SEF notices and Rulebook changes will be sent to Authorized Representative(s)**

**Please indicate the Broker FINRA registration status and client types:**

|  |  |  |
| --- | --- | --- |
| **Broker Firm Participant Applicant Type** | **Description** | **YES/NO** |
| **Broker-Dealer** | **FINRA Registered Broker-Dealer introducing Pre-Arranged SB Swap Transactions for execution and/or accessing SB Swap Transactions on behalf of Customers** |  |
|  |
| **Customer Types : U.S. Persons and Non-U.S. Persons** |
|  |
| **Broker Firm Participant Applicant Type** | **Description** | **YES/NO** |
| **Non-FINRA Registered Intermediary** | **Appropriately locally registered intermediary in a non-US jurisdiction introducing Pre-Arranged SB Swap Transactions for execution and/or accessing SB Swap Transactions on behalf of Customers** |  |
|  |
| **Customer types : Non-U.S. Persons only** |

**Note: If not a FINRA member, please provide name of local equivalent regulator and if available your registration ID number:**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Note: Foreign applicants that are not registered with FINRA may only conduct SB Swaps business on behalf of non-US entities.**

**Compliance Contact: (Name, address, phone, email): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Billing Contact: (Name, address, phone, email): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Agent for Service of Process (non-US Entities only), must provide Tradition SEF with a copy of such fully executed Agent agreement with a US-based Agent with a US address):**

**Agent Name and US Address: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**2. As is required by applicable laws, rules and regulations please provide the following or identify the communication by which any of the following information was previously provided to Tradition SEF:**

1. **COMPANY INFORMATION:**
2. **Certificate of Incorporation, Memorandum and Articles of Association**

Please provide:

a) A copy of the Certificate of Incorporation (or local equivalent).

b) A copy of the Memorandum and Articles of Association (or local equivalent).

1. **Corporate Structure and Key Personnel**

Please provide the following:

a) A group organization chart (if applicable), and/or an organization chart detailing all staff to be involved in SB Swap Broker Firm Participant Applicant operations.

b) A list of Directors.

c) Name, Phone #, and email for Key Personnel, Emergency Contacts.

d) Names of any shareholders directly or indirectly owning or controlling more than 25% of the Company (“Beneficial Owners”).

**iii. Business and Financial Information**

a) A copy of the firm’s most recent FINRA FOCUS report, or, in the case of a new company, an audited (or equivalent) opening balance sheet.

b) Reasonable details of relevant experience and expertise the Applicant’s key staff have had in the industry.

c) A listing of other SEF, Exchange, or self-regulatory organization memberships or affiliations.

**iv. Authorized Signatory List**

Please provide a list of the company’s authorized signatories and signature specimens together with an explanation of the respective authorizations.

**v. Authorized SB Swap Broker List**

Please provide a list of brokers authorized to conduct SB Swap business on Tradition SEF.

**3 REGULATORY STATUS REPRESENTATION**

It is the Broker Firm Participant Applicant’s responsibility to ensure that it has the appropriate regulatory status in each jurisdiction in which it operates or plans to operate with regard to its SB Swap Broker Activity. Broker Firm Participant Applicant confirms that it is appropriately registered or authorized to conduct SB swaps business.

**4. DISCIPLINARY MATTERS**

Broker Firm Participant Applicant is unaware of any disciplinary matters with itself or any of its senior management or board members which would prohibit the firm’s participation and registration with Tradition SEF.

**5. REPRESENTATIONS:**

A. The Broker-Firm Participant Applicant shall represent that their Authorized Brokers are licensed and qualified to execute SB Swap transactions.

B. The Broker-Firm Participant Applicant shall represent that it has implemented a written anti-money laundering program which is reasonably designed to promote and monitor its compliance with applicable laws, rules and regulations.

C. The Broker-Firm Participant Applicant shall obtain appropriate representations and/or ensure that each of its Customers is an Eligible Contract Participant as defined in Section 3(a)(65) of the Securities Exchange Act and is a Customer as per SEC Rule 819 (j)(3)(i) at all relevant times and shall provide relevant documentation confirming that each Customer:

i. that enters into Cleared SB Swaps, has a relationship with a Clearing Firm eligible to clear such Cleared SB Swaps or has a guaranteed clearing arrangement with a Clearing Firm eligible to clear such SB Cleared Swaps.

ii. each Customer has and maintains all necessary regulatory approvals and licenses to enter into SB Swaps under Applicable Law and is not subject to any trading ban, prohibition or suspension issued by the SEC or FINRA, or any statutory disqualification.

D. The Broker-Firm Participant Applicant shall represent that it has and will continue to screen Customers for compliance with economic or trade sanctions programs administered by OFAC and other programs as may be required by applicable laws, rules, and regulations, including screening Customer names against OFAC’s List of Specially Designated Nationals and Blocked Persons.

**5.** **FEES**

Broker-Firm Participant Applicant agrees to pay Tradition SEF fees at prevailing rates related to SB Swap Transactions on Tradition SEF. All rates are exclusive of any applicable sales taxes. Fees shall be paid by the Participant on receipt of invoice.

**6. MISCELLANEOUS**

1. The Broker-Firm Participant Applicant shall identify its Customers to Tradition SEF in such manner as specified by Tradition SEF.
2. The Broker-Firm Participant Applicant shall satisfy such other criteria as Tradition SEF may specify from time to time, subject to Tradition SEF Rules, including its Rulebook and Platform Supplement(s), and subject to Applicable Law.
3. The Broker-Firm Participant Applicant acknowledges receiving a copy of the Tradition SEF’s Rulebook and Platform Supplements, and agrees to be bound thereby.
4. Use of Tradition SEF Information
5. All information proprietary or derived from Tradition SEF shall be confidential and shall be protected to the full extent of applicable laws, rules and regulations.
6. To the extent that Broker Firm Participant Applicant is affiliated through ownership or control with other SEF(s), SBSEF(s) or Exchange(s), Broker-Firm Participant Applicant represents that it maintains and implements procedures and controls to prevent information from Tradition SEF being used to the benefit of the affiliated SBSEF or Exchange and contrary to Tradition SEF’s interests.
7. Upon request, subject to reasonable advance written notice thereof, Broker-Firm Participant Applicant consents to Tradition SBSEF’s ability to audit the information protection mechanisms and the dissemination or other use of Tradition SEF information, upon request subject to reasonable advance written notice thereof.
8. Termination

Broker Firm Participant Applicant agrees that Tradition SEF has the right to cancel Broker-Firm Participant Applicant’s access to Tradition SEF in the event of violation or other non-compliance with any of the preceding items set forth herein, or as otherwise required or permitted under applicable laws, rules and regulations. To the extent reasonably feasible, Tradition SEF shall provide reasonable advance notice of such termination.

Broker Firm Participant Applicant hereby declares that the statements and attestations in the application materials provided to Tradition SEF are true, complete and accurate as of the date below.

Submitted on behalf of Broker Firm Participant Applicant:

Authorized Representative:

Position: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_