

**THE NASDAQ STOCK MARKET LLC &
NASDAQ OMX BX, INC.
MARKET REGULATION COMMITTEE**

Betsy P. Lefler (I), Chair
Managing Director, Deputy
Director of Compliance
Keybank Capital Markets, Inc.

David L. Brooks (NI)
Managing Director, Global Equity
Trading
The Boston Company Asset
Management, LLC

Lisa Fairfax (NI)
Leroy Sorenson Merrifield
Research
Professor of Law
The George Washington University
Law School

Mary Beth Findlay (I)
Managing Director, Legal &
Compliance
Credit Suisse Securities (USA) LLC

Paul L. Fitzgerald (I)
Morgan Stanley & Co. Inc.
Managing Director,
Legal & Compliance

Alan Marshall (NI)
Vice President & Head Trader
Luther King Capital

Richard McDonald (I)
Chief Regulatory Counsel
Susquehanna International
Group, LLP

Dr. Michael S. Pagano (NI)
Villanova School of Business
Villanova University

Claire Santaniello (I)
Managing Director & Chief
Compliance Officer
Pershing LLC

Holly Stark (NI)
Managing Member
Efficient Frontiers

I = Industry NI = Non-Industry

**NASDAQ STOCK MARKET LLC
NASDAQ OMX BX, Inc.**

Market Regulation Committee Charter

Purpose: The primary function of the Market Regulation Committee (the "Committee") is to provide advice and guidance to the Board of Directors ("Board") of The NASDAQ Stock Market LLC and NASDAQ OMX BX, Inc. (collectively "Exchange Board") on regulatory proposals and industry initiatives relating to quotations, execution, trade reporting, and trading practices;

Goals and Objectives:

The Committee shall:

Advise on regulatory proposals and industry initiatives relating to quotations, execution, trade reporting, and trading practices; advise the Board in its administration of programs and systems for the surveillance and enforcement of rules governing Exchange Member's conduct and trading activities in the Exchange; provide a pool of attorney panelists for hearing panels under the Exchange Rules; participate in the training of hearing panelists on issues relating to quotations, executions, trade reporting, and trading practices; and review and recommend to the Exchange Review Council changes to the Exchange's guidelines for sanctions to be imposed on members for violations of Exchange Rules.

The Market Regulation Committee will not have any involvement in deciding whether or not to institute disciplinary proceedings.

Composition: The Committee will have broad representation that is equally balanced between Industry and Non-Industry Committee members. The Committee members shall include broad representation of participants in The Nasdaq Stock Market, including investors, market makers, integrated retail firms and order entry firms. As a condition precedent to serving on the Committee, a member must complete a confidentiality agreement in the form provided by Nasdaq. The members of the Committee shall be approved by the Board annually, and shall serve a minimum term of three years. The President in consultation with the Chair may extend the term of a Committee member in one-year increments up to a maximum term of six continuous years. The Committee Chair(s) is selected by the President.

Meetings: The Committee shall meet at least three times annually, or more frequently as circumstances dictate. Meetings may be held in person at locations to be determined or via conference call. Committee members must attend Committee meetings in person or by telephone and may not send substitute attendees to meetings.

Responsibilities and Duties:

At all meetings of the Committee, a quorum for the transaction of business shall consist of a majority of the Committee, including not less than 50 percent of the Non-Industry committee members. If a least 50 percent of the Non-Industry Committee members are (i) present at or (ii) have filed a waiver of attendance for a meeting after receiving an agenda prior to such meeting, the requirement that not less than 50 percent of the Non-Industry committee members be present to constitute the quorum shall be waived.

Thus, the composition of the Market Regulation Committee must be equally balanced between Industry members (members with certain specified affiliations with broker-dealers and/or Nasdaq and its affiliates) and Non-Industry members. At least 50 percent of Non-Industry committee members must be present or waive attendance at all meetings. In order to determine the appropriate composition of the Market Regulation Committee, annually the Secretary of the Corporation shall collect from each Committee nominee such information as is reasonably necessary to determine the Committee nominee's classification as an Industry or Non-Industry member of the Committee. As a condition precedent to serving on the Committee, a member must complete a confidentiality agreement in the form provided by NASDAQ.