THE NASDAQ STOCK MARKET, INC., NASDAQ OMX PHLX LLC & NASDAQ OMX BX, INC.
Market Operations Review Committee
2011

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

Market Operations Review Committee Charter

Purpose: The primary function of the Market Operations Review Committee (the "MORC") is to adjudicate appeals by a member, a member of a UTP Exchange or a person associated with any such member, ("member"), within the MORC authority as provided under NASDAQ Rules 4612, 4619, 4620, 4710, 11890, NASDAQ Options Market Rules Chapter V Section 6, NASDAQ OMX BX Rule 11890 and NASDAQ OMX PHLX Rules 124, 3312 and Advices F-27 (collectively "the Rules").

Goals and Objectives: The MORC shall:
Consider facts and circumstances, on a case-by-case basis, relating to member appeals of NASDAQ Official determinations pursuant to the Rules. MORC determinations are to be rendered in a fair and unbiased manner, are final and binding upon all parties and shall constitute final Association action on the matter in issue.

Composition: The MORC will have broad representation that is balanced between Market Making and Non-Market Making members. The Committee members shall be drawn from various constituencies of The NASDAQ Stock Market, NASDAQ OMX BX and NASDAQ OMX PHLX LLC, 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 term of three years.

Meetings: The MORC shall meet at least two times annually, or more frequently as circumstances dictate. Meetings may be held in person at locations to be determined by NASDAQ 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:
To fulfill its goals and objectives, the MORC shall conduct Panel meetings to render decisions regarding the case-by-case review of a member's appeal of a NASDAQ Official determination under NASDAQ Rules 4612, 4619, 4620, 4710, and 11890, NASDAQ Options Market Rules Chapter V Section 6, NASDAQ OMX BX Rule 11890 and NASDAQ OMX PHLX Rules 124, 3312 and Advices F-27 (collectively "NASDAQ Rules").. The Panel must consist of three MORC members (members may not send a substitute representative) with the majority composed of Non-Market Making representatives.

At all meetings of the MORC, a quorum for the transaction of business shall consist of a majority of the Committee, including not less than 50 percent of the Non-Market Making committee members. If a least 50 percent of the Non-Market Making 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-Market Making committee members be present to constitute the quorum shall be waived.

Thus, the composition of the MORC must be balanced between Market Making members (members directly engaged in market making activity or employed by a member of a firm whose revenues from market making activity exceed ten percent of its total revenues) and Non-Market Making members. At least 50 percent of Non-Market Making committee members must be present or waive attendance at all meetings.

In order to determine the appropriate composition of the MORC, 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 a Market Making and Non-Market Making member of the Committee.