

## Quality of Markets Committee 2009

Steve Swanson (Member Rep)  
Automated Trading Desk, A Citi Company

Bob Arnold **(NI)**  
NYS Common Retirement  
Fund Pensions Investments  
and Public Finance

David Brooks **(NI)**  
The Boston Company

Thomas Chippas (Member Rep)  
Deutsche Bank Securities

Nathaniel Evarts **(NI)**  
State Street Global Advisors

Doug Hamilton **(NI)**  
Numeric Investors, LLC

Duane Kelly **(NI)**  
The Vanguard Group

Michael Lynch (Member Rep)  
Merrill Lynch

Chris Nagy (Member Rep)  
TD Ameritrade

John Russell **(NI)**  
Franklin Advisors

Michael Sobel **(NI)**  
Barclays Global Investors

Raymond Tierney **(NI)**  
Morgan Stanley

Mike Towey (Member Rep)  
Pali Capital

Greg Tusar (Member Rep)  
Goldman Sachs

Lisa Utasi **(NI)**  
ClearBridge Advisors

Brian Nigito (Member Rep)  
GETCO Holding Co., LLC

Pankil Patel (Member Rep)  
Credit Suisse

Jeff Radtke (Member Rep)  
Lehman Brothers

Joseph M. Ricciardi (Member  
Rep)  
Knight Capital Group

Phillipp Villhauer **(NI)**  
SAC Capital Advisors, LLC

Clarence Woods **(NI)**  
MTB Investment Advisors

## Quality of Markets Committee Charter

**Purpose:** The primary function of the Quality of Markets Committee (the "Committee") is to provide advice and guidance to the Board of Directors ("Board") of The NASDAQ Stock Market LLC ("NASDAQ") and the NASDAQ OMX BX, Inc. (NASDAQ OMX BX) on issues related to the market, market participants, and the national market system.

**Goals and Objectives:** The Committee shall:

Provide advice and guidance to the Board on issues relating to the fairness, integrity, efficiency, and competitiveness of the information, order handling, and execution mechanisms of The Nasdaq Stock Market, other markets operated by Nasdaq, and systems operated by Nasdaq from the perspective of investors, both individual and institutional, retail firms, market making firms, Nasdaq-listed companies, and other participants in Nasdaq.

Advise the Board with respect to national market systems plans and linkages between the facilities of NASDAQ, and other markets.

**Composition:** The Committee shall include broad representation that is equally balanced between Industry and Non-Industry Committee members. The Quality of Markets Committee shall include broad representation of participants in the national securities exchange operated by the Company, including investors, market makers, integrated retail firms, and order entry firms. The Quality of Markets Committee shall include a number of Member Representative members that is equal to at least 20 percent of the total number of members of the Quality of Markets Committee. The number of Non-Industry members of the Quality of Markets Committee shall equal the sum of the number of Industry members and Member representative members.

The members of the Committee shall be approved by the Board annually, and shall serve a minimum term of three years. The Committee Chair(s) is selected by the Committee with input from management.

In order to determine the appropriate composition of the QMC, 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.

**Meetings:** The Committee shall meet at least five times annually, or more frequently as circumstances dictate. Meetings may be held in person at locations to be determined by NASDAQ or NASDAQ OMX BX or via conference call. Committee members must attend Committee meetings in person or by telephone and may not send substitute attendees to meetings. At the meetings of the Quality of Markets Committee, a quorum for the transaction of business shall consist of a majority of the Quality of Markets Committee, including not less than 50 percent of the Non-Industry members. If at least 50 percent of the Non-Industry members (A) are present at or (B) have filed a waiver of attendance for a meeting after receiving the agenda prior to such meeting, the requirement that not less than 50 percent of the Non-Industry members be present to constitute the quorum shall be waived.

**Responsibilities and Duties:**

To fulfill its goals and objectives, the Committee shall review and provide advice to the Board on proposed rule changes or other actions that impact NASDAQ or NASDAQ OMX BX, market participants, or the national market system.