

Processor Disclosure Form

Processor: UTP Processor

- Is the Processor an affiliate of or affiliated with any Participant?

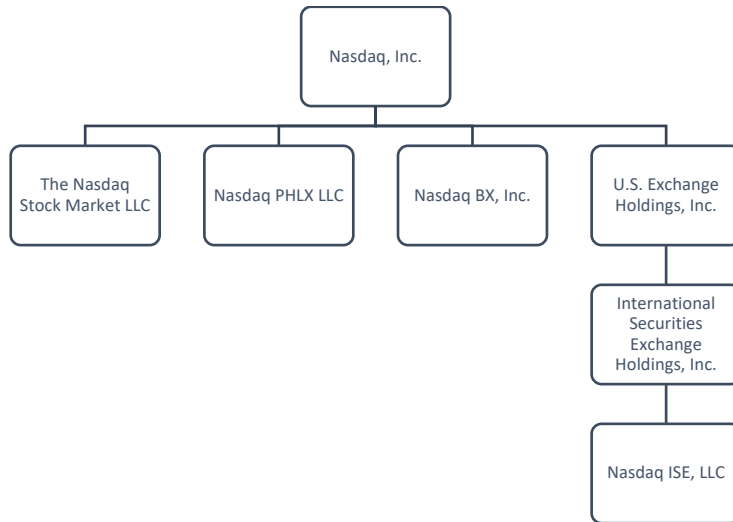
**Yes.**

- If yes, disclose the Participant(s) and describe the nature of the affiliation. Include an entity-level organizational chart depicting the Processor and its affiliates.

**The Processor operates under the Processor Services Agreement between the UTP Plan Participants and The Nasdaq Stock Market LLC, a subsidiary of Nasdaq Inc. Three Participants are affiliated with The Nasdaq Stock Market LLC:**

- **Nasdaq BX, Inc.**
- **Nasdaq PHLX LLC**
- **Nasdaq ISE, LLC**

**Organizational Chart:**



- Provide a narrative description of the functions directly performed by senior staff, the manager employed by the Processor to provide Processor services to the Plans, and the staff that reports to that manager (collectively, the "Plan Processor").

**The US regional manager of Nasdaq Market Technology in the Americas is responsible for oversight on all business decisions with respect to the performance of the UTP SIP. Reporting to US regional manager is the lead product/project manager responsible for the business relationship between Nasdaq Market Technology and UTP Participants, which includes, but is not limited to, discussions**

**with UTP Plan Participants related to functionality and any enhancements requested by such Participants.**

**The Senior Vice President of Nasdaq responsible for technology oversees the system technology and team members. This includes all aspects of the maintenance and dissemination of plan data, including but limited to: development, operations, quality control, network engineering, capacity/latency, and technology operation management. The software engineering team dedicated to all Processor technology development and maintenance functions reports to that Senior Vice President.**

- Does the Plan Processor provide any services for any Participant's Proprietary Market Data products or other Plans?

**No. However, the Senior Vice President of Nasdaq responsible for technology may provide operational or technological support for other business lines including, but not limited to, Proprietary Market Data products.**

- If Yes, disclose the services the Plan Processor performs and identify which Plans.

**N/A.**

- Does the Plan Processor have any profit or loss responsibility for a Participant's Proprietary Market Data products or any other professional involvement with persons the Processor knows are engaged in the Participant's Proprietary Market Data business? If so, describe.

**No.**

- List the policies and procedures established to safeguard confidential Plan information that is applicable to the Plan Processor.

**The UTP Plan Confidentiality policy governs the protection of UTP Plan information.**

- Does the Processor, or its representatives, have additional relationships or material economic interests that could be perceived by a reasonable objective observer to present a potential conflict of interest with the representatives' responsibilities to the Plan? No

**No.**

- If so, provide a detailed narrative discussion of all material facts necessary to identify the potential conflicts of interest and the effects they may have on the Plan.

**N/A**