

**360 TRADING NETWORKS INC.  
PARTICIPANT COMMITTEE CHARTER**

**I. Purpose**

The Participant Committee is a committee of the Board of Directors (“**Board**”) of 360 Trading Networks Inc. (“**SEF**”) established in accordance with the Commodity Exchange Act and Commodity Futures Trading Commission (“**CFTC**”) Regulations promulgated thereunder. The Participant Committee is responsible for (i) determining the standards and requirements for initial and continuing eligibility of Participants (as that term is defined in the SEF Rulebook (“**Rules**”)), (ii) reviewing appeals of staff denials of prospective Participant applications, and (iii) approving any provision of the Rules that would result in different categories or classes of Participants receiving disparate access to the SEF.

**II. Responsibilities and Authority**

**Responsibilities**

The Participant Committee shall determine the standards and requirements, including financial requirements, for initial and continuing Participant eligibility.

The Participant Committee shall review appeals of SEF staff denials of Participant applications. In reviewing such appeals, the Participant Committee shall not uphold the staff denial if the relevant application demonstrates that the applicant meets the standards and requirements that have been established by the Participant Committee or by the Board.

The Participant Committee shall approve any provision of the Rules that would result in different categories or classes of Participants receiving disparate access. The Participant Committee shall not, however, recommend that the Board restrict access or impose burdens on access to the facilities of the SEF in a discriminatory manner, within each category or class of Participants or between similarly situated categories or classes of Participants.

The Participant Committee shall keep minutes and records of its meetings, deliberations and analysis including records of all decisions made by the Participant Committee.

The Participant Committee shall review such other matters and perform such additional activities, within the scope of its responsibilities, as the Board deems necessary or appropriate.

## **Authority**

The Participant Committee will have the authority, discretion, and necessary resources to:

- Conduct its own inquiries;
- Consult directly with staff of the SEF;
- Interview employees, officers and directors of the SEF;
- Review all relevant documents;
- Exercise its independent analysis and judgment to fulfill its regulatory obligations; and
- Ask members of management or others to attend the meeting and provide information.

### **III. Membership, Composition, & Organization**

The members of the Participant Committee shall be appointed in accordance with the SEF Bylaws. The Board shall designate the Chairperson of the Participant Committee. Each member of the Participant Committee and its Chairperson shall serve until his or her successor is appointed or until his or her earlier resignation or removal.

Except in the case of vacancies caused by the death, resignation or incapacity of a member of the Participant Committee, the Participant Committee shall have the number or percentage of “public directors” required under any relevant CFTC governance rules not later than the applicable compliance date of such rules.

### **IV. Meetings**

The Participant Committee shall meet as often as it may deem necessary and appropriate in its judgment.

The majority of the Participant Committee members shall constitute a quorum for the transaction of business. Each Participant Committee member not subject to a recusal (for reasons including, but not limited to, an actual or potential conflict of interest) shall have one vote in all matters requiring a vote of the Participant Committee. The act of a majority of the Participant Committee members not subject to a recusal at any duly constituted meeting, if a quorum is present, shall be the act of the Participant Committee. In the event of a tie vote, the vote of the Chairperson of the Participant Committee shall decide the matter.

**V. Reporting**

The Chairperson of the Participant Committee, or his or her designee, will make regular reports of the Participant Committee's activities to the Board.

In the event that the Board rejects any recommendation or supersedes any action of the Participant Committee, the SEF shall prepare and submit a report to the CFTC to the extent required by CFTC Regulations.

The Participant Committee shall reassess the adequacy of this Charter no less frequently than annually and submit any recommended changes to the Board for approval.

**VI. Publicly Available Information**

The SEF shall make this Charter publicly available.