Exhibit C-1

360 TRADING NETWORKS INC.
NOMINATING COMMITTEE CHARTER

I. Purpose

The Nominating 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 Nominating Committee is responsible for (i) identifying qualified individuals to serve as members of the Board (each, a "**Director**") or on committees of the Board that are required to be established in accordance with CFTC Regulations, consistent with criteria established by the Board and CFTC Regulations and (ii) administering the process by which individuals are nominated to serve on the Board.

II. Responsibilities and Authority

Responsibilities

The Nominating Committee shall select the Director nominees in accordance with criteria approved by the Board, and recommend those nominees to the Board, taking into consideration requirements for Directors set forth in the SEF Bylaws, SEF Rulebook and CFTC Regulations. In the case of a vacancy in the office of a Director, the Nominating Committee shall recommend to the Board an individual to fill such vacancy. The Nominating Committee shall adhere to the following requirements:

- Except in the case of vacancies caused by the death, resignation or incapacity of a Director, the Board shall have the number or percentage of "public directors" required under any relevant CFTC governance rules (each, a "**Public Director**") not later than the applicable compliance date of such rules.

- Directors shall be of sufficiently good repute and possess the ability to contribute to the effective oversight and management of the SEF, taking into account the needs of the SEF and such factors as the individual's experience, perspective, skills and knowledge of the industry in which the SEF operates.

The Nominating Committee shall identify the Directors qualified to fill vacancies on any committee of the Board (other than the Nominating Committee) and recommend that the Board appoint the identified Director or Directors to the respective committee. In nominating a candidate for committee membership, the Nominating Committee shall take into consideration the factors set forth in the charter of that committee and requirements under applicable law, including CFTC Regulations, as well as any other factors it deems appropriate, including without

limitation the individual's experience, perspective, skills, knowledge and that of other committee members.

The Nominating Committee shall monitor and assess the Board's independence, which includes developing and recommending to the Board standards to be applied in making determinations as to the absence of material relationships between the SEF and a Director.

The Nominating 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 Nominating Committee will have the authority, discretion, and necessary resources, with written notice to the Board, to:

- Conduct its own inquiries;
- Interview candidates for Board or committee positions;
- Interview employees, officers and Directors of the SEF;
- Review all relevant documents; and
- Ask members of management or others to attend meetings and provide information.

III. Membership & Organization

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

The Nominating 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. If required by such rules, the Chairperson of the Nominating Committee must also qualify as a Public Director.

IV. Meetings

The Nominating Committee shall meet as often as it may deem necessary and appropriate in its judgment. In addition, should the departure of a Director cause the composition of the Board (or of a committee thereof) to no longer comply

with applicable CFTC Regulations, the Nominating Committee shall convene as soon as practicable in order to identify suitable candidates to recommend to the Board to fill such vacancy.

The majority of the Nominating Committee members shall constitute a quorum for the transaction of business. Each Nominating 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 Nominating Committee. The act of a majority of the Nominating Committee members not subject to a recusal at any duly constituted meeting, if a quorum is present, shall be the act of the Nominating Committee. In the event of a tie vote, the vote of the Chairperson of the Nominating Committee shall decide the matter.

V. Reporting

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

The Nominating 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.