

**GREEN EXCHANGE LLC
PARTICIPANT APPLICATION AND AGREEMENT**

**GREEN EXCHANGE LLC
PARTICIPANT APPLICATION AND AGREEMENT**

(Certain capitalized terms have the meaning set forth in the Rules of Green Exchange LLC)

I. Applicant Information.

Legal Name _____
Mailing Address _____

Telephone Number _____
Facsimile Number _____

- Type of organization Corporation
 Limited Liability Company
 Limited Partnership
 General Partnership
 Natural Person (Individual)
 Other (please specify _____)

Jurisdiction of organization _____
Organizational ID # _____
Tax Identification # or
Social Security # _____

Authorized Representative _____
Title _____
Mailing Address _____
Telephone Number _____
Facsimile Number _____
E-mail Address _____

Compliance Officer _____
Title _____
Mailing Address _____
Telephone Number _____
Facsimile Number _____
E-mail Address _____

Billing Contact _____
Title _____
Mailing Address _____
Telephone Number _____
Facsimile Number _____
E-mail Address _____

Required Attachments:

- Exhibit I-A Current Certificate of Formation/Incorporation
- Exhibit I-B Certificate of Good Standing in Jurisdiction of organization dated within 5 Business Days of the date of this application.

II. Green Exchange Clearing Member Information.

- Yes No Is the applicant separately applying to be a Green Exchange Clearing Member? *If no, provide the name(s) of the applicant's Green Exchange Clearing Member.* _____
-

III. Financial Information.

The applicant must submit the financial information specified below. At its discretion, the Exchange may require documentation to substantiate certain assets and/or liabilities disclosed on financial information submitted by an applicant.

Required Attachments:

Exhibit III-A For applicants that are IB or FCM registrants, attach the firm's most recent audited financial statement and an unaudited 1-FR or FOCUS Report as of its most recent month-end.

Exhibit III-B For applicants that are non-registrants, attach the following:

- (i) If the applicant is a public company, attach the most recent SEC filing of its Form 10-Q and Form 10-K. If this is a consolidated filing, an applicant must also submit its most recent unconsolidated balance sheet.
- (ii) If the applicant is a non-public entity, attach the most recent certified annual financial statement and the most recent monthly financial statement.
- (iii) If the applicant is an individual, attach a personal financial statement that indicates the applicant's total assets and total liabilities.

IV. Ownership and Management Information.

- Yes No Is the applicant (i) validly organized, in good standing, and authorized by its governing body and, if relevant, documents of organization, to trade Contracts (if an entity) or (ii) of the age of majority in the individual's state of residence (if an individual)?
- Yes No Is the applicant, or has the applicant been, a member of any other exchange or clearing organization? *If yes, please provide the name and current membership status of such exchange or clearing organization on Exhibit IV-C.*
- Yes No Has the applicant, or any organization/person who (i) owns 5% or more of an

interest in the applicant, (ii) is an officer of the applicant, or (iii) is a managing members or partner of the applicant, ever been denied registration, membership or privileges, or had a registration, membership or privileges suspended, revoked or conditioned by a government, regulatory authority, exchange or clearing organization? *If Yes, attach description and documentation as Exhibit IV-C.*

Yes No Has the applicant, or any organization/person who (i) owns 5% or more of an interest in the applicant, (ii) is an officer of the applicant, or (iii) is a managing members or partner of the applicant, ever been adjudged bankrupt or made a general assignment for the benefit of creditors, or been a party to any voluntary or involuntary proceeding under any relevant bankruptcy law? *If Yes, attach description and documentation as Exhibit IV-C.*

Yes No Has the applicant, or any organization/person who (i) owns 5% or more of an interest in the applicant, (ii) is an officer of the applicant, or (iii) is a managing members or partner of the applicant, submitted an application for a state or federal (U.S. or foreign) business occupational license that has been denied or withdrawn, or has such license ever been suspended, revoked or enjoined, temporarily or otherwise? *If Yes, attach description and documentation as Exhibit IV-C.*

Yes No Has the applicant ever used or been known by, or conducted business under, any other name? *If Yes, attach description and documentation as Exhibit IV-C.*

Yes No Has the applicant, or any organization/person set forth in Exhibit IV-A or Exhibit IV-B ever been: (a) convicted of any felony, or (b) convicted of any misdemeanor or found guilty of violating a rule or regulation that involved embezzlement, theft, fraud, extortion, misappropriation of funds, forgery, or bribery, by any U.S. or foreign court, government or regulatory authority, or exchange/clearing organization? *If Yes, attach description and documentation as Exhibit IV-D.*

Yes No Is the applicant, or any organization/person set forth in Exhibit IV-A or Exhibit IV-B currently subject to an investigation (excluding routine financial audits and examinations) by any government or regulatory authority, or exchange/clearing organization? *If Yes, attach description and documentation as Exhibit IV-C.*

Required Attachments:

Exhibit IV-A A list of all organizations/persons who own 5% or more of an interest in the applicant, including the percentage ownership and a description of the nature of involvement in the commodities or securities industry of each such organization/person.

Exhibit IV-B A list of officers (including the person responsible for risk management), managing members of an LLC or Partners, including titles, prior experience, direct telephone and fax numbers and email addresses.

Exhibit IV-C Explanation pages (if applicable).

V. Representations and Warranties of Applicant.

The applicant represents and warrants to the Exchange that, as of the date hereof and on an ongoing basis during such time that an applicant is a Participant:

1. It is duly organized, validly existing and in good standing under the laws of its jurisdiction of organization and each other jurisdiction in which the nature or conduct of its business requires such qualification, or in the case of an individual, is of the age of majority in the individual's state of residence. It has full power and authority (corporate and otherwise) to execute and deliver this Application and to perform its obligations as a Participant.
2. This Application has been duly and validly authorized, executed and delivered on its behalf and constitutes a valid, binding and enforceable agreement in accordance with its terms. The individual executing and delivering this Application has full power and authority to do so on its behalf.
3. It has received all necessary approvals and consents from all applicable governmental, regulatory or self-regulatory bodies to permit it to conduct the business of a Participant.
4. It is not statutorily disqualified from acting as a Participant and there is not pending, or to the best of its knowledge threatened, any action, suit or proceeding before or by any court or other governmental, regulatory or self-regulatory body to which it is a party which seeks to affect the enforceability of this Agreement or its ability to act as a Participant.

VI. Additional Agreement of Applicant.

The applicant further acknowledges and agrees that:

1. It has no recourse against the Exchange in the event that this application to become a Participant is rejected.
2. It has received a copy of the Rules and, if approved as a Participant, it shall abide by and be subject to the Rules, as now existing and as hereafter duly amended from time to time, including the obligation to submit to arbitration.
3. If approved as a Participant, its status as a Participant may be limited, conditioned, restricted or terminated by the Board in accordance with the Rules.
4. It will provide such other information as may be reasonably requested by the Exchange to ascertain the facts bearing upon the applicant's qualification to become a Participant.
5. It authorizes the Exchange to verify by investigation the statements in the application materials provided to the Exchange, which may include a criminal background check, a review of the applicant's credit report, and such other action reasonably deemed necessary by the Exchange.
6. It authorizes any governmental, regulatory or self-regulatory body, futures exchange, securities exchange, national securities association, national futures association or other entity to furnish to the Exchange, upon its request, any information they may have concerning the applicant, and the applicant hereby releases such entity from any and all

liability of whatsoever nature by reason of furnishing such information to the Exchange.

7. It authorizes the Exchange to make available to any governmental, regulatory or self-regulatory body, futures exchange, securities exchange, national securities association, national futures association or other entity (upon such entity's showing of proper authority and need) any information the Exchange, may have concerning the applicant, and the applicant hereby releases the Exchange from any and all liability of whatsoever nature by reason of furnishing such information.
8. It hereby declares that the statements in the application materials provided to the Exchange are true, complete and accurate.

IN WITNESS WHEREOF, applicant, by its duly authorized officer, intending to be legally bound, has caused this Participant Application and Agreement to be duly executed and delivered as of the date first above written.

[Insert Name of Applicant]

By: _____

Name:

Title:

**GREEN EXCHANGE LLC
AUTHORIZED REPRESENTATIVE FORM**

Pursuant to Rule 307 of the Rules of Green Exchange LLC, the undersigned Participant (the "Participant") hereby appoints the following individual(s) as its Authorized Representative(s). The contact information for each Authorized Representative is set forth below.

The Participant and the each Authorized Representative agree that the Authorized Representative will represent the Participant before the Exchange and its committees as set forth in Rule 307. Each Authorized Representative agrees to be bound by the duties and responsibilities of an Authorized Representative and to be subject to, and comply with, the GreenEx Rules. The Participant and each Authorized Representative agree that the appointment of the Authorized Representative will remain effective until terminated in writing by the Participant or the Authorized Representative.

IN WITNESS WHEREOF, Participant, by its duly authorized officer, and each Authorized Representative intending to be legally bound, have caused this Authorized Representative Form to be duly executed and delivered as of the date set forth below.

Dated _____

Participant Signature _____
Participant Name _____
Mailing Address _____

Telephone Number _____
Facsimile Number _____
E-mail address _____

Authorized Representative Signature _____
Authorized Representative Name _____
Title _____
Mailing Address _____

Telephone Number _____
Facsimile Number _____
E-mail address _____

Authorized Representative Signature _____
Authorized Representative Name _____
Title _____
Mailing Address _____

Telephone Number _____
Facsimile Number _____
E-mail address _____

Attach additional sheets if necessary.