

Name and address:

OptiMark Holdings, Inc.
10 Exchange Place Centre
Jersey City, NJ 07302

Details of organization:

Corporation organized under Section 102 of the General Corporation Law of the State of Delaware on May 19, 2000.

Affiliation:

Contractual agreement

Business or functions:

Nasdaq operates an application of the OptiMark Trading System as a trading facility of the Nasdaq Stock Market. This screen-based trading facility provides an optional, computerized matching cycle designed to satisfy the trading interests of participants. OptiMark users submit "profiles" depicting their trading interest across a range of prices and sizes. The OptiMark Matching Module measures and ranks all relevant trading interest and then engages in a two-stage matching cycle.

Articles of Incorporation:

Attached as Exhibit A.

By- Laws:

Attached as Exhibit B.

Officers, Governors, and Standing Committee Members:

Officers: Phillip J. Riese, President; William A. Lupien, Vice President; James G. Rickards, Secretary and Treasurer.

Directors: William A. Lupien, Phillip J. Riese, John T. Rickard, Jerome H. Bailey, Peter L. Bloom, Ronald D. Fisher, Richard W. Jones, Morton H. Meyerson, Michael D. O'Halleran, Kenneth D. Pasternak

Compensation Committee: Phillip J. Riese, Morton H. Meyerson, Peter L. Bloom