December 6, 2012

Dear Sirs:

AFME French Financial Transactions Tax Protocol – Adherence Letter

1. ADHERENCE

The purpose of this letter is to declare our adherence and that of each other party whose name is listed in paragraph 2 below (for whom we act as agent for the purposes of this Adherence Letter), to the AFME French Financial Transactions Tax Protocol (the Protocol).

By executing this letter, we make the representations set out in paragraph 5.1 of the Protocol and confirm our intention to be bound by the terms of the Protocol as amended from time to time. This letter constitutes an Adherence Letter as referred to in the Protocol.

The definitions and provisions contained in the Protocol are incorporated into this Adherence Letter.

2. PARTIES TO WHOM THIS ADHERENCE LETTER APPLIES

ITG Inc. (CRD# 29299) (SEC# 8-44218) (DTC ID 99)

AlterNet Securities, Inc. (CRD# 47867) (SEC# 8-51939)

ITGD Derivatives LLC (CRD# 38455) (SEC# 8-48255)
Each party listed above shall be a separate Adhering Party.

3. **Appointment as Administrator and Release**

We hereby appoint AFME as administrator for the limited purposes of the Protocol and accordingly we waive, and hereby release AFME from, any rights, claims, actions or causes of action whatsoever (whether in contract, tort or otherwise) arising out of or in any way relating to this Adherence Letter or our adherence to the Protocol or any actions contemplated as being required by AFME.

4. **Contact Details**

Our contact details for the purposes of the Protocol are:

Name: Patrick Chi  
FAO: Compliance Department  
Address: 380 Madison Avenue  
Telephone: 212-444-6342  
Fax: 212-588-4839  
E-mail: Patrick.Chi@itg.com

We undertake to notify AFME of any changes to these details at any time throughout our adherence to the Protocol, by delivering to AFME by (i) certified or registered mail (or airmail, if overseas) or equivalent; (ii) courier; or (iii) personal delivery to AFME’s address set out in this Adherence Letter, two copies of such notice: one a manually signed original and the other a conforming copy containing, in place of each signature, the printed or typewritten name of each signatory. In addition, we will send scanned pdf copies of the manually signed original and conforming copies of the notice of change of details to AFME at fittprotocol@afme.eu.

We agree to the publication by AFME of the conforming copy of any such notice.

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1 To the extent that each adhering entity does not share the same contact details, please provide the contact details for each adhering entity.
5. **Agent for Service of Process**

We have appointed Investment Technology Group Limited, River Plate House, 7-11 Finsbury Circus, London, EC2M 7EB, United Kingdom (Tel. 44-20-7670-4000) as our agent for service of process and any other documents in proceedings in England. We each agree that we will at all times while we remain an Adhering Party to the Protocol maintain an agent for service of process and any other documents in proceedings in England. Any claim form, judgment or other notice of legal process will be sufficiently served on us if delivered to such agent at its address for the time being. We undertake not to revoke the authority of the above agent without giving prior notification to the AFME of a replacement agent.

We consent to the publication of the conformed copy of this letter by AFME and to the disclosure by AFME of the contents of this letter.

Yours faithfully

ITG Inc.

Signed by: P. Mats Goebels  
Name: P. Mats Goebels  
Title: General Counsel

Alternet Securities, Inc.

Signed by: Terence Dolce  
Name: Terence Dolce  
Title: Managing Director

ITG Derivatives LLC

Signed by: James P. Selway III  
Name: James Perry Selway III  
Title: Chief Executive Officer

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2 Non-UK Adhering Parties only. To the extent that each non-UK Adhering Party is not using the same agent, please modify this paragraph as necessary.