



## Cboe BZX Exchange, Inc. Listing Application and Related Forms: Managed Portfolio Shares

To list Managed Portfolio Shares on Cboe BZX Exchange, Inc. a company must complete and submit all materials set forth below on the Listing Checklist to [listingapp@cboe.com](mailto:listingapp@cboe.com).

<b>LISTING CHECKLIST</b>	
<b>The following documentation is required to be submitted prior to launch:</b>	
<b>Due 10 days prior to launch:</b>	
Completed and Executed Listing Application including signatures on the following:	
Corporate Governance Certification	
Exemptive Relief Letter	
Representation Affirmation	
Exchange Listing Agreement	
Mark Authorization Form	
Shareholder Data Release Consent	
Fund Information Spreadsheet	
Sample Portfolio Data (For each component, the CUSIP, ISIN, or SEDOL and the percentage of the portfolio)	
Board Resolution authorizing listing on Cboe BZX Exchange, Inc.	
Mark(s) and Web Description	
Trust Document	
By-Laws	
Certificate of Good Standing dated within 90 days of launch	
<b>Due 5 days prior to launch:</b>	
LMM Finalization	
<b>Due 4 p.m. ET 3 days prior to launch date (delays in adherence to this timeline may cause postponement of launch):</b>	
Form N-1A (Final <i>Effective</i> Registration Statement)	
Form 8-A (Registration of Securities)	

All application materials sent to Cboe BZX Exchange, Inc. (the “Exchange”) will be reviewed for completeness, deemed confidential and handled in a secure environment. Applications may be shared with the Securities and Exchange Commission (the “SEC”) and other self-regulatory organizations, as necessary, to evaluate and process the application. The Exchange may request additional documentation in addition to what is listed in the Listing Checklist.

If you have questions on completing the Listing Application and related forms, you may direct them to [listingapp@cboe.com](mailto:listingapp@cboe.com) or by telephone at 913-815-7101. Each reference herein to “Rule” is a Cboe BZX Exchange, Inc. Listing Rule, unless otherwise indicated.

**GENERAL LISTING INFORMATION**

GENERAL CORPORATE/TRUST INFORMATION	
Corporation/Trust Name (the "Company"):	
Address of Principal Executive Office:	
City, State, Zip:	
Phone:	Website:
State of Incorporation/Date of Incorporation:	
<input type="checkbox"/> Foreign Private Issuer	
SEC File Number:	
Standard Industrial Classification (SIC) Code:	
Central Index Key Number (CIK):	
FUND MANAGER/MANAGER TRUSTEE INFORMATION	
Please list the name and full title of the individual to be designated as the Fund Manager/Managing Trustee. Attach a separate sheet if the contact information for the individual differs from the Fund/Trust information provided above.	
Fund Manager/Manager Trustee:	
TRANSFER AGENT CONTACT INFORMATION	
The Transfer Agent must be a participant in a Direct Registration Program operated by a clearing agency registered under Section 17A of the Exchange Act.	
Company Name/Contact Person:	
Address:	
City, State, Zip:	
Phone:	Email:
SPONSOR INFORMATION	
Firm Name:	
Address of Principal Executive Office:	
City, State, Zip:	
Phone:	Website:

**SPONSOR CONTACTS**

Please attach a separate sheet if the contact information for a designated person differs from the Sponsor Information provided above.

Primary ETP Contact:	Email:
Chief Financial Officer:	Email:
General Counsel:	Email:
Billing Contact:	Email:
Product Manager:	Email:

**DISTRIBUTOR CONTACT**

Please provide the following information regarding the Distributor.

Firm Name:	
Contact Name:	
Address of Principal Executive Office:	
City, State, Zip:	
Phone:	Website:

**ETP ADMINISTRATOR CONTACT**

Please provide the following information regarding the ETP Administrator.

Firm Name:	
Contact Name:	
Address of Principal Executive Office:	
City, State, Zip:	
Phone:	Website:

**BILLING INFORMATION**

Please provide contact information for purposes of billing for ETP Listings

Firm Name:	
Billing Mailing Address:	
City, State, Zip:	
Billing Phone:	Billing Email Address:

Billing Contact(s):	Billing Contact Email Address (if different than email provided above):
---------------------	---

**PRICING VERIFICATION AGENT CONTACT**  
Please provide the following information regarding the Pricing Verification Agent.

Firm Name:	
Contact Name:	
Address of Principal Executive Office:	
City, State, Zip:	
Phone:	Email:

**APPLICATION PRIMARY CONTACT**  
Please provide a primary contact for the purposes of processing this Listing Application.

Firm Name:	
Contact Name:	
Address of Principal Executive Office:	
City, State, Zip:	
Phone:	Email:

**SECURITY INFORMATION**

Name of Security:	
Ticker Symbol(s):	
Applicable 1940 Act Exemptive Order Release No.:	
Initial Listing Listing Transfer Current listing market: _____ Current ticker symbol: _____ Other (please specify):	
Rule Filing Number:	
Expected effective date of registration statement:	
Expected date of initial trading on the Exchange (launch date):	
Will the CUSIP number(s) be included in the file of eligible issues of a registered securities depository upon the commencement of trading?	
Yes	No

Cboe BZX Exchange, Inc.  
Corporate Governance Certification Form

COMPANY INFORMATION
Company Name:

**Upon the Company's listing on the Exchange, the Company must comply with certain governance requirements of the Exchange, including, but not limited to:**

**Exemption – Rule 14.10(e)(1)(E):** I hereby certify that the Company is a management investment company registered under the Investment Company Act of 1940, as amended, that is proposing to issue Managed Portfolio Shares for listing on the Exchange, as defined in Rule 14.11(k), and, as such, is exempt from the following corporate governance requirements:

- (i) Independent Directors – Rules 14.10(c)(2)(A) and 14.10(c)(2)(B)
- (ii) Audit Committee Charter – Rule 14.10(c)(3)(A) and Related Interpretation and Policy .04<sup>2</sup>
- (iii) Audit Committee Composition – Rule 14.10(c)(3)(B)
- (iv) Independent Director Oversight of Executive Officer Compensation – Rule 14.10(c)(4)
- (v) Director Nominations – Rule 14.10(c)(5)(A)
- (vi) Nominations Committee Charter or Board Resolutions – Rule 14.10(c)(5)(B)
- (vii) Code of Conduct – Rule 14.10(d)

**Related Party Transactions – Rule 14.10(h)(1):** I hereby certify that the Company's audit committee or another independent body of the Company's board of directors conduct on an on-going basis an appropriate review and oversight of all related party transactions for potential conflict of interest situations, as required by Rule 14.10(h)(1). The term "related party transaction" refers to transactions required to be disclosed pursuant to Item 404 of Regulation S-K under the 1934 Act (or, in the case of non-U.S. issuers, the term "related party transactions" refers to transactions required to be disclosed pursuant to Form 20-F, Item 7.B).

AUTHORIZATION BY CORPORATE OFFICER
I am a duly authorized officer of the Company. To the best of my knowledge and belief, the information provided on this Corporate Governance Certification is true and correct as of this date. I will promptly notify the Exchange of any material changes to the information provided herein.
Signature:
Print Name:
Title:
Company Name:
Telephone:
Email:
Date:

<sup>2</sup> Note, Managed Portfolio Shares are still subject to the applicable requirements of Rule 10A-3 of the 1934 Act.

## ADDITIONAL INFORMATION AND DOCUMENTATION

The fact that an applicant may meet the Exchange's numerical guidelines does not necessarily mean that its application will be approved. In connection with the review of any application, and as set forth in the Exchange's Listing Rules, the Exchange reserves the right to request additional information or documentation, public or non-public, deemed necessary to make a determination regarding a security's qualification for initial inclusion, including but not limited to, any material provided to or received from the SEC or other regulatory authority.

***Please provide information in a separate attachment to this application if the Company must answer in the affirmative to the questions below.***

### **Regulatory Proceedings/Litigation**

Check here if the Company can answer in the affirmative to the following:

With respect to the Company, its predecessors and its subsidiaries, the Company has engaged in inquiries, investigations, lawsuits, litigation, arbitration, hearings, or any other legal or administrative proceedings commenced within the past ten (10) years:

- a) that are or were initiated or conducted by any regulatory, civil or criminal agency (including but not limited to the SEC, FINRA, PCAOB, state securities regulators, Commodities Futures Trading Commission, Department of Justice, state bar associations, state boards of accountancy, or any foreign regulatory, civil or criminal authority); or
- b) in which claims material to the Company are or were asserted under federal and/or state securities, tax or bankruptcy laws; or
- c) in which claims material to the Company are or were asserted otherwise alleging fraud, deceit or misrepresentation. To the extent that such items have been disclosed in the Company's SEC filings, the applicant may refer to and/or submit copies of the relevant SEC's filings in which such matters were disclosed in lieu of providing a detailed description.

In connection with all proceedings that have been concluded, please provide documentation, which reflects the final disposition of each proceeding. The Company should update Staff promptly of any and all material developments related to the matters identified in the response to these questions and should supplement its response if additional matters arise while its application is pending.

Check here if the Company can answer in the affirmative to the following:

With respect to current executive officers, directors, and ten (10) percent or greater shareholders, the Company has engaged in inquiries, investigations, lawsuits, litigation, arbitration, hearings, or any other legal or administrative proceedings:

- a) that are or were initiated or conducted by any regulatory, civil or criminal agency (including but not limited to the SEC, FINRA, PCAOB, state securities regulators, Commodities Futures Trading Commission, Department of Justice, state bar associations, state boards of accountancy, or any foreign regulatory, civil or criminal authority); or
- b) in which claims are or were asserted otherwise alleging fraud, deceit or misrepresentation and seeking damages in excess of \$100,000.

Note: With respect to the regulatory proceedings and litigation questions above, there is no limit on the time frame covered by the request.

Upon review of the information provided by the applicant, Staff may request additional information, such as copies of all court and administrative filings, and documents, which reflect the substance of the allegations of any proceedings described above, and the sanctions imposed, including but not limited to, complaints, indictments, opinions, orders, final judgments, letters of censure, consents, undertakings and SEC formal orders of investigation.

### **Bridge Financings, Shelf Registrations, Regulation S Offerings or Private Placements**

- Check here if the Company has entered into any bridge financings, shelf registrations, Regulation S offerings, or private placements within the past six months. In a separate attachment to this application, describe the transactions in detail (i.e., date, price per share, discount, terms of conversion, the investors and their relationship to the company or other participants in the transactions), including the terms and conditions of any resale restrictions.

### **Direct Registration Program (Rule 14.7)**

- Check here if the Company is eligible for a Direct Registration Program operated by a clearing agency registered under Section 17A of the Exchange Act, such as the one offered by The Depository Trust Company (“DTC”); and that the security to be listed is eligible for a Direct Registration Program, or will be on the commencement of trading on the Exchange, **or** the security is issued in book entry form only and is exempt from this requirement.

### **Board Resolutions Authorizing Issuance and Listing**

- Check here if the Company has included with this application a board resolution authorizing issuance and listing or separate documentation representing authority to determine the appropriate primary listing Exchange for the Fund.

### **Continued Listing Standards Representation**

- Check here if the Company affirms that it will advise the Exchange of any failure by a Fund to comply with the continued listing requirements applicable under Rule 14.11(k) (for Managed Portfolio Shares) or, where a Fund is listed pursuant to a rule filing under Section 19(b) of the Act, the Company affirms that it will advise the Exchange of any failure by a Fund to comply with the continued listing requirements, which include all statements and representations made in the associated rule filing regarding the description of the portfolio or reference assets, limitations on portfolio holdings or reference assets, dissemination and availability of reference assets, and the Verified Intraday Indicative Value (“VIIV”) (as applicable), or the applicability of Exchange listing rules specified in the filing.

### **Managed Portfolio Shares Representations**

- Check here if the Company affirms that any person or entity who is known to have access to information regarding a Fund’s portfolio composition or changes thereto or the Creation Basket, as defined in Rule 14.11(k)(3)(E), will be obligated, whether contractually, by regulation, or pursuant to standards of professional conduct, to comply with the requirements of Rule 14.11(k)(2)(E). To the extent that the investment adviser or Company becomes aware of any issue of non-compliance with Rule 14.11(k)(2)(E) by any person or entity, it will notify the Exchange of such non-compliance as soon as practicable.
- Check here if the Company affirms that it, or its agent, will provide prompt notification to the Exchange upon the existence of the following conditions: (i) the intraday indicative values calculated by the calculation engines differ by more than 25 basis points for 60 seconds in connection with pricing of the VIIV; or (ii) holdings representing 10% or more of a series of Managed Portfolio Shares’ portfolio have become subject to a trading halt or otherwise do not have readily available market quotations.
- Check here if the Company affirms that, to the extent that the investment adviser: (i) is currently registered as a broker-dealer or is affiliated with a broker-dealer, such investment adviser has implemented and will maintain a fire wall between the investment adviser and personnel of the broker-dealer or broker-dealer affiliate, as applicable, with respect to access to information concerning the composition of and/or changes to such Fund’s portfolio and/or the Creation Basket; and (ii) becomes registered as a broker-dealer or becomes affiliated with a broker-dealer, the investment adviser will erect and maintain a fire wall between the investment adviser and

personnel of the broker-dealer or broker-dealer affiliate, as applicable, with respect to access to information concerning the composition of and/or changes to such Fund's portfolio and/or Creation Basket.

- Check here if the Company affirms that any person related to the investment adviser or Company who makes decisions pertaining to the Fund's portfolio composition or has access to information regarding the Fund's portfolio composition or changes thereto or the Creation Basket will be subject to procedures designed to prevent the use and dissemination of material nonpublic information regarding the applicable Fund portfolio or changes thereto or the Creation Basket.
- Check here if the Company affirms that, upon listing, the Fund's net asset value per share will be calculated daily and will be made available to all market participants at the same time.
- Check here if the Company affirms that, except as otherwise permitted under the currently applicable exemptive order or no-action relief granted by the Commission or Commission staff to the Company with respect to the Fund, the Fund's holdings will be made available to all market participants at the same time.

AFFIRMATION	
(Name of Individual)	(Title)
(Company Name)	
hereby certify, to the best of my knowledge and belief, that the information contained in the application is true and correct, as of the date below, and will notify the Exchange promptly of any material changes.	
(Signature of Company Officer)	(Date)



## Exchange Listing Agreement

This listing agreement (“Listing Agreement”) should be executed and submitted by Companies seeking initial listing on the Cboe BZX Exchange, Inc. (collectively, with its affiliates, the “Exchange”) or current Companies changing their name.

COMPANY NAME

(“Company”), in consideration for the listing of its securities on the Exchange, hereby agrees with the Exchange that:

1. Company certifies that it understands and agrees to comply with all Exchange rules, as they may be amended from time to time, and pay all applicable listing fees when due.
2. Company agrees to promptly notify the Exchange in writing of any corporate action or other event that will cause Company to cease to be in compliance with Exchange listing requirements.
3. Company understands that the Exchange may remove its securities, pursuant to applicable procedures, if it fails to meet one or more requirements of Paragraphs 1-2.
4. Company understands that if an exception to any of the provisions of any of the Exchange rules has been granted by the Exchange, such exception shall, during the time it is in effect, supersede any conflicting provision of this Listing Agreement.
5. Company certifies that, no officer, board member or investment advisor has been convicted of a felony or misdemeanor relating to financial issues (e.g., embezzlement, fraud, theft) in the past ten (10) years. The term “officer” in the foregoing sentence is used as such term is defined by the Securities and Exchange Commission in Rule 16a-1(f) under the Securities Exchange Act of 1934, or any successor rule.

### Exchange Warranties; Disclaimers of Warranties

6. For any goods or services provided to Company, the Exchange shall endeavor to provide them in a good and workmanlike manner. Beyond the warranties stated in this section, there are no other warranties of any kind, express, implied or statutory (including the implied warranties of merchantability or fitness for a particular use or purpose).

### Limitation of Liability

7. In no event will the Exchange be liable for any trading losses, loss of profits, indirect, special, punitive, consequential, or incidental loss or damage, even if the Exchange has been advised of the possibility of such damages. If the Exchange is, for any reason, held liable for any of the above, the liability of the Exchange is limited:
  - a) for goods and services for which Company is specifically charged, to the amount paid by Company for those goods or services during the twelve (12) months preceding the accrual of the claim; and
  - b) in all other instances, to the amount of the annual listing fee paid by Company during the twelve (12) months preceding the accrual of the claim.
8. Notwithstanding the foregoing, the Exchange shall not be relieved from liability for damages that result from the Exchange’s gross negligence or willful tortious misconduct, or from personal injury or wrongful death claims.
9. For goods and services provided under a separate written agreement, the limitation of liability provisions in that

agreement shall govern any claims relating to or arising from the provision of those goods and services.

10. Under no circumstances shall the Exchange have any liability for any third party's goods and/or services.
11. Company and the Exchange agree that these terms reflect a reasonable allocation of risk and limitation of liability.
12. The Listing Agreement shall be deemed to have been made in the United States, in the State of New York, and shall be construed and enforced in accordance with the laws of the State of New York, without reference to principles of conflicts of laws.

AUTHORIZATION BY CORPORATE OFFICER	
As an officer of the Company, I am authorized to execute this agreement on the Company's behalf.	
Signature:	Date:
Name:	Title:

CORPORATE SEAL  
(Optional)

**Note: Companies changing their name must also concurrently submit the *Notification: Change in Company Record*.**

## Cboe BZX Exchange, Inc. Mark Authorization Form

This form should be completed by the owner (“Licensor”) of the applicable corporate logos, trade name, and trade/service marks (“Marks”) at the time of application for listing or to update Licensor’s Marks and should be executed by both Licensor and Company, to the extent that Licensor and Company are different entities. Please complete this form and submit Marks according to the requirements described on the Artwork Requirements page. If Licensor plans to authorize Exchange use of more than one Mark, please include the relevant Mark/Trade Name and Registration Number (if registered) on a separate attachment to this form.

**Submission-Please check appropriate box:**

- Licensor Marks at time of application
  Updated Licensor Marks

Licensor Name:	
Company Name:	
Mark/Trade Name and Registration Number (if registered):	
Authorized Marks Release Contact Name and Title:	
Address:	
City, State, Zip:	
Phone:	Fax:
Email:	Website:
Artwork/Graphics Contact Name and Title:	
Phone:	Email:

Online instructions for establishing a link to the Exchange website may be found at: <http://markets.cboe.com/>.

(“Licensor”), in consideration for the listing of the securities on the Exchange, hereby agrees with the Exchange that:

1. To the best of Company’s and Licensor’s knowledge, any trading symbol requested to be used by Company does not violate any trade/service mark, trade name, or other intellectual property right of any third party. Licensor agrees and understands that a trading symbol is provided to Company for the limited purpose of identifying Company’s security in authorized quotation and trading systems and that Company and Licensor have no ownership rights in the trading symbol. The assignment and use of a trading symbol is governed by the National Market System Plan for the Selection and Reservation of Securities Symbols, as may be amended from time to time.

2. Licensor grants the Exchange a nonexclusive, nontransferable, limited license for the term of the Listing Agreement between the Company and the Exchange to use Licensor's Marks in order to publicize Company's listing on the Exchange, as well as to convey quotation information, transactional reporting information, and other information regarding Company in connection with the Exchange. In order to ensure the accuracy of the information, Licensor agrees to provide the Exchange with Licensor's current Marks as they may be amended from time to time. The Exchange acknowledges that Licensor is the owner of all right, title and interest in the Marks, the Exchange's use of the Marks inures to the benefit of Licensor, and the Exchange will not contest the validity of or otherwise impair Licensor's rights in the Marks. The Exchange also acknowledges Licensor's right to inspect and disapprove of the Exchange's ongoing use of the Marks and such inspection and disapproval may be conducted by the Company on behalf of the Licensor. This right in no way requires the Exchange to receive approval from Licensor or the Company prior to use of the Marks. Other than the rights granted here and in the Mark Authorization Form, the Exchange acknowledges that it has no other rights in Licensor's Marks.
  
3. Licensor agrees to hold harmless and indemnify the Exchange (and its officers, directors, employees and agents) against any and all claims and losses, including but not limited to costs and attorneys' fees, resulting from, suffered, or incurred as a result of any third party's claim or litigation relating to the infringement of any trade/service mark, trade name, or other intellectual property right related to or arising out of the Exchange's use of Licensor's Marks in accordance with the terms of this Mark Authorization Form.

AUTHORIZED LICENSOR SIGNATURE	
Signature:	Date:

AUTHORIZED COMPANY SIGNATURE	
Signature:	Date:

# Cboe BZX Exchange, Inc.

## Artwork Requirements

---

To help investors recognize companies listed on the Exchange, the Exchange uses company logos or marks, where appropriate, instead of trading symbols.

### GUIDELINES FOR ARTWORK

1. Since the Exchange implements your logos or marks across varied media (with distinct requirements), all submissions must be in EPS (Encapsulated PostScript) format created in a vector drawing program (Adobe Illustrator or Macromedia Freehand).
2. Three versions of the company logos or marks are required (or six if both horizontal and vertical aspect versions are available):
  - 1 version in color
  - 1 version in color suitable for black background (required only if original logo or mark is not clearly visible on a black background)
  - 1 version in grayscale (for black and white print ads).
3. All fonts must be converted to outlines.
4. All required registered marks, trademarks and service marks should be part of the artwork.
5. No low-resolution flattened artwork in the following applications will be accepted: Adobe PageMaker or InDesign, Microsoft PowerPoint, Word or Excel, Corel Draw, or QuarkXpress.

### SUBMITTING ARTWORK

**Submit the completed and signed Authorization Form and all artwork and materials to [listingapp@cboe.com](mailto:listingapp@cboe.com).**

## Cboe BZX Exchange, Inc. Issuer Description

---

This form should be completed at the time of application for listing or to update a previously provided description.

**Please check appropriate box:**

- Issuer description at time of application
- Updated issuer description

Cboe BZX Exchange, Inc.  
Shareholder Data Release Consent

---

I hereby consent to the release of periodic shareholder count data by Broadridge Financial Solutions, Inc. to Cboe BZX Exchange, Inc., hereby referenced as “the Exchange,” on all or some current or future issues listed on the Exchange.

We understand that this information will not identify any beneficial holder and will be used for regulatory purposes only.

Please sign and date below:	
I,	as
(Name of Individual)	(Title)
of	
(Corporation or Trust Name)	