Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation: NASDAQ OMX Group Educational Foundation, Inc.

A Employer identification number: 52-1864429

Number and street (or P O box number if mail is not delivered to street address): 9600 Blackwell Road

Room/suite

B Telephone number (see page 10 of the instructions): 212-401-8700

City or town, state, and ZIP code: Rockville, MD 20850

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☐ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust [X] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 32,032,081

J Accounting method ☐ Cash [X] Accrual ☐ Other (specify) ____________________
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	92	92	92	
	4 Dividends and interest from securities	442,955	442,955	442,955	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-656,619			
	b Gross sales price for all assets on line 6a 9,909,027				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	-213,572	443,047	443,047	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 1	55,000	55,000	55,000	
	c Other professional fees (attach schedule) Stmt 1	268,672	268,672	268,672	
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) Stmt 2	1,111		1,111	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Stmt2	589		589	
	24 **Total operating and administrative expenses.** Add lines 13 through 23	325,372	323,672	325,372	
	25 Contributions, gifts, grants paid	3,115,262			2,384,405
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,440,634	323,672	325,372	2,384,405
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-3,654,206			
	b **Net investment income** (if negative, enter -0-)		119,375		
	c **Adjusted net income** (if negative, enter -0-)			117,675	

INTERNAL REVENUE SERVICE 219 RECEIVED AUG 18 2011 BATCHING UNIT COVINGTON, KY

SCANNED AUG 30 2011

For Paperwork Reduction Act Notice, see page 30 of the instructions. 08/11/2011 JSA Form **990-PF** (2010)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	816,730	969,999	969,999
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Stmt 2			
	Less allowance for doubtful accounts ▶	106,115	125,659	125,659
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	4,570		
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) Stmt 3	30,440,207	30,936,423	30,936,423
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	31,367,622	32,032,081	32,032,081
Liabilities	17 Accounts payable and accrued expenses	757,397	1,089,177	
	18 Grants payable	3,592,935	4,223,793	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	4,350,332	5,312,970	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	27,017,290	26,719,111	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	27,017,290	26,719,111	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	31,367,622	32,032,081	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	27,017,290
2 Enter amount from Part I, line 27a	2	-3,654,206
3 Other increases not included in line 2 (itemize) ▶ STATEMENT 4	3	3,356,027
4 Add lines 1, 2, and 3	4	26,719,111
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,719,111

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	STMT 5			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-656,619
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	3,049,723	28,595,709	0.1066
2008	2,030,500	35,101,662	0.0578
2007	1,562,958	38,855,261	0.0402
2006	640,000	36,194,269	0.0177
2005	2,395,925	34,953,753	0.0685

2 **Total** of line 1, column (d)	2	0.2908
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.0582
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	30,090,934
5 Multiply line 4 by line 3	5	1,751,292
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,194
7 Add lines 5 and 6	7	1,752,486
8 Enter qualifying distributions from Part XII, line 4	8	2,384,405

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	1,194
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	1,194
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,194
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	105,113		
b	Exempt foreign organizations-tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	105,113
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	103,919
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 103,919 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* Stmt 8	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Delaware and Maryland			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ NASDAQ OMX Group Educational Foundation, Inc Telephone no ▶ 212-401-8700
Located at ▶ 9600 Blackwell Road. Rockville, MD ZIP + 4 ▶ 20850

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Answer	Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions) N/A		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)* N/A		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

08/11/2011

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . [ ] Yes [X] No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . . [ ] Yes [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . [ ] Yes [X] No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) . . . . . . [ ] Yes [X] No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . . [ ] Yes [X] No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A . . . . . . [ ] Yes [ ] No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . . [ ] Yes [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . . **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . [ ] Yes [X] No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . . . N/A . . **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 6				

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 . . . . . . ▶

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08/11/2011

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	

08/11/2011

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	29,786,010
b	Average of monthly cash balances	1b	763,162
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	30,549,172
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	30,549,172
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	458,238
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	30,090,934
6	**Minimum investment return.** Enter 5% of line 5	6	1,504,547

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	1,504,547
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,194		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,194
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,503,353
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,503,353
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,503,353

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,384,405
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,384,405
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,384,405

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				1,503,353
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only				
b	Total for prior years 20____,20____,20____				
3	Excess distributions carryover, if any, to 2010				
a	From 2005				
b	From 2006				
c	From 2007				
d	From 2008 181,907				
e	From 2009 1,623,765				
f	**Total** of lines 3a through e	1,805,672			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 2,384,405				
a	Applied to 2009, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2010 distributable amount				1,503,353
e	Remaining amount distributed out of corpus	881,852			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,687,524			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	2,687,524			
10	Analysis of line 9				
a	Excess from 2006				
b	Excess from 2007				
c	Excess from 2008 181,907				
d	Excess from 2009 1,623,765				
e	Excess from 2010 881,852				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . ▶ Not Applicable

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)**

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

Not Applicable

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 7				1,866,405
Total . . . . . . ▶ **3a**				1,866,405
b *Approved for future payment*				
See Statement 7				4,124,214
Total . . . . . . ▶ **3b**				4,124,214

08/11/2011

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	92	
4 Dividends and interest from securities			14	442,955	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-656,619	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-213,572	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 -213,572

(See worksheet in line 13 instructions on page 29 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	N/A

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [X] Yes [ ] No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
The Nasdaq Stock Market Inc-PAC	Political Action Committee	Common Officers

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

[signature] 8/11/11 Assistant Treasurer

Signature of officer or trustee | Date | Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

JSA
0E1493 1 000

08/11/2011

NASDAQ OMX Group Educational Foundation, Inc.
Tax Year Ended 12/31/2010
Form 990-PF, Part I, Analysis of Revenue & Expenses

EIN #52-1864429

	(a) Revenue & Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Disbursements for Charitable Purposes
Accounting fees, line 16(b)				
Audit services	55,000	55,000	55,000	-
Total, line 16(b)	*55,000*	*55,000*	*55,000*	-
Other professional fees, line 16(c)				
Trustee fees	0.00	0	0	-
Consulting services	422,039	422,039	422,039	-
Legal services	589	589	589	-
Other Professional Services		0	0	
Total, line 16(c)	*422,628*	*422,628*	*422,628*	-

Part I, Analysis of Revenue & Expenses

	(a) Revenue & Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Disbursements for Charitable Purposes
Taxes, line 18				
Federal income taxes	1,111	-	1,111	-
Total, line 18	*1,111*	-	*1,111*	-
Other expenses, line 23				
Other miscellaneous expense	589	-	589	-
Total, line 23	*589*	-	*589*	-

Part II, Balance Sheet

Assets, line 7	Beginning of year	End of Year	
	Book Value	Book Value	Fair Market Value
Other receivables	106,115	125,659	125,659

NASDAQ OMX Group Educational Foundation, Inc.
Tax Year Ended 12/31/2010
Form 990-PF, Part II, Investments- coporate stock, line 10(b)

EIN #52-1864429

Investment Summary

Security

		12/31/10 Shares/Par	12/31/10 Cost	12/31/10 Market Value
Vanguard	See Stmt 3, pg 2	68,426	7,254,962	7,869,697
Frontegra Ironbridge	See Stmt 3, pg 3	404,587	4,533,014	4,919,773
Dodge & Cox Funds	See Stmt 3, pg 4	64,678	2,384,769	2,309,653
Julius Baer Funds	See Stmt 3, pg 5	188,938	2,781,229	2,354,169
Baird Funds	See Stmt 3, pg 6	654,324	6,807,511	7,112,506
Citco Fund Services	See Stmt 3, pg 7	3,503	5,700,000	6,370,624
				30,936,423

Other

Total, line 10(b)

The Nasdaq Stock Market Educational Foundation, Inc.
Tax Year Ended 12/31/2010
Form 990-PF, Part II, Investments- coporate stock, line 10(b)

EIN #52-1864429

Security	12/31/10 Shares/Par	12/31/10 Cost	12/31/10 Market Value
Vanguard Instl Equity Index Fund	68,078 8800	7,215,000 00	7,869,697 26
Income Dividend @12/28/2010	347 3170	39,962 30	
Total Vanguard Instl Equity Index Fund Inc Shs:	68,426	7,254,962	7,869,697

The Nasdaq Stock Market Educational Foundation, Inc. **EIN #52-1864429**
Tax Year Ended 12/31/2010
Form 990-PF, Part II, Investments- coporate stock, line 10(b)

Security

	12/31/10 Shares/Par	12/31/10 Cost	12/31/10 Market Value
Frontegra Ironbridgė Smid Funds/1261	434,263	4,864,637	4,919,773
Funds redeemed on 11/30/2010	(30,568)	(342,420)	
Income Reinvest @ 12/17/10	891	10,797	
Total Frontegra Ironbridges:	404,587	4,533,014	4,919,773

The Nasdaq Stock Market Educational Foundation, Inc. **EIN #52-1864429**
Tax Year Ended 12/31/2010
Form 990-PF, Part II, Investments- coporate stock, line 10(b)

Security	12/31/10 Shares/Par	12/31/10 Cost	12/31/10 Market Value
Dodge & Cox International Stock Fund	72,730	2,683,181	2,309,653
Shares redeemed on 11/30/2010	(8,945)	(329 985)	
Dividend Reinvest @ 12/21/2010	893	31,574	
Total Dodge & Cox Funds	64,678	2,384,769	2,309,653

The Nasdaq Stock Market Educational Foundation, Inc.
Tax Year Ended 12/31/2010
Form 990-PF, Part II, Investments- coporate stock, line 10(b)

EIN #52-1864429

Security	12/31/10 Shares/Par	12/31/10 Cost	12/31/10 Market Value
Artio - Julius Baer International Equity III (JETIX)	185,087	2,733,519	2,354,169
Income Reinvest @12/29/10	3,851	47,710	
Total Julius Baer Funds	188,938	2,781,229	2,354,169

Statement 3

The Nasdaq Stock Market Educational Foundation, Inc. **EIN #52-1864429**
Tax Year Ended 12/31/2010
Form 990-PF, Part II, Investments- coporate stock, line 10(b)

Security

	12/31/10 Shares/Par	12/31/10 Cost	12/31/10 Market Value
Baird Intermediate Bond-Institutional (BIMIX)	719,293	7,463,832	7,112,506
Income Reinvest @ 01/25/10	1,858	19,953	
Income Reinvest @ 02/25/10	2,956	31,778	
Income Reinvest @ 03/25/10	2,391	25,561	
Income Reinvest @ 04/25/10	2,458	26,451	
Income Reinvest @ 05/25/10	2,481	26,948	
Redemption @ 05/26/10	(38,783)	(402,680)	
Income Reinvest @ 06/25/10	2,350	25,591	
Income Reinvest @ 07/26/10	2,195	25,365	
Redemption @ 07/28/10	(59,145)	(614,419)	
Redemption @ 07/28/10	(1)	(14)	
Income Reinvest @ 08/25/2010	2,143	23,899	
Income Reinvest @ 09/27/2010	2,099	23,510	
Income Reinvest @ 10/25/2010	1,854	20,836	
Income Reinvest @ 11/26/2010	2,281	25,341	
Income Reinvest @ 12/27/2010	2,615	28,344	
Income Reinvest @ 12/27/2010	4,406	47,758	
Income Reinvest @ 12/27/2010	872	9,457	
Total Baird Funds	654,324	6,807,511	7,112,506

The Nasdaq Stock Market Educational Foundation, Inc. **EIN #52-1864429**
Tax Year Ended 12/31/2010
Form 990-PF, Part II, Investments- coporate stock, line 10(b)

Security	12/31/10 Shares/Par	12/31/10 Cost	12/31/10 Market Value
Magnitude Citco International Class A 0808	1,163	2,000,000	2,125,863
Magnitude International Class A 1008	2,340	3,700,000	4,244,762
Total Citco Fund Services	3,503	5,700,000	6,370,624

NASDAQ OMX Group Educational Foundation, Inc. **EIN 52-1864429**
Tax Year Ended 12/31/2010
Form 990-PF, Part III, Analysis of Changes in Net Assets or Fund Balances

Other increases not included in line 2, line 3

Contnbuted Servıces	0
Unrealızed Gaın on Investments	3,356,027
Total, lıne 3	*3,356,027*

Other decreases not included ın line 2, line 5

Contnbuted Servıces	0
Realızed Loss on Investments	0
Total, lıne 5	*0*

		Shares/Par	Cost	Proceeds	Gain(Loss)
Baird Funds	See Stmt 5, pg 2	97,929	1,017,113	1,119,069	101,957
Taconic Offshore Funds Ltd	See Stmt 5, pg 3	17	16,621	34,605	17,984
Barclays Global Investors	See Stmt 5, pg 4	245,258	8,531,643	7,805,353	(726,290)
Dodge & Cox Funds	See Stmt 5, pg 5	8,945	329,985	300,000	(29,985)
Frontegra Ironbridge Smid Fund	See Stmt 5, pg 6	59,836	670,285	650,000	(20,285)
Total		411,984	10,565,647	9,909,027	(656,619)

The Nasdaq Stock Market Educational Foundation, Inc. **EIN #52-1864429**
Tax Year Ended 12/31/2010
Form 990-PF, Part IV, Supplementary Information

Baird Funds

	Shares/Par	Cost	Proceeds	Gain(Loss)
Redemption @ 05/26/10	38,782 55	402,679 53	420,015 00	17,335
Redemption @ 07/28/10	59,144 68	614,418 90	650,000 00	35,581
Redemption @ 07/28/10	1 36	14 13	15 00	1
Baird Short-term Gain July-10			1,280 91	1,281
Baird Short-term Gain Dec-10			47,758 35	47,758
TOTAL 2010	97,929	1,017,113	1,119,069	101,957

The Nasdaq Stock Market Educational Foundation, Inc.
Tax Year Ended 12/31/2010
Form 990-PF, Part IV, Supplementary Information

EIN #52-1864429

Taconic Offshore Funds Ltd.

	Shares/Par	Cost	Proceeds	Gain(Loss)
Disposed in December 2010 SP-1	12 10	12,097 90	14,280 00	2,182
Disposed in December 2010 SP-2	4 52	4,523 00	5,127 00	604
United Health Com Stk Realized Gain			15,118 65	15,119
Worldcom Com Stk Realized Gain			79 55	80
TOTAL 2010	17	16,621	34,605	17,984

Barclays Global Investors

	Shares/Par	Cost	Proceeds	Gain(Loss)
Sold Alpha Tilts Fund B @ 02/2010	18,107 70	629,925 50	550,000 00	(79,926)
Sold Alpha Tilts Fund B @ 03/2011	270 61	9,413 90	8,500 75	(913)
Sold Alpha Tilts Fund B @ 06/2012	272 59	9,482 78	8,300 96	(1,182)
Sold Alpha Tilts Fund B @ 08/2013	257 14	8,945 31	7,869 86	(1,075)
Sold Alpha Tilts Fund B @ 10/5/2010	226,340 41	7,873,865 65	7,230,671 64	(643,194)
Sold Money Mkt Fd B @ 10/5/2010	9 00	9 00	9 00	-
Sold Low Cap Principle @ 10/5/2010	0 63	0 63	0 63	-
TOTAL 2010	245,258	8,531,643	7,805,353	(726,290)

Dodge & Cox Funds

	Shares/Par	Cost	Proceeds	Gain(Loss)
Shares redeemed on 11/30/2010	8,944 54	329,985 48	300,000 00	(29 985)
				-
				-
				-
				-
				-
TOTAL 2010	8,945	329,985	300,000	(29,985)

Frontegra Ironbridge Smid Fund

	Shares/Par	Cost	Proceeds	Gain(Loss)
Funds redeemed on 5/31/2010	29,268 29	327,864 56	300,000 00	(27,865)
Funds redeemed on 11/30/2010	30,567 69	342,420 38	350,000 00	7,580
				-
				-
				-
				-
TOTAL 2010	59,836	670,285	650,000	(20,285)

NASDAQ OMX Group Educational Foundation, Inc. **EIN #52-1864429**
Tax Year Ended 12/31/2010
Form 990-PF, Part VIII, Information about Officers, Directors, Trustees, Foundation managers, Highly paid employees and Contractors

Line 1, List of all Officers, Directors, Trustees, Foundation Managers and their Compensation

Name and Address	Title	Average Hours per Week Devoted to Position	Compensation	Contributions to Employee Benefit Plans	Expense Account & Other
Bruce E Aust One Liberty Plaza, NY, NY 10006	Director	1	None		
H Furlong Baldwin 2 Village Square, Suite 258, Baltimore, MD 21210	Director	1	None		
Marc Baum 241 West 12th Street, NY, NY 10014	Director	1	None		
John J Lucchese 55 Broadway, NY, NY 10006	Director	1	None		
Eric Noll One Liberty Plaza, NY, NY 10006	Director	1	None		
Robert Greifeld One Liberty Plaza, NY, NY 10006	Chairman	2	None		
Peter Strandell One Liberty Plaza, NY, NY 10006	Treasurer	1	None		
Joan C Conley 9600 Blackwell Road, Rockville, MD 20850	Secretary	2	None		
Michael Caramico One Liberty Plaza, NY, NY 10006	Asst Treasurer	1	None		
Colleen Steele 9600 Blackwell Road, Rockville, MD 20850	Asst Secretary	1	None		

NASDAQ OMX Group Educational Foundation, Inc. — **EIN #52-1864429**
Tax Year Ended 12/31/2010
Form 990-PF, Part XV, Supplementary Information

Line 3, Grants & Contributions Paid during the year or Approved for future payment

Recipient	Purpose of Grant/Contribution	Amount
Part a), Paid During the Year		
American Red Cross		50,000
Baruch College		5,000
Brookings Institute		125,000
Council on Foreign Relations		100,000
Duke University directors Education Institute		47,405
Financial Services Roundtable		106,000
John Hopkins University		25,000
Junior Achievement of New York		200,000
Mentoring USA		50,000
Montgomery College		100,000
National Consortium of Entrepreneurship		60,000
NYU Stern Schoool of Business		265,000
Rice University		50,000
Springboard Enterprises		50,000
Stanford School of Business		80,000
Steppingstone Scholars, Inc		50,000
UCLA Anderson Graduated School of Mgt		50,000
University of California Berkeley		15,000
University of North Carolina at Chapel Hill		14,000
University of Pennsylvania The Wharton School		10,000
University of Texas at Austin (Moot Corp)		30,000
US Chamber of Commerse		210,000
Vanderbilt University Owens Graduate School		20,000
WNET, The Panic of 2008		154,000
Total paid during the year		**1,866,405**
Part b), Approved for Future Payment		
China Earthquake Relief		50,000
College of St Catherine		35,000
Columbia University		752,923
Council on Foreign Relations		100,000
Duke University Directors Education Institute		152,595
Edward Lowe Foundation		730,000
Fordham University		667,000
Girl Scouts of America		576
John Hopkins University		100,000
Junior Achievement of New York		600,000
Mentoring USA		50,000
Montgomery College		100,000
Montgomery Public Schools (Gaithesburg HS)		120
Rice University		50,000
S California Fire Victims		200,000
SEC Historical Society		10,000
Stanford School of Business		160,000
UCLA Anderson Graduated School of Mgt		50,000
University of North Carolina at Chapel Hill		56,000
University of Texas at Austin (Moot Corp)		120,000
Vanderbilt University Owens Graduste School		40,000
Holiday Gift - four charities		100,000
Total approved for future payment		**4,124,214**

PART VII-A
QUESTION 3

BYLAWS OF THE NASDAQ OMX GROUP EDUCATIONAL FOUNDATION, INC.

AMENDED AND RESTATED AS OF AUGUST 14, 2009

ARTICLE I
MEMBERSHIP

Section 1. Membership. The NASDAQ OMX Group Educational Foundation, Inc., a Delaware corporation (the "Corporation") shall have one class of members. The sole member shall be The NASDAQ OMX Group, Inc., a Delaware corporation. The members may elect such other persons or entities to membership from time to time by a majority vote of the members.

Section 2. Annual Meetings. An annual meeting of the members shall be held each year at such time and place as shall be fixed by the Board of Directors. At the annual meeting, the members of the Corporation shall elect directors and transact such other business as may properly be brought before the meeting.

Section 3. Special Meetings. Special meetings of the members for any purpose may be called by the Secretary of the Corporation at the direction of the Chair of the Board, the President, or a majority of the Board of Directors. Such request shall state the purpose or purposes of the meeting and shall be delivered to the members.

Section 4. Notice of Meeting. Notice of the annual meeting fixing the hour, day and place thereof shall be given to the members of the Corporation not less than ten (10) nor more than sixty (60) days prior to such meeting. Such notice need not specify the business to be transacted, except as provided by law. Notice of each special meeting fixing the place, day and hour thereof and briefly stating the purpose or purposes for which the meeting is called shall be delivered or mailed to the members of the Corporation at least ten days prior to such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to each member of the Corporation at the address that appears on the records of the Corporation.

Section 5. Adjournments. Any meeting of the members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting for which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each members.

Section 6. Quorum. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, at each meeting of the members the presence in person or by proxy of a majority of the members shall constitute a quorum. In the absence of a quorum, the members so present may, by majority vote, adjourn the meeting from time to time in the manner provided in Section 5 of these Bylaws until a quorum shall attend.

Section 7. Organization. Meetings of the members shall be presided over by the Chair of the Board, or in his/her absence by the President, or in the absence of the foregoing persons by the Chair chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his/her absence, the Chair of the meeting may appoint any person to act as secretary of the meeting. The Chair of the meeting shall announce at the meeting of members the date and time of the opening and the closing of the polls for each matter upon which the members will vote.

Section 8. Voting Proxies. Each member shall be entitled to one vote upon the matter in question. Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him/her by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provided for a longer period. Voting at a meeting of members need not be by written ballot and, unless otherwise required by law, need not be conducted by inspectors of election unless so determined by the affirmative vote of the members which are present in person or by proxy at such meeting. At all meetings of members for the election of directors a plurality of the votes cast shall be sufficient to elect. All other questions shall, unless otherwise provided by law, the Certificate of Incorporation, or these Bylaws, be decided by the affirmative vote of a majority of the members.

Section 9. Conduct of Meetings. The Board of Directors of the Corporation may adopt by resolution such rules and regulations for the conduct of the meeting of members as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the Chair of any meeting of the members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in his/her judgment, are appropriate for the proper conduct of the meeting. Such rules, regulations, and procedures, whether adopted by the Board of Directors or prescribed by the Chair of the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting; (iii) limitations on attendance at or participation in the meeting by members of the Corporation, their duly authorized and constituted proxies or such other persons as the Chair of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. Unless and to the extent determined by the Board of Directors or the Chair of the meeting, meeting of members shall not be required to be held in accordance with the rules of parliamentary procedure.

Section 10. Action by Consent. Any action required or permitted by law to be taken at any meeting of the members of the Corporation, including the annual meeting, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by no less than the minimum number of members that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. Prompt notice of the taking of corporate action without a meeting and by less than unanimous written consent shall be given to those members who have not consented in writing and who would be entitled to vote thereon at a meeting.

Section 11. Fixing of Record Dates. In order that the Corporation may determine the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent or dissent to corporate action in writing without a meeting, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days before the date of any meeting of members, nor more than sixty (60) days prior to any other action. Only such members as shall be members of record on the date so fixed shall be entitled to notice of and to vote at such meeting or any adjournment thereof, or to give such consent or dissent, or to participate in any such action.

If no record date is fixed by the Board of Directors: the record date for determining members entitled to notice of or to vote at a meeting of members shall be at the close of business on the day next preceding the date on which notice is given, or if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; the record date for determining members entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be at the close of business on the day on which the first written consent setting forth the action taken or proposed to be taken is delivered to the Corporation in accordance with applicable law; and the record date for determining members for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

ARTICLE II
DIRECTORS

Section 1. Powers. The Board of Directors shall exercise all the powers of the Corporation, except such as are by law, by the Certificate of Incorporation or by the Bylaws conferred upon or reserved to the members of the Corporation.

Section 2. Number and Qualifications. The Board of Directors shall consist of one or more members, the exact number thereof to be determined from time to time by resolution of the members of the Corporation, and provided further that the Chief Executive Officer of The NASDAQ OMX Group, Inc. shall be a director.

Section 3. Election. Except otherwise provided by law or these bylaws, after the first meeting of the Corporation at which Directors are elected, Directors of the Corporation shall be elected each year at the annual meeting, or at a special meeting called for such purpose in lieu of the annual meeting. If the annual election of Directors is not held on the date designated therefor, the Directors shall cause such election to be held as soon thereafter as convenient. The Chief Executive Officer of The NASDAQ OMX Group, Inc., by virtue of such office, shall also serve as a voting director of the Corporation. Other members shall hold office until their successors are elected and qualified or until their earlier resignation or removal.

Section 4. Resignation. Any director may resign at any time upon written notice to the Corporation. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon the receipt of such resignation.

Section 5. Vacancies and Newly Created Directorships. Any newly created directorship or any vacancies occurring in the Board of Directors for any cause may be filled by the members of the Corporation. Each person so elected as a director shall hold office until their successors are elected and qualified or their earlier resignation or removal.

Section 6. Removal of Directors. Any or all of the directors may be removed at any time for cause or without cause by vote of the members.

Section 7. Regular Meetings and Notice Thereof. Regular meetings of the Board of Directors shall be held at such date, time, and place as the Board may determine from time to time. At least five (5) days prior to all regular meetings of the Board of Directors, written notice thereof shall be sent by the Secretary to each director, by regular mail, electronic mail, courier, or facsimile, to the address furnished to the Secretary by such director. Special meetings of the Board of Directors may be called by the Chair on two (2) days notice to each director, either personally, or by telephone, facsimile, regular mail or electronic mail.

Section 8. Special Meetings. Special meetings shall be called by the Secretary in like manner and on like notice at the written request to the Chair or the Secretary of any two members of the Board of Directors. The time and place of each meeting of the Board of Directors shall be designated in the notice thereof.

Section 9. Telephonic Meetings Permitted. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Bylaw shall constitute presence in person at such meeting.

Section 10. Quorum. A quorum at any regular or special meeting shall consist of a majority of the Directors then in office. Except in cases in which the Certificate of Incorporation or these Bylaws otherwise provide, the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 11. Compensation. The Directors, as such, shall not receive any compensation for their services.

Section 12. Attendance. Directors are required to attend at least fifty percent (50%) of regularly scheduled Board meetings each year. Requests for excused absences shall be submitted in writing to the Secretary. Unexcused absence from more than one-half (1/2) of the regular meetings during the year, unless due to exceptional conditions, may be cause for requesting a director's resignation.

Section 13. Organization. Meetings of the Board of Directors shall be presided over by the Chair of the Board, or in his/her absence by the President. The Secretary shall act as secretary of the meeting, but in his/her absence the chair of the meeting may appoint any person to act as secretary of the meeting.

Section 14. Informal Action By Directors. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if all members of the Board or such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

ARTICLE III
COMMITTEES OF THE BOARD

Section 1. Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. However, no such committee shall have the power or authority in reference to: amending the Certificate of Incorporation or amending these Bylaws; adopting an agreement of merger or consolidation; recommending to the members the sale, lease, or exchange of all or substantially all the Corporation's property and assets; or recommending to the members a dissolution of the Corporation.

Section 2. Rules of Procedure and Quorum. Each committee may adopt its own rules of procedure and may meet at stated times or on such notice as the committee may determine. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors. Unless otherwise provided by the Board of Directors, a majority of any such committee shall constitute a quorum for the transaction of business and the vote of a majority of the committee members present at a meeting at which a quorum is present shall be an act of such committee.

Section 3. Action without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting provided that all members of the Board of Directors or such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the meetings of the Board of Directors or such committee.

Section 4. Advisory Committee. The Board of Directors may designate an Advisory Committee, consisting of such persons as it deems appropriate, to advise the Board of Directors, with respect to the operation of the Corporation. The qualifications for membership on the Advisory Committee shall be as determined by the Board of Directors, except that at least one member of the Advisory Committee shall be a member of the Board of Directors.

ARTICLE IV
OFFICERS

Section 1. Executive Officers; Election; Qualifications; Term of Office; Resignation; Removal; Vacancies. The Board of Directors shall elect a President, a Treasurer, and a Secretary. From its own members, the Board shall choose a Chair of the Board. The Board of Directors may also elect one or more Vice Presidents, an Assistant Secretary, and an Assistant Treasurer. Each such officer shall hold office until the first meeting of the Board of Directors after the annual meeting of the Corporation next succeeding his/her election, and until his/her successor is elected and qualified or until his/her earlier resignation or removal. Any officer may resign at any time upon written notice to the Corporation. The Board of Directors may remove any officer with or without cause at any time, but such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation. Any number of offices may be held by the same person. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 2. President. The President shall, in the absence of the Chair of the Board, preside at all meetings of the Board of Directors at which he or she is present. The President shall be the chief executive officer of the Corporation and shall have general supervision over the business and affairs of the Corporation. The President shall have all powers and duties usually incident to the office of the President, except as specifically limited by resolution of the Board of Directors. The President shall exercise such other powers and perform such other duties as may be assigned from time to time by the Board of Directors.

Section 3. Treasurer and Assistant Treasurer. The Treasurer shall be the principal officer in charge of all the funds of the Corporation. When necessary or proper the Treasurer may endorse on behalf of the Corporation for collection, checks, notes or other obligations and shall deposit the same to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. The Treasurer may sign all checks, drafts, orders for payment of money upon the bank account of the Corporation and promissory notes and other obligations of the Corporation and shall pay out and dispose of the same under the direction of the Board of Directors.

The Treasurer shall from time to time upon request of the Board of Directors render a full statement of the assets and liabilities of the Corporation. The Treasurer shall enter into the books of the Corporation, to be kept for this purpose, full and accurate accounts of all monies and securities received and paid on account of the Corporation. The Treasurer shall perform all acts incident to the position of Treasurer. In the absence of the Treasurer or in the event of his or her inability or refusal to act, an Assistant Treasurer elected by the Board shall exercise all powers and perform all duties of the Treasurer.

Section 4. Secretary and Assistant Secretary. The Secretary shall supervise the keeping of the minutes of all meetings of the members of the Corporation and the Board of Directors. The Secretary shall attend to the giving of all notices with respect to meetings of the members of the Corporation or the Board of Directors of the Corporation. The Secretary may sign with the President, in the name of the Corporation, contracts and other instruments authorized by the Board of Directors. The Secretary shall, in general, perform all the corporate duties incident to the office of Secretary, subject to the control of the Board of Directors and such other duties as may be assigned by the Board of Directors. In the absence of the Secretary or in the event of his or her inability or refusal to act, an Assistant Secretary elected by the Board shall exercise all powers and perform all duties of the Secretary.

Section 5. Other Officers. The Board of Directors may designate and elect from time to time such other officers as it deems necessary and appropriate. The titles and responsibilities of such officers shall be designated by the Board of Directors.

ARTICLE V
FUNDS AND SECURITIES

Section 1. Authority of Officers and Employees. The Board of Directors may authorize any officer or officers in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument or to sign checks, drafts, or other orders for the payment of money or notes or other evidences of indebtedness and such authority may be general or it may be confined to specific instances; and unless so authorized by the Board of Directors, no officer or employee shall have power to bind the Corporation by any contract or engagement or to pledge its credit or to render it pecuniarily liable for any purpose or in any amount.

Section 2. Depository/Investments. All funds of the Corporation not otherwise employed shall be deposited or invested from time to time to the credit of the Corporation with such banks, trust companies, broker-dealers, or other depositories as the Board of Directors may select or as may be selected by an officer or officers of the Corporation to whom such power may from time to time be delegated by the Board of Directors. For such purposes, the officer and/or officers to whom such power may be delegated by the Board of Directors may endorse, sign and deliver securities as well as checks, drafts, and other orders for the payment of money which are payable to the order of the Corporation.

ARTICLE VI
INDEMNIFICATION

Limitations on liability and indemnification of officers and directors of the Corporation shall be as provided in the Corporation's Restated Certificate of Incorporation.

ARTICLE VII
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 2. Seal. The Corporate seal shall have inscribed thereon the name of the Corporation, the year of incorporation and the words "Incorporated Delaware." Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced.

Section 3. Waiver of Notice of Meetings of Members, Directors, and

Committees. Any written waiver of notice, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the members, directors, or a Board committee need be specified in any written waiver of notice.

Section 4. Interested Directors; Quorum. A contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, may only be entered into pursuant to the terms of the Corporation's Conflicts of Interest Policy attached as Exhibit A hereto.

Section 5. Form and Records. Any records maintained by the Corporation in the regular course of its business, including books of account, and minute books, may be kept on, or be in the form of, magnetic tape, computer disks, microphotographs, or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time.

Section 6. Amendment of Bylaws. These Bylaws may be altered or repealed, and new Bylaws made, by the members of the Corporation.

EXHIBIT A

THE NASDAQ OMX GROUP EDUCATIONAL FOUNDATION, INC.

CONFLICTS OF INTEREST POLICY

ARTICLE I
PURPOSE

The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member, officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

ARTICLE II
DEFINITIONS

1. Interested Person. Any member, director, principal officer, or member of a committee with board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family --

a. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or

b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

ARTICLE III
PROCEDURES

1. Duty To Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and all material facts to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangement.

2. Determining Whether A Conflict Of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures For Addressing The Conflict Of Interest

a. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

e. Notwithstanding the foregoing, the board or committee shall not approve any transaction or arrangement that would be considered a prohibited transaction under Section 4941 of the Internal Revenue Code of 1986, as amended (the "Code").

4. Violations of the Conflicts of Interest Policy

a. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV
RECORDS OF PROCEEDINGS

The minutes of the board and all committees with board-delegated powers shall contain:

1. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed, and

2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

ARTICLE V
COMPENSATION COMMITTEES

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

ARTICLE VI
ANNUAL STATEMENTS

Each member, director, principal officer and member of a committee with board-delegated powers shall annually sign a statement which affirms that such person --

1. has received a copy of the conflicts of interest policy,

2. has read and understands the policy,

3. has agreed to comply with the policy, and

4. understands that the Corporation is a private foundation and that in order to maintain its federal tax exemption it must engage primarily in activities

that accomplish one or more of its tax-exempt purposes and must not engage in any acts of self-dealing, as defined in Section 4941 of the Code.

ARTICLE VII
PERIODIC REVIEWS

To ensure that the Corporation operates in a manner consistent with its exempt purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted.

ARTICLE VIII
USE OF OUTSIDE EXPERTS

In conducting the periodic reviews provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization	Employer identification number
File by the due date for filing your return See instructions	NASDAQ OMX Group Educational Foundation, Inc.	52-1864429
	Number, street, and room or suite no If a P O box, see instructions 9600 Blackwell Road	
	City, town or post office, state, and ZIP code For a foreign address, see instructions Rockville,MD 20850	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0][4]

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

INTERNAL REVENUE SERVICE
819 RECEIVED
AUG 1 8 2011
BATCHING UNIT
COVINGTON, KY

- The books are in the care of ▶ Taxpayer, One Liberty Plaza, New York, NY 10006

Telephone No ▶ 212-401-8700 FAX No ▶ 212-401-1012

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 11, to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 20 10 or
▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 2,285
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 105,113
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ -102,828

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☐

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print	Name of exempt organization NASDAQ OMX Group Educational Foundation, Inc.	**Employer identification number** 52-1864429
File by the extended due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 9600 Blackwell Road	
	City, town or post office, state, and ZIP code For a foreign address, see instructions Rockville, MD 20850	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . ☐☐

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ ____________________

  Telephone No ▶ ____________________ FAX No ▶ ____________________
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) __________ If this is for the whole group, check this box . . . . . . ▶ ☐ If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until ____________________, 20____

5 For calendar year ______, or other tax year beginning ______________, 20____, and ending ______________, 20____

6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ____________________

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [signature] Title ▶ Assistant Treasurer Date ▶ 3/14/11

JSA
0F8055 3 000