

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-55026; File No. SR-NYSE-2006-120)

December 29, 2006

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing of Proposed Rule Change Regarding Proposed Combination Between NYSE Group, Inc. and Euronext N.V.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934, as amended, (“Act” or “Exchange Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that on December 29, 2006, the New York Stock Exchange LLC (“NYSE” or “Exchange”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been substantially prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange, a New York limited liability company, registered national securities exchange and self-regulatory organization is submitting this rule filing (the “Proposed Rule Change”) to the SEC in connection with the proposed business combination (the “Combination”) of NYSE Group, Inc., a Delaware corporation (“NYSE Group”), with Euronext N.V., a company organized under the laws of The Netherlands (“Euronext”). As a result of the Combination, the businesses of NYSE Group (including that of the Exchange and NYSE Arca, Inc., a Delaware corporation, registered national securities exchange and self-regulatory organization (“NYSE Arca”)) and Euronext will be held under a single, publicly traded holding company named

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

