

Additions: Underlined
Deletions: [Bracketed]

Rules of NYSE Arca Equities, Inc.

RULE 1 DEFINITIONS

Rule 1.1. Definitions

BBO

(h) The term "BBO" means the best bid or offer that is a protected quotation on the NYSE Arca Marketplace. The term "BB" means the best bid on the NYSE Arca Marketplace and the term "BO" means the best offer on the NYSE Arca Marketplace.

RULE 7 EQUITIES TRADING

Section 3. NYSE Arca Marketplace

Rule 7.31P. Orders and Modifiers

(e) Orders with Instructions Not to Route

(1) Arca Only Order. A Limit Order that does not route.

(A) An Arca Only Order to buy (sell) that, at the time of entry and after trading with any sell (buy) orders in the NYSE Arca Book priced at or below (above) the PBO (PBB), would create a violation of Rule 610(d) of Regulation NMS by locking or crossing the protected quotation of an Away Market or would cause a violation of Rule 611 of Regulation NMS, will be priced as follows:

(i) It will have a working price of the PBO (PBB) of an Away Market and a display price one MPV below (above) that PBO (PBB).

- (ii) If the PBO (PBB) of an Away Market re-prices higher (lower), it will be assigned a new working price of the updated PBO (PBB) and a new display price of one MPV below (above) that updated PBO (PBB).
 - (iii) If the PBO (PBB) of an Away Market re-prices to be equal to or lower (higher) than its last display price, its display price will not change, but the working price will be adjusted to be equal to its display price.
 - (iv) If its limit price no longer locks or crosses the PBO (PBB) of an Away Market, it will be assigned a working price and display price equal to its limit price and will not be assigned a new working price or display price based on changes to the PBO (PBB).
- (B) An Arca Only Order with a working price different from the display price is ranked Priority 3-Non-Display Orders and an Arca Only Order with a working price equal to the display price is ranked Priority 2-Display Orders.
- (C) An Arca Only Order may be designated with a Non-Display Remove Modifier. If so designated, an Arca Only Order to buy (sell) with a working price, but not display price, equal to the working price of an ALO Order to sell (buy) will trade as the liquidity taker against such ALO Order.
- (2) ALO Order. An Arca Only Order that, except as specified below, will not remove liquidity from the NYSE Arca Book. Upon entry, an ALO Order must have a minimum of one displayed round lot.
- (A) ALO Orders may participate in auctions, but the ALO designation will be ignored. An ALO Order that has not traded in an auction will be assigned a working price and display price pursuant to paragraph (e)(2)(B) of this Rule.
 - (B) ALO Orders to buy (sell) that, at the time of entry, are marketable against an order of any size to sell (buy) on the NYSE Arca Book [the BO (BB)] or would lock or cross a protected quotation in violation of Rule 610(d) of Regulation NMS, will be priced or trade, or both, as follows:
 - (i) If there are no displayed or non-displayed orders to sell (buy) on the NYSE Arca Book priced equal to or below (above) the PBO (PBB), the ALO Order to buy (sell) will have a working price equal to the PBO (PBB) and a display price one MPV below (above) the PBO (PBB).
 - (ii) If the limit price of the ALO Order to buy (sell) crosses the working price of any displayed or non-displayed order on the NYSE Arca Book priced equal to or below (above) the PBO (PBB), it will trade as the liquidity taker with such order(s). Any untraded quantity of the ALO Order will have a working price equal to the PBO (PBB) and a display price one MPV below (above) the PBO (PBB).

(iii) If the limit price of the ALO Order to buy (sell) locks the display price of any order ranked Priority 2 – Display Orders on the NYSE Arca Book priced equal to or below (above) the PBO (PBB), it will be assigned a working price and display price one MPV below (above) the price of the displayed order on the NYSE Arca Book.

(iv) If the limit price of the ALO Order to buy (sell) locks the working price of any order ranked Priority 3 – Non-Display Orders on the NYSE Arca Book priced equal to or below (above) the PBO (PBB), it will be assigned a working price equal to the PBO (PBB) and a display price one MPV below (above) the PBO (PBB), provided that,

(a) if there are any displayed orders at the working price of an order to sell (buy) ranked Priority 3 – Non-Display Orders, the ALO Order to buy (sell) will be priced under paragraph (e)(2)(B)(iii) of this Rule; and

(b) if the resting order(s) is a Limit Non-Displayed Order or Arca Only Order to sell (buy) that has been designated with a Non-Display Remove Modifier, the ALO Order will trade with such order(s) as the liquidity provider. Unless a resting order is designated with a Non-Display Remove Modifier, an ALO Order will trade only with arriving interest.

(v) An ALO Order to buy (sell) will not be assigned a working price or display price above (below) the limit price of such order.

(i) If the BO (BB) is higher (lower) than the PBO (PBB), it will have a working price of the PBO (PBB) and a display price one MPV below (above) the PBO (PBB).

(ii) If the BO (BB) is equal to the PBO (PBB), it will have a working price and a display price one MPV below (above) the PBO (PBB).]

(C) Once resting on the NYSE Arca Book, ALO Orders will be re-priced or trade, or both, as follows:

[(iii)] (i) If the order(s) to sell (buy) ranked Priority 2 – Display Orders or PBO (PBB) re-prices higher (lower), an ALO Order to buy (sell) [it] will trade or be priced, or both, [be assigned a new working price and display price] consistent with paragraphs (e)(2)(B)(i) – (iv) [and (ii)] of this Rule.

[(iv)] (ii) If the PBO (PBB) re-prices lower (higher) to be equal to or lower (higher) than its last display price or if its limit price no longer locks or crosses the PBO (PBB), an ALO Order to buy (sell) [it] will be priced pursuant to paragraphs (e)(1)(A)(iii) and (iv) of this Rule.

[(C) An ALO Order to buy (sell) that is assigned a working price that is equal to or higher (lower) than the working price of resting sell (buy) orders priced below (above) the BO (BB) (for purposes of paragraph (e)(2)(C) of this Rule, "nondisplayed order(s)") will trade as follows:

- (i) If the limit price of an ALO Order to buy (sell) is higher (lower) than the working price of resting non-displayed order(s) to sell (buy), it will trade as the liquidity taker with such order(s).
- (ii) If the limit price of an ALO Order to buy (sell) is equal to the working price of resting non-displayed order(s) to sell (buy), it will post to the NYSE Arca Book and will not trade with such order(s), unless such order(s) is a Limit Non-Displayed Limit Order or Arca Only Order to sell (buy) that has been designated with a Non-Display Remove Modifier.]

(D) An ALO Order will not trigger a contra-side MPL Order to trade.

(3) Intermarket Sweep Order ("ISO"). A Limit Order that does not route and meets the requirements of Rule 600(b)(30) of Regulation NMS.

(A) An ISO may trade through a protected bid or offer, and will not be rejected or cancelled if it would lock, cross, or be marketable against an Away Market provided that it meets the following requirements:

- (i) It is identified as an ISO in the manner prescribed by the Exchange; and
- (ii) Simultaneously with the routing of an ISO to the Exchange, the ETP Holder routes one or more additional Limit Orders, as necessary, to trade against the full displayed size of any protected bids (for sell orders) or protected offers (for buy orders) on Away Markets. These additional routed orders must be identified as ISO.

(B) An ISO designated IOC ("IOC ISO") will be immediately traded with contraside interest in the NYSE Arca Book up to its full size and limit price and the quantity not so traded will be immediately and automatically cancelled. An IOC ISO may not be designated with an MTS.

(C) An ISO designated Day ("Day ISO"), if marketable on arrival, will be immediately traded with contra-side interest in the NYSE Arca Book up to its full size and limit price. Any untraded quantity of a Day ISO will be displayed at its limit price and may lock or cross a protected quotation that was displayed at the time of arrival of the Day ISO.

(D) A Day ISO may be designated with an ALO Modifier ("Day ISO ALO") and must be entered with a minimum of one displayed round lot. An arriving Day ISO ALO to buy (sell) [that, at the time of entry, is marketable against the BO (BB)

will not trade with orders on NYSE Arca Book priced at the BO (BB) or higher (lower), but] may trade through or lock or cross a protected quotation that was displayed at the time of arrival of the Day ISO ALO, and will be priced or trade, or both, as follows:

(i) If the limit price of the Day ISO ALO to buy (sell) crosses the working price of any displayed or non-displayed order on the NYSE Arca Book, it will trade as the liquidity taker with such order(s). Any untraded quantity of the Day ISO ALO will have a working price and display price equal to its limit price.

(ii) If the limit price of the Day ISO ALO to buy (sell) locks the display price of any order ranked Priority 2 – Display Orders on the NYSE Arca Book, it will be assigned a working price and display price one MPV below (above) the price of the displayed order on the NYSE Arca Book.

(iii) If the limit price of the Day ISO ALO Order to buy (sell) locks the working price of any order ranked Priority 3 – Non-Display Orders on the NYSE Arca Book, it will be assigned a working price and display price equal to the limit price of the order, provided that,

(a) if there are any displayed orders at the working price of an order to sell (buy) ranked Priority 3 – Non-Display Orders, the Day ISO ALO to buy (sell) will be priced under paragraph (e)(3)(D)(ii) of this Rule; and

(b) if the resting order(s) is a Limit Non-Displayed Order or Arca Only Order to sell (buy) that has been designated with a Non-Display Remove Modifier, the Day ISO ALO will trade with such order(s) as the liquidity provider.

[(i) It will be assigned a working price and display price one MPV below (above) the BO (BB) and will trade with non-displayed order(s) pursuant to paragraph (e)(2)(C)(i) and (ii) of this Rule.]

[(ii) (iv) After being displayed, [it] a Day ISO ALO will be re-priced and re-displayed or trade, or both, based on changes to orders ranked Priority 2 – Display Orders or the PBO (PBB) consistent with paragraphs (e)(2)(C)(i) and (ii) [(e)(2)(B)(iii) - (iv)] of this Rule.
