

Mary Yeager
Assistant Secretary

New York Stock Exchange LLC
11 Wall Street
New York, NY 10005



tel: 212.656.2062
fax: 212.656.3939
myeager@nyse.com

December 4, 2006

Ms. Nancy Morris
Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-9303

Re: Response to Comments on File No. SR-NYSE-2006-30 relating to NYSE's Listed
Company Manual Section 312.03 re Treasury Share Exception

Dear Ms. Morris:

New York Stock Exchange, LLC (the "Exchange" or the "NYSE") is pleased to respond to the one comment received by the Securities and Exchange Commission (the "Commission") with respect to the above referenced filing. In its letter dated October 11, 2006, Astoria Financial Corporation ("Astoria") raises an issue with the proposed elimination of the "treasury share exception" with respect to how the proposal relates to equity compensation plans and related party transactions. The letter states Astoria's belief that the proposal should provide some mechanism to exempt the issuance of treasury shares related to equity compensation plans previously approved by shareholders.

The Exchange appreciates the belief stated by Astoria, but points to the fact that the treasury stock exception, currently available under Section 312.03, is not available with respect to equity compensation plans. The shareholder approval requirements for equity compensation plans are set forth in Section 303A.08 of the Listed Company Manual. The definition of the term "equity compensation plan" clearly states that the definition encompasses the delivery of either newly issued or treasury shares. As a result, the proposed elimination of the treasury stock exception under Section 312.03 does not impact equity compensation plans.

Please feel free to contact either Annemarie Tierney at (212) 656-5216 or me at (212) 656-2062 with any questions or comments.

Sincerely,

A handwritten signature in black ink, appearing to read "Mary Yeager", with a long horizontal flourish extending to the right.