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January 17, 2017

Mr. Brent J. Fields
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Request for Exemptive Relief from Section 6.7(a)(ii) of the CAT NMS Plan

Dear Mr. Fields:

Bats BYZ Exchange, Inc., Bats BZX Exchange, Inc., Bats EDGA Exchange, Inc., Bats EDGX Exchange, Inc., BOX Options Exchange, LLC, C2 Options Exchange, Incorporated, Chicago Board Options Exchange, Incorporated, Chicago Stock Exchange, Inc., Financial Industry Regulatory Authority, Inc. ("FINRA"), International Securities Exchange, Inc., Investors' Exchange, LLC, ISE Gemini, LLC, ISE Mercury, LLC, Miami International Securities Exchange LLC, MIAX PEARL, LLC, NASDAQ BX, Inc., NASDAQ PHLX LLC, The NASDAQ Stock Market LLC, National Stock Exchange, Inc., New York Stock Exchange LLC, NYSE Area, Inc., and NYSE MKT, LLC (collectively, the "Participants" to the National Market System Plan Governing the Consolidated Audit Trail ("CAT NMS Plan")) respectfully request that the Securities and Exchange Commission ("Commission" or "SEC") grant exemptive relief, pursuant to its authority under Rule 608(e) of Regulation NMS under the Securities Exchange Act of 1934 ("Exchange Act"),¹ from the requirements set forth in Section 6.7(a)(ii) of the CAT NMS Plan² for Participants to require their Industry Members to synchronize their Business Clocks within four months of the Effective Date of the CAT NMS Plan, that is, by March 15, 2017.³ Specifically, the Participants request that the SEC permit the Participants to extend the clock synchronization compliance date from March 15, 2017 to February 19, 2018 for Industry Members' Business Clocks that do not capture time in milliseconds.⁴ The Participants believe that this exemptive request is narrowly tailored, would provide significant costs savings to Industry Members with Business Clocks that do not capture time in milliseconds, and would not have any adverse effect on the consolidated audit trail under the CAT NMS Plan. The Participants propose to include in their Compliance Rules, as required by the CAT NMS Plan, provisions that would reflect the exemptive relief requested in this letter.

¹ 17 CFR 242.608(e). Rule 608(e) of Regulation NMS provides that the Commission may exempt from the provisions of Rule 608 of Regulation NMS, either conditionally or on specified terms and conditions, any self-regulatory organization, if the Commission determines that such exemption is consistent with the public interest, the protection of investors, the maintenance of fair and orderly markets, and the removal of impediments to, and the perfection of the mechanisms of, a national market system. 17 CFR 242.608(e).

² Section 6.7(a)(ii) of the CAT NMS Plan states that, "[u]nless otherwise ordered by the SEC: . . . within four months after the Effective Date, each Participant shall, and through its Compliance Rule shall require its Industry Members to, synchronize its or their Business Clocks as required by Section 6.8 and certify to the Chief Compliance Officer (in the case of Participants) or the applicable Participant (in the case of Industry Members) that such Participant has met this requirement."

³ Unless otherwise noted, capitalized terms are used as defined in the CAT NMS Plan, or in this letter.

⁴ The exemptive request would not apply to Industry Members' Business Clocks that capture time in milliseconds; the existing clock synchronization compliance date of March 15, 2017 would remain in effect for those Business Clocks.

1. Consistent with FINRA Clock Synchronization Compliance Date

The Participants' proposed February 19, 2018 compliance date for Industry Members' Business Clocks that do not capture time in milliseconds is consistent with the compliance date for FINRA's recently adopted rule change to its clock synchronization rule, FINRA Rule 4590.⁵ With that rule change, FINRA adopted comparable clock synchronization requirements to those set forth in the CAT NMS Plan, and established two compliance dates for complying with such clock synchronization requirements. Specifically, FINRA adopted a new clock synchronization standard of 50 milliseconds applicable to computer clocks that are used to record certain events in NMS securities or OTC equity securities. Pursuant to FINRA's rule, FINRA member firms have until February 20, 2017, to apply the new 50 millisecond standard to impacted system clocks that capture time in milliseconds. FINRA member firms have until February 19, 2018 to apply the new standard to impacted system clocks that do not capture time in milliseconds.

Given that FINRA member firms currently are preparing for the implementation of clock synchronization requirements comparable to those set forth in the CAT NMS Plan by February 19, 2018 for impacted system clocks that do not capture time in milliseconds, the Participants believe that it is appropriate to have the CAT clock synchronization requirements take effect by February 19, 2018 for Industry Members' Business Clocks that do not capture time in milliseconds. Correspondingly, because FINRA's compliance date with regard to impacted system clocks that capture time in milliseconds (that is, February 20, 2017) is one month prior to the CAT clock synchronization compliance date (that is, March 15, 2017), the Participants are not requesting exemptive relief with regard to Industry Members' Business Clocks that capture time in milliseconds.

2. Significant Cost Savings

Section 6.8 of the CAT NMS Plan requires Participants to impose clock synchronization requirements on their Industry Members to ensure that the data reported to the Central Repository by such Industry Members includes accurate timestamps for Reportable Events. As the SEC notes, such clock synchronization requirements are "critical for the consolidated audit trail to allow regulators the capability to accurately determine the order in which all reportable events occur."⁶ The Participants note, however, that Industry Members are not required to begin reporting data to the Central Repository for several years. Specifically, Industry Members (other than Small Industry Members) are not required to begin reporting data to the Central Repository for two years after the effective date of the CAT NMS Plan – that is, until November 15, 2018, and Small Industry Members are not required to begin reporting data to the Central Repository for three years after the effective date of the CAT NMS Plan – that is, until November 15, 2019. Therefore, the CAT NMS Plan would require clock synchronization 20 months before Industry Members (other than Small Industry Members) need to report to the Central Repository, and 32 months before Small Industry Members need to report to the Central Repository.

⁵ FINRA Regulatory Notice 16-23 (July 2016).

⁶ Securities Exchange Act Rel. No. 67457 (July 12, 2012), 77 Fed. Reg. 45722, 45774 (Aug. 1, 2012).

During these 20 months and 32 months, respectively, the Industry Members (other than Small Industry Members) and Small Industry Members with Business Clocks that do not capture time in milliseconds will be required to incur substantial costs without any corresponding benefit. To comply with the clock synchronization requirements, the Industry Members must update and test their clock technology, and document and follow clock synchronization procedures that would include regular clock synchronizations and the preparation of a synchronization log. Accordingly, the Participants propose to shorten the time period during which Industry Members would need to synchronize their Business Clocks that do not capture time in milliseconds prior to the commencement of CAT Reporting. Specifically, the exemptive request would require clock synchronization nine months before Industry Members (other than Small Industry Members) need to report to the Central Repository (rather than 20 months), and 21 months before Small Industry Members need to report to the Central Repository (rather than 32 months). In doing so, the affected Industry Member CAT Reporters will experience significant cost savings related to clock synchronization.

3. Sufficient Preparation Time Prior to CAT Reporting

The Participants believe that the February 19, 2018 compliance date provides Industry Member CAT Reporters with sufficient preparation time prior to the commencement of reporting to the CAT. The Participants note that the proposed compliance date provides a comparable clock synchronization deadline to that imposed by Rule 613 on Participants. Specifically, Rule 613(a)(3)(ii) requires Participants to synchronize their Business Clocks eight months before Participants commence reporting data to the Central Repository. Similarly, the Participants' exemptive request would require Industry Members (other than Small Industry Members) to synchronize their Business Clocks nine months before such Industry Members begin reporting data to the Central Repository. Moreover, the exemptive request would provide an even longer preparation time for Small Industry Members, requiring Small Industry Members to synchronize their Business Clocks 21 months before such Industry Members begin reporting data to the Central Repository. Accordingly, the Participants believe that the proposed nine and 21 month periods provide an appropriate lead time to ensure clock synchronization prior to the commencement of CAT reporting.

4. Consistent with Exchange Act Requirements

The Participants believe that the proposed exemption is consistent with the public interest, the protection of investors, the maintenance of fair and orderly markets, and the removal of impediments to, and the perfection of the mechanisms of, a national market system. First, the Participants have narrowly tailored their exemptive request. The Participants only seek relief for Industry Member's Business Clocks that do not capture time in milliseconds, and the relief is only for a short period of time. In addition, the Participants believe that granting their request will provide significant costs savings to Industry Members with Business Clocks that do not capture time in milliseconds. Finally, the Participants believe that the requested relief will not have any adverse effect on the consolidated audit trail under the CAT NMS Plan. Even with the requested relief, Industry Members will be required to synchronize all their Business Clocks well

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in advance of the commencement of CAT reporting. Therefore, the requested relief will not impede the creation of accurate timestamps for Reportable Events.

If there are any questions concerning these requests, please contact any of the undersigned.

Sincerely,

[Executed signature pages are located at the end of this letter]

Enclosure

cc: The Hon. Mary Jo White, Chair
The Hon. Kara M. Stein, Commissioner
The Hon. Michael S. Piwowar, Commissioner
Ms. Heather Seidel, Acting Director, Division of Trading and Markets
Mr. Gary L. Goldsholle, Deputy Director, Division of Trading and Markets
Mr. David S. Shillman, Associate Director, Division of Trading and Markets
Mr. David Hsu, Assistant Director, Division of Trading and Markets

IN WITNESS WHEREOF, the Participants have executed this Limited Liability Company Agreement as of the day and year first above written.

PARTICIPANTS:

BATS BZX EXCHANGE, INC.

By: Tamara Schademann

Name: Tamara Schademann

Title: EVP, CRO

BATS BYX EXCHANGE, INC.

By: Tamara Schademann

Name: Tamara Schademann

Title: EVP, CRO

BOX OPTIONS EXCHANGE LLC

By: _____

Name: _____

Title: _____

C2 OPTIONS EXCHANGE, INCORPORATED

By: _____

Name: _____

Title: _____

**CHICAGO BOARD OPTIONS EXCHANGE,
INCORPORATED**

By: _____

Name: _____

Title: _____

CHICAGO STOCK EXCHANGE, INC.

By: _____

Name: _____

Title: _____

BATS EDGA EXCHANGE, INC.

By: Tamara Schademann

Name: Tamara Schademann

Title: EVP, CRO

BATS EDGX EXCHANGE, INC.

By: Tamara Schademann

Name: Tamara Schademann

Title: EVP, CRO

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BATS BZX EXCHANGE, INC.

By: _____

Name: _____

Title: _____

BATS BYX EXCHANGE, INC.

By: _____

Name: _____

Title: _____

BOX OPTIONS EXCHANGE LLC

By: Bruce G. Goodhue

Name: Bruce Goodhue

Title: Chief Regulatory Officer

C2 OPTIONS EXCHANGE, INCORPORATED

By: _____

Name: _____

Title: _____

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By: _____

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By: _____

Name: _____

Title: _____

BOX OPTIONS EXCHANGE LLC

By: _____

Name: _____

Title: _____

C2 OPTIONS EXCHANGE, INCORPORATED

By: _____

Name: GREG HODGASIAN

Title: SVP & CRO

**CHICAGO BOARD OPTIONS EXCHANGE,
INCORPORATED**

By: _____
Name: GREU HOUBASIAN
Title: SVP 4 LRO

CHICAGO STOCK EXCHANGE, INC.

By: _____
Name: _____
Title: _____

BATS EDGA EXCHANGE, INC.

By: _____
Name: _____
Title: _____

BATS EDGX EXCHANGE, INC.

By: _____
Name: _____
Title: _____

**CHICAGO BOARD OPTIONS EXCHANGE,
INCORPORATED**

By: _____

Name: _____

Title: _____

CHICAGO STOCK EXCHANGE, INC.

By: *Peter Jantori*

Name: PETER JANTORI

Title: EVP & CRO

BATS EDGA EXCHANGE, INC.

By: _____

Name: _____

Title: _____

BATS EDGX EXCHANGE, INC.

By: _____

Name: _____

Title: _____

**FINANCIAL INDUSTRY REGULATORY AUTHORITY,
INC.**

By: Marcia E. Asquith

Name: Marcia E. Asquith

Title: Senior Vice President and Corporate Secretary

ISE GEMINI, LLC

By: _____

Name: _____

Title: _____

ISE MERCURY, LLC

By: _____

Name: _____

Title: _____

INTERNATIONAL SECURITIES EXCHANGE, LLC

By: _____

Name: _____

Title: _____

INVESTORS' EXCHANGE, LLC

By: _____

Name: _____

Title: _____

**FINANCIAL INDUSTRY REGULATORY AUTHORITY,
INC.**

By: _____

Name: _____

Title: _____

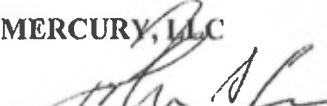
ISE GEMINI, LLC

By:  _____

Name: John A. Zecca

Title: SVP + CRO

ISE MERCURY, LLC

By:  _____

Name: John A. Zecca

Title: SVP + CRO

INTERNATIONAL SECURITIES EXCHANGE, LLC

By:  _____

Name: John A. Zecca

Title: SVP + CRO

INVESTORS' EXCHANGE, LLC

By: _____

Name: _____

Title: _____

**FINANCIAL INDUSTRY REGULATORY AUTHORITY,
INC.**

By: _____

Name: _____

Title: _____

ISE GEMINI, LLC

By: _____

Name: _____

Title: _____

ISE MERCURY, LLC

By: _____

Name: _____

Title: _____

INTERNATIONAL SECURITIES EXCHANGE, LLC

By: _____

Name: _____

Title: _____

INVESTORS' EXCHANGE, LLC

By: _____

Name: John Schwall

Title: COO

MIAMI INTERNATIONAL SECURITIES EXCHANGE LLC

By: Edm Deitzel

Name: Edward Deitzel

Title: EVP, CEO

MIAX PEARL, LLC

By: Edm Deitzel

Name: Edward Deitzel

Title: EVP, CEO

NASDAQ BX, INC.

By: _____

Name: _____

Title: _____

NASDAQ PHLX LLC

By: _____

Name: _____

Title: _____

THE NASDAQ STOCK MARKET LLC

By: _____

Name: _____

Title: _____

MIAMI INTERNATIONAL SECURITIES EXCHANGE LLC

By: _____

Name: _____

Title: _____

MIAX PEARL, LLC

By: _____

Name: _____

Title: _____

NASDAQ BX, INC.

By: _____

Name: John A. Zecca

Title: SVP + CRO

NASDAQ PHLX LLC

By: _____

Name: Joseph P. Casich

Title: VP & CRO

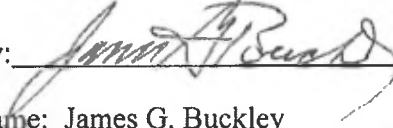
THE NASDAQ STOCK MARKET LLC

By: _____

Name: John A. Zecca

Title: SVP

NATIONAL STOCK EXCHANGE, INC.

By: 

Name: James G. Buckley

Title: Chief Regulatory Officer

NEW YORK STOCK EXCHANGE LLC

By: _____

Name: _____

Title: _____

NYSE MKT LLC

By: _____

Name: _____

Title: _____

NYSE ARCA, INC.

By: _____

Name: _____

Title: _____

NATIONAL STOCK EXCHANGE, INC.

By: _____

Name: _____

Title: _____

NEW YORK STOCK EXCHANGE LLC

By: Elizabeth K. King

Name: Elizabeth K. King

Title: General Counsel and Corporate Secretary

NYSE MKT LLC

By: Elizabeth K. King

Name: Elizabeth K. King

Title: General Counsel and Corporate Secretary

NYSE ARCA, INC.

By: Elizabeth K. King

Name: Elizabeth K. King

Title: General Counsel and Corporate Secretary