

Additions underlined.  
Deletions [bracketed].

## Rules of New York Stock Exchange LLC

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### **Rule 2. "Member," "Membership," "Member Firm," etc.**

(a) No Change

(b)

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(ii) The term "member organization" also includes any registered broker or dealer which does not own a trading license and agrees to be regulated by the Exchange as a member organization and which the Exchange has agreed to regulate, including Limited Underwriting Members as defined herein.

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(k) The term "Limited Underwriting Member" means a registered broker or dealer that is subject to the jurisdiction of the Exchange solely for purposes of Rule 310 and the rules enumerated in Rule 310(c)(1).

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### **Admission of Members (Rules 300—324)**

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### **Rule 310. Limited Underwriting Members and Associated Persons**

#### (a) Eligibility to Become Limited Underwriting Members and Associated Persons

- (i) Any registered broker or dealer with a disciplinary history satisfactory to the Exchange shall be eligible for approval by the Exchange to operate as a Limited Underwriting Member as described below, except such registered brokers or dealers as are excluded under Rule 346.
- (ii) Associated persons of Limited Underwriting Members that will be responsible for activity of the Limited Underwriting Member as an Initial Listing Principal Underwriter for purposes of Section 310(b) shall be identified on the application. Any person shall be eligible to become an Associated Person of a Limited Underwriting Member, except such persons as are excluded under Rule 346.

(b) Access to the Exchange

Approval by the Exchange to operate as a Limited Underwriting Member provides no rights to transact on the Exchange. Approval by the Exchange of a firm to operate as a Limited Underwriting Member solely allows such firm to act as a principal underwriter of an underwritten public offering in connection with which a company seeks to list on the Exchange (an "Initial Listing Principal Underwriter"). A firm that is not an Exchange member organization cannot act as an Initial Listing Principal Underwriter unless such firm is a Limited Underwriting Member.

(c) Rules Applicable to Limited Underwriting Members

(1) In addition to this rule, Limited Underwriting Members and their associated persons shall only be subject to the following rules:

- Rule 0 (Regulation of the Exchange and its Member Organizations)
- Rule 2B.1 (Affiliation between Exchange and a Member Organization)
- Rule 308 (Acceptability Proceedings)
- Rule 309 (Collection of and Failure to Pay Exchange Fees)
- Rule 345.14 (Payment of fees)
- Rule 346 (Statutory Disqualification – Association of Member Organizations, and Persons Associated With Member Organizations)
- Conduct Rules
  - Rule 2010 (Standards of Commercial Honor and Principles of Trade)
  - Rule 2020 (Use of Manipulative, Deceptive or Other Fraudulent Devices)
  - Rule 2050 (Other Offenses)
  - Rule 6140 (Other Trading Practices)
- Rule 3110 (Supervision)
- Rule 3120 (Supervisory Control Systems)
- Rule 3220 (Influencing or Rewarding Employees of Others)
- Rule 5190 (Notification Requirements for Offering Participants)
- Rules 8000-8330 (Disciplinary Rules (Investigations and Sanctions)), with the exception of Rule 8211 (Automated Submission of Trading Data Requested by

the Exchange) and Rule 9557 (Procedures for Regulating Activities Under Rules 4110, 4120 and 4130 Regarding a Member Organization Experiencing Financial or Operational Difficulties)

- Rules 9000-9870 (Disciplinary Rules (Procedural))

These rules shall apply to all Limited Underwriting Members and their associated persons in the same manner that these rules apply to member organizations and persons associated with a member organization. Persons associated with a Limited Underwriting Member shall have the same duties and obligations under these rules as a Limited Underwriting Member under these rules.

(2) Limited Underwriting Members must at all times be FINRA members in good standing and associated persons of Limited Underwriting Members shall at all times be properly qualified and registered under FINRA rules.

**• • Supplementary Material:**

.01 Consistent with the definition of "member" in the Securities Exchange Act of 1934, a Limited Underwriting Member agrees to be regulated by the Exchange and is subject to the jurisdiction of the Exchange for purposes of interpreting and applying the above rules to Limited Underwriting Members and their associated persons.

.02 For the purposes of this rule, the term "associated person" shall have the same meaning as the terms "person associated with a member" or "associated person of a member" as defined in Article I (rr) of the FINRA ByLaws.

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NYSE Listed Company Manual

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Section 1 The Listing Process

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107.00 Financial Disclosure and Exchange Information Requests

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107.04 Exchange Information Requests

The Exchange may request any information or documentation, public or non-public, deemed necessary to make a determination regarding a security's initial listing, including, but not limited to, any material provided to or received from the Commission or Other Regulatory Authority (as defined in Section 107.03). A company's security may be denied listing if the company fails to provide such information within a reasonable period

of time or if any communication to the Exchange contains a material misrepresentation or omits material information necessary to make the communication to the Exchange not misleading.

**108.00 Principal Underwriter**

(i) “Principal underwriter” shall have the same definition used in Rule 405 promulgated under the Securities Act of 1933.

(ii) Each Company applying for initial listing in connection with a transaction involving an underwriter must have a principal underwriter that is a member organization as defined in Rule 2 of the rules of the Exchange or a Limited Underwriting Member, as defined in Rule 2(k) of the rules of the Exchange.

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