

Additions underlined
 Deletions [bracketed]

NYSE Arca Equities Rules

Rule 5.1(c). Listing of an Affiliate or Entity that Operates and/or Owns a Trading System or Facility of the Corporation

(a) For purposes of this Rule 5.1(c), the terms below are defined as follows:

(1) "ICE Affiliate" means Intercontinental Exchange, Inc. ("ICE") and any entity that directly or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with ICE, where "control" means that one entity possesses, directly or indirectly, voting control of the other entity either through ownership of capital stock or other equity securities or through majority representation on the board of directors or other management body of such entity.

(2) "Affiliate Security" means any security issued by an ICE Affiliate or any Exchange-listed option on any such security.

(3) "NYSE Arca Equities, Inc." (the "Corporation") is a wholly owned subsidiary of ICE.

(b) Prior to the initial listing of the Affiliate Security on the Exchange, Exchange regulatory staff shall determine that such securities satisfy the Corporation's rules for listing, and such finding must be approved by the Exchange's Regulatory Oversight Committee.

(c) Throughout the continued listing and trading of the Affiliate Security on the Exchange,

(1) [If a security of an affiliate of t]The Corporation [or any entity that operates and/or owns a trading system or facility of the Corporation is listed pursuant to the Rules of the Corporation, then the Corporation shall file a]will prepare a quarterly report [each month with the Securities and Exchange Commission describing: (1) the Corporation's]on the Affiliate Security for the Exchange's Regulatory Oversight Committee that describes: (a) the Exchange Regulatory staff monitoring of [such issuer's]the Affiliate Security's compliance with the Corporation's listing standards, including (i) the [issuer's]Affiliate Security's compliance with the Corporation's bid price requirement and (ii) the [issuer's]Affiliate Security's compliance with each of the quantitative and qualitative maintenance requirements; and [(2) the Corporation's](b) Exchange regulatory staff's monitoring of the trading of the Affiliate S[s]ecurity[, which shall include]including summaries of all related surveillance alerts, complaints,

regulatory referrals, busted or adjusted trades, investigations, examinations, formal and informal disciplinary actions, exceptions reports, and [the]trading data used to ensure the Affiliate Security's compliance with the Exchange's listing and trading rules. A copy of said report will be forwarded promptly to the Securities and Exchange Commission ("Commission").

(2) [In addition, o]Once a year, an independent accounting firm shall review the listing standards for the [subject s]Affiliate Security to ensure that the issuer is in compliance with the [Corporation's] listing requirements[,] and a copy of the report shall be forwarded promptly to the Exchange's Regulatory Oversight Committee and the [Securities and Exchange]Commission.

(3) In the event [the Corporation]that Exchange regulatory staff determines that the [subject issuer is non-compliant]Affiliate Security is not in compliance with any of the Corporation's listing standards, Exchange regulatory staff shall notify the issuer of such non-compliance promptly and request a plan of compliance. Exchange regulatory staff [the Corporation]shall file a report with the [Securities and Exchange]Commission [at the same time the Corporation notifies] within five business days of providing such notice to the issuer of its non-compliance. The report shall identify the date of the non-compliance, type of non-compliance, and any other material information conveyed to the issuer in the notice of non-compliance. Within five [(5)]business days of receipt of a plan of [remediation]compliance from the issuer, [the Corporation]Exchange regulatory staff shall notify the [Securities and Exchange]Commission of such receipt, whether the plan [of remediation]was accepted by [the Corporation]Exchange regulatory staff or what other action was taken with respect to the plan and the time period provided to regain compliance with the Corporation's listing standards, if any.
