

Additions underscored

Deletions [bracketed]

NYSE MKT Rules

* * * * *

Rule 13 – Equities. Orders and Modifiers

* * * * *

Reserve Order Types

No change.

Retail Modifier

- (a) An order designated with a “retail” modifier is an agency order or a riskless principal order that meets the criteria of FINRA Rule 5320.03 that originates from a natural person and is submitted to the Exchange by a member organization, provided that no change is made to the terms of the order with respect to price or side of market and the order does not originate from a trading algorithm or any other computerized methodology. An order with a “retail” modifier is separate and distinct from a “Retail Order” under Rule 107C – Equities.
- (b) “Retail” modifier designation. A member organization shall designate an order as “retail” in a form and/or manner prescribed by the Exchange.
- (c) To submit a “retail” order, a member organization must submit an attestation, in a form prescribed by the Exchange, that substantially all orders submitted as “retail” will qualify as such under paragraph (a) above.
- (d) A member organization must have written policies and procedures reasonably designed to assure that it will only designate orders as “retail” if all requirements of paragraph (a) above are met. Such written policies and procedures must require the member organization to (i) exercise due diligence before entering a “retail” order to assure that entry as a “retail” order is in compliance with the requirements of paragraph (a) above, and (ii) monitor whether orders entered as “retail” orders meet the applicable requirements. If a member organization represents “retail” orders from another broker-dealer customer, the member organization’s supervisory procedures must be reasonably designed to assure that the orders it receives from such broker-dealer customer that it designates as “retail” orders meet the definition of a “retail” order in paragraph (a) above. The member organization must (i) obtain an annual written representation, in a form acceptable to the Exchange, from each broker-dealer customer that sends it orders to be designated as “retail” orders that

entry of such orders as “retail” orders will be in compliance with the requirements of paragraph (a) above; and (ii) monitor whether its broker-dealer customer’s “retail” order flow meets the applicable requirements.

(e) Failure to Abide by Requirements.

(1) If a member organization designates orders submitted to the Exchange as “retail” orders and the Exchange determines, in its sole discretion, that such orders fail to meet any of the requirements set forth in paragraph (a) through (d) above, the Exchange may disqualify a member organization from submitting “retail” orders.

(2) Disqualification Determinations. The Exchange shall determine if and when a member organization is disqualified from submitting “retail” orders. When disqualification determinations are made, the Exchange shall provide a written disqualification notice to the member organization.

(3) Appeal and/or Resubmission of Attestation. A member organization that is disqualified under this paragraph (e) may: (A) appeal such disqualification as provided in paragraph (f) below; and/or (B) resubmit the attestation described in paragraph (c) above 90 days after the date of the disqualification notice from the Exchange.

(f) Appeal of Disqualification.

(1) If a member organization disputes the Exchange’s decision to disqualify it from submitting “retail” orders, the member organization may request, within five business days after notice of the decision is issued by the Exchange, that the “retail” order “Hearing Panel” review the decision to determine if it was correct.

(2) The Hearing Panel shall consist of the NYSE’s Chief Regulatory Officer (“CRO”), or a designee of the CRO, and two officers of the Exchange designated by the Chief Executive Officer of ICE Group.

(3) The Hearing Panel shall review the facts and render a decision within the time frame prescribed by the Exchange.

(4) The Hearing Panel may overturn or modify an action taken by the Exchange under this Rule. A determination by the Hearing Panel shall constitute final action by the Exchange.

* * * * *

NYSE MKT Equities
Price List 2014

Last Updated: May [5] 2014

Equity Transaction Fees and Credits for Listed Securities¹

Transactions in Securities with a Per Share Price of \$1.00 or More

* * * * *

Equity per Share Credit - per transaction - when adding liquidity (displayed and non-displayed orders) in orders designated as “retail” (i.e., orders that satisfy the <u>Retail Modifier</u> requirements of Rule <u>13</u> [107C(a)(3)] – Equities).....	\$0.0030; or \$0.0016 if a Mid-Point Passive Liquidity (“MPL”) Order
--	--

* * * * *

Credits Applicable to Supplemental Liquidity Providers

* * * * *

Credit per Share - per transaction - for SLPs - when adding liquidity to the Exchange in securities with a per share price of \$1.00 or more in orders designated as “retail” (i.e., orders that satisfy the <u>Retail Modifier</u> requirements of Rule <u>13</u> [107C(a)(3)] – Equities).....	The higher of \$0.0030 or the rates above; or \$0.0016 if an MPL Order
--	--

* * * * *

Transaction Fees and Credits For Non-ETP Securities Traded Pursuant to Unlisted Trading Privileges

¹ No change.

* * * * *

Fees and Credits applicable to Market Participants⁸

* * * * *

Equity per Share Credit - per transaction - when adding liquidity, including displayed and non-displayed orders, in orders designated as “retail” (i.e., orders that satisfy the <u>Retail Modifier</u> requirements of Rule <u>13</u> [107C(a)(3)] – Equities).....	The higher of \$0.0030 or the rates above or below; or \$0.0025 if an MPL Order	Not Applicable
--	---	----------------

* * * * *

Fees and Credits applicable to Supplemental Liquidity Providers (SLPs)

* * * * *

Equity per Share Credit - per transaction - when adding liquidity in orders designated as “retail” (i.e., orders that satisfy the <u>Retail Modifier</u> requirements of Rule <u>13</u> [107C(a)(3)] – Equities).....	The higher of \$0.0030 or the rates above; or \$0.0025 if an MPL Order	Not Applicable
---	--	----------------

Transaction Fees and Credits For ETPs Traded Pursuant to Unlisted Trading Privileges

Fees and Credits applicable to Market Participants⁸

* * * * *

Equity per Share Credit - per transaction - when adding liquidity, including displayed and non-displayed orders, in orders designated as “retail” (i.e., orders that satisfy the <u>Retail Modifier</u> requirements of Rule <u>13</u> [107C(a)(3)] – Equities).....	The higher of \$0.0030 or the rates above or below; or \$0.0025 if an MPL Order	Not Applicable
--	---	----------------

* * * * *

Fees and Credits applicable to SLPs

⁸ No change.

* * * * *

Equity per Share Credit - per transaction - when adding liquidity in orders designated as “retail” (i.e., orders that satisfy the <u>Retail Modifier</u> requirements of Rule <u>13</u> [107C(a)(3)] – Equities).....	The higher of \$0.0030 or the rates above; or \$0.0025 if an MPL Order	Not Applicable
---	--	----------------

* * * * *