

Proposed new language is underscored; deleted text is enclosed in [brackets].

**RULES
OF
NATIONAL STOCK EXCHANGE, INC.**

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Rule 2.13. Mandatory Participation in Testing of Backup Systems

a. Pursuant to Regulation SCI and with respect to the Exchange’s business continuity and disaster recovery plans, including its backup systems, the Exchange is required to establish standards for the designation of ETP Holders that the Exchange reasonably determines are, taken as a whole, the minimum necessary for the maintenance of fair and orderly markets in the event of the activation of such plans. The Exchange has established standards and will designate ETP Holders according to those standards as set forth below. All ETP Holders are permitted to connect to the Exchange’s backup systems and to participate in testing of such systems.

b. Certain ETP Holders are required to connect to the Exchange’s backup systems and participate in functional and performance testing as announced by the Exchange, which shall occur at least once every 12 months. Specifically, ETP Holders that have been determined by the Exchange to contribute a meaningful percentage of the Exchange’s overall volume must participate in mandatory testing of the Exchange’s backup systems.

Interpretations and Policies

.01 For purposes of identifying ETP Holders that account for a meaningful percentage of the Exchange's overall volume, the Exchange will measure volume executed on the Exchange on a quarterly basis. The percentage of volume that the Exchange considers to be meaningful for purposes of this Interpretation and Policy .01 will be determined by the Exchange and will be published in a circular distributed to ETP Holders. The Exchange will also individually notify all ETP Holders quarterly that are subject to paragraph (b) based on the prior calendar quarter's volume. If an ETP Holder has not previously been subject to the requirements of paragraph (b), such ETP Holder will have until the next calendar quarter before such requirements are applicable.

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