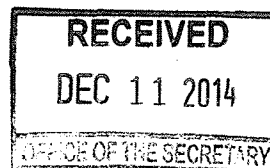


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



In the Matter of the Application of

SECURITIES INDUSTRY AND FINANCIAL
MARKETS ASSOCIATION

Admin. Proc. File No. 3-15364

For Review of Actions Taken by Certain
Self-Regulatory Organizations

**NOTICE OF WITHDRAWAL AND
SUBSTITUTION OF COUNSEL**

PLEASE TAKE NOTICE that Milbank, Tweed, Hadley & McCloy LLP hereby withdraws as counsel of record for New York Stock Exchange LLC and NYSE MKT LLC (formerly known as NYSE Amex LLC and NYSE Amex, Inc.), located at 11 Wall Street, New York, New York 10005, telephone number (212) 656-4440, in this matter.

PLEASE TAKE FURTHER NOTICE that Baker Botts L.L.P. is hereby substituted as counsel of record for New York Stock Exchange LLC and NYSE MKT LLC (formerly known as NYSE Amex LLC and NYSE Amex, Inc.) in this matter.

This Notice will take effect as soon as permitted by the Commission's Rules of Practice.

Dated: December 10, 2014
New York, New York

Respectfully submitted,

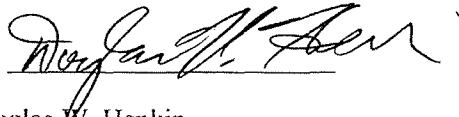
MILBANK, TWEED, HADLEY & McCLOY LLP

By: 

Wayne M. Aaron
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New York, New York 10005
Tele: (212) 530-5000

*Withdrawing Counsel for New York Stock
Exchange LLC and NYSE MKT LLC (formerly
known as NYSE Amex LLC and NYSE Amex,
Inc.).*

BAKER BOTTS L.L.P.

By: 

Douglas W. Henkin
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Tele: (212) 408-2500
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*Replacement Counsel for New York Stock
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known as NYSE Amex LLC and NYSE Amex,
Inc.).*

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

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CERTIFICATE OF SERVICE

I hereby certify that on December 11, 2014, I caused a copy of the foregoing

Notice of Withdrawal and Substitution of Counsel to be served on the parties listed below.

Service was accomplished by hand delivery.

Brent J. Fields
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
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Counsel for Nasdaq Stock Market, LLC

Dated: December 11, 2014



Douglas W. Henkin