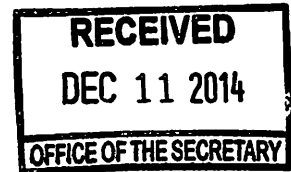


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



In the Matter of the Application of

SECURITIES INDUSTRY AND FINANCIAL
MARKETS ASSOCIATION

For Review of Actions Taken by Certain
Self-Regulatory Organizations

Admin. Proc. File No. 3-15394

**NOTICE OF WITHDRAWAL
SUBSTITUTION OF COUNSEL**

PLEASE TAKE NOTICE that Milbank, Tweed, Hadley & McCloy LLP hereby withdraws as counsel of record for NYSE Arca, Inc. 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 NYSE Arca, Inc. 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
One Chase Manhattan Plaza
New York, New York 10005
Tele: (212) 530-5000

*Withdrawing Counsel for NYSE Arca, Inc.
and NYSE MKT LLC (formerly known
as NYSE Amex LLC and NYSE Amex, Inc.)*

BAKER BOTTS L.L.P.

By: 

Douglas W. Henkin
Seth T. Taube
30 Rockefeller Plaza
New York, New York 10112
Tele: (212) 408-2500
Fax: (212) 408-2501

*Replacement Counsel for NYSE Arca, Inc.
and NYSE MKT LLC (formerly known
as NYSE Amex LLC and NYSE Amex, Inc.)*

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

In the Matter of the Application of

SECURITIES INDUSTRY AND FINANCIAL
MARKETS ASSOCIATION

For Review of Actions Taken by
Self-Regulatory Organizations

Admin. Proc. File No. 3-15394

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
Washington, DC 20549

Michael D. Warden
HL Rogers
Eric D. McArthur
Lowell J. Schiller
Sidley Austin LLP
1501 K Street, N.W.
Washington, DC 20005
Counsel for SIFMA

Dated: December 11, 2014


Douglas W. Henkin