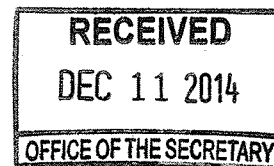


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



In the Matter of the Application of

SECURITIES INDUSTRY AND FINANCIAL
MARKETS ASSOCIATION

Admin. Proc. File No. 3-16188

For Review of Action 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 NYSE Arca, 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. 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: 

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Withdrawing Counsel for NYSE Arca, Inc.

BAKER BOTTS L.L.P.

By: 

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Replacement Counsel for NYSE Arca, Inc.

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Douglas W. Henkin