

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-56812; File No. SR-NYSE-2007-99)

November 19, 2007

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing of Proposed Rule Change to Allow Issuers Voluntarily Delisting Index-Linked Securities to Submit to the Exchange a Letter from an Authorized Officer of the Issuer Rather Than a Board Resolution

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on October 31, 2007, the New York Stock Exchange LLC (“NYSE” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule changes as described in Items I, II, and III below, which items have been substantially prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule changes from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to amend Section 806.02 of the Exchange’s Listed Company Manual (“Manual”) to provide that index-linked notes currently listed on the Exchange and voluntarily withdrawing from listing to transfer to another national securities exchange, need not provide the Exchange with a board resolution authorizing such action but, in lieu thereof, must provide a letter signed by an authorized executive officer of the issuer setting forth the reasons for the proposed withdrawal. The Exchange is also deleting the rule text that applied prior to April 24, 2006. On that date, the revised text of Section 806.02 became effective. The text of the proposed rule change is available at the Exchange, on the Exchange’s Web site at www.nyse.com, and at the Commission’s Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The NYSE has prepared summaries, set forth in Sections A, B and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to amend Section 806.02 of the Manual to provide that index-linked notes currently listed on the Exchange and voluntarily withdrawing from listing to transfer to another national securities exchange, need not provide the Exchange with a board resolution authorizing such action but, in lieu thereof, must provide a letter signed by an authorized executive officer of the issuer setting forth the reasons for the proposed withdrawal.

There are currently nine series of index-linked notes listed on the Exchange. Four of these securities were listed under Section 703.19 of the Manual pursuant to individual rule filings under Section 19(b)(2) of the Act.³ The other five securities were listed under Section 703.22 of the Manual, the Exchange's recently adopted generic listing standard for index-linked notes.

As part of its strategic business planning, NYSE Euronext, the parent company of the Exchange, is seeking to move the listing and trading of index-linked notes from the Exchange to NYSE Arca, Inc. ("NYSE Arca"), a separate self-regulatory organization owned by NYSE Euronext. As such, the Exchange does not currently plan to list any further index-linked notes

³ 15 U.S.C. 78s(b)(2).

on NYSE in the future. In addition, the Exchange has asked the issuers of index-linked notes currently listed on NYSE to voluntarily transfer the listing of those securities to NYSE Arca and such issuers have agreed to do so. As this transfer will require the delisting of the securities from the Exchange and there is no basis under Exchange rules for a delisting initiated by the Exchange itself, the issuers are required to voluntarily withdraw their securities from listing pursuant to Section 806.02 of the Manual. Section 806.02 requires companies voluntarily withdrawing securities from listing to provide a resolution of the board of directors of the issuer authorizing such action. Each of the issuers involved has informed the Exchange that no such board authorization is required by their constitutive documents or the laws of their jurisdictions of incorporation. As such, they would need to obtain the resolution solely to comply with Section 806.02.

As obtaining these resolutions would be burdensome for the issuers involved and the transfers of the securities to NYSE Arca are being effectuated at the request of the Exchange, NYSE believes it is appropriate to waive this requirement specifically for the nine affected securities. NYSE proposes a waiver of this requirement applicable only to the voluntary withdrawal from listing of index-linked notes that are being transferred to another national securities exchange. In lieu of the board resolution, the issuer will be required to provide a letter signed by an authorized executive officer setting forth the reasons for the proposed withdrawal. The Exchange believes that this narrowly tailored exception to the requirements of Section 806.02 is justified because of the unique circumstance that the withdrawal from listing is occurring at the Exchange's request to further an NYSE Euronext business objective.

The Exchange also proposes to amend Section 806.02 to delete the rule text that applied prior to April 24, 2006. On that date, the revised text of Section 806.02 became effective to

comply with the requirements of Rule 12d2-2 under the Act.⁴ On July 14, 2005, the Commission adopted amendments to Rule 12d2-2 under the Act. Rule 12d2-2 under the Act, as amended, required all national securities exchanges, including the Exchange, to amend their delisting rules to conform with certain requirements set forth in new Rule 12d2-2. The Exchange amended Section 806.02 in light of these requirements and its new delisting procedures superseded the old procedures on April 24, 2006. As such, the old procedures have no further application and, to avoid confusion, the Exchange proposes to delete them from Section 806.02 in their entirety.

2. Statutory Basis

The proposed rule change is consistent with Section 6(b) of the Act,⁵ in general, and furthers the objectives of Section 6(b)(5) of the Act,⁶ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, and to remove impediments to and perfect the mechanisms of a free and open market and a national market system.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants or Others

Written comments were neither solicited nor received.

⁴ 17 CFR 240.12d2-2

⁵ 15 U.S.C. 78f(b).

⁶ 15 U.S.C. 78f(b)(5).

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Within 35 days of the date of publication of this notice in the Federal Register or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

(A) by order approve such proposed rule change, or

(B) institute proceedings to determine whether the proposed rule change should be disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-NYSE-2007-99 on the subject line.

Paper comments:

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-NYSE-2007-99. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies

of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 am and 3:00 pm. Copies of such filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-NYSE-2007-99 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁷

Florence E. Harmon
Deputy Secretary

⁷ 17 CFR 200.30-3(a)(12).