

March 10, 2022

**Via Electronic Mail, Facsimile, and Hand Delivery**

J. Matthew DeLesDernier  
Assistant Secretary  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549-1090

Re: Statement of the Exchanges in Opposition to Order by Delegated Authority Disapproving Proposed Rule Changes, as Modified by Partial Amendment No. 1, to Amend Each Exchange's Fee Schedule to Add Two Partial Cabinet Bundles Available in Co-location and Establish Associated Fees, Release No. 34-93214; File Nos. SR-NYSE-2021-05, SR-NYSEAMER-2021-04, SR-NYSEArca-2021-07, SR-NYSECHX-2021-01, SR-NYSEAT-2021-01

Dear Mr. DeLesDernier:

I am writing as counsel for New York Stock Exchange LLC, NYSE American LLC, NYSE Arca, Inc., NYSE Chicago, Inc., and NYSE National, Inc. (each an "Exchange" and collectively the "Exchanges"). Please find enclosed a Statement of the Exchanges in Opposition to Order by Delegated Authority Disapproving Proposed Rule Changes, as Modified by Partial Amendment No. 1, to Amend Each Exchange's Fee Schedule to Add Two Partial Cabinet Bundles Available in Co-location and Establish Associated Fees, Release No. 34-93214; File Nos. SR-NYSE-2021-05, SR-NYSEAMER-2021-04, SR-NYSEArca-2021-07, SR-NYSECHX-2021-01, SR-NYSEAT-2021-01. I am simultaneously sending you a copy of this statement for review by way of electronic mail at [Secretarys-Office@sec.gov](mailto:Secretarys-Office@sec.gov) and by facsimile at 202-772-9324.

Any questions concerning this matter can be directed to me as counsel of record. My contact information appears above.

Sincerely,

DENTONS US LLP

*/s/ Douglas W. Henkin*

Douglas W. Henkin

**CERTIFICATE OF SERVICE**

I, Douglas W. Henkin, counsel for New York Stock Exchange LLC, NYSE American LLC, NYSE Arca, Inc., NYSE Chicago, Inc., and NYSE National, Inc., hereby certify that on March 10, 2022, I served a copy of the attached Statement of the Exchanges in Opposition to Order by Delegated Authority disapproving proposed rule changes, to amend each exchange's fee schedule to add two Partial Cabinet Bundles available in co-location and establish associated fees (Securities Exchange Act Release No. 34-93214; File Nos. SR-NYSE-2021-05, SR-NYSEAMER-2021-04, SR-NYSEArca-2021-07, SR-NYSECHX-2021-01, SR-NYSENAT-2021-01) on J. Matthew DeLesDernier, Assistant Secretary, by electronic mail at [Secretarys-Office@sec.gov](mailto:Secretarys-Office@sec.gov), by facsimile at 202-772-9324, and by hand delivering the original and three copies to 100 F Street, N.E., Washington, D.C. 20549-1090.

Dated: March 10, 2022

/s/ Douglas W. Henkin  
Douglas W. Henkin

**UNITED STATES OF AMERICA  
BEFORE THE  
SECURITIES AND EXCHANGE COMMISSION**

In the Matter of the Petition of:

New York Stock Exchange LLC, NYSE  
American LLC, NYSE Arca, Inc.,  
NYSE Chicago, Inc., and NYSE  
National, Inc. (“Exchanges”)

File Nos. SR-NYSE-2021-05, SR-  
NYSEAMER-2021-04, SR-NYSEArca-  
2021-07, SR-NYSECHX-2021-01, SR-  
NYSENAT-2021-01

**STATEMENT OF THE EXCHANGES IN OPPOSITION TO ORDER BY  
DELEGATED AUTHORITY DISAPPROVING PROPOSED RULE CHANGES,  
AS MODIFIED BY PARTIAL AMENDMENT NO. 1,  
TO AMEND EACH EXCHANGE’S FEE SCHEDULE TO ADD TWO  
PARTIAL CABINET BUNDLES AVAILABLE IN CO-LOCATION  
AND ESTABLISH ASSOCIATED FEES**

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*Counsel for Petitioners*

Date: March 10, 2022

The New York Stock Exchange LLC, NYSE American LLC, NYSE Arca, Inc., NYSE Chicago, Inc., and NYSE National, Inc. (each an “Exchange” and collectively the “Exchanges”) submit this statement pursuant to the Commission’s Order dated February 14, 2022,<sup>1</sup> granting the Exchanges’ petition for review and scheduling filing of statements in support of or in opposition to the order issued on September 30, 2021, by the Division of Trading and Markets, acting pursuant to authority delegated by the Commission, disapproving proposed rule changes to amend the Exchanges’ fee schedules related to co-location services to add two partial cabinet solution bundles to be available in co-location and to establish associated fees, as modified by Partial Amendment No. 1 (“Disapproval Order”).<sup>2</sup>

The Disapproval Order should be reversed based on the facts and arguments set forth in the Exchanges’ Petition for Review dated October 14, 2021, which the Exchanges incorporate fully herein. The Exchanges note that because no filings were made in opposition to the Exchanges’ proposed rules (in particular, no third-party comment letters were submitted in opposition to the proposed rules), the Exchanges did not have occasion to rebut any third-party arguments in support of the Disapproval Order. However, if any statements by third-parties are filed in

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<sup>1</sup> See Securities Exchange Act Release No. 94242 (February 14, 2022).

<sup>2</sup> See Securities Exchange Act Release No. 34-93214 (September 30, 2021); File Nos. SR-NYSE-2021-05, SR-NYSEAMER-2021-04, SR-NYSE-Arca-2021-07, SR-NYSECHX-2021-01, SR-NYSENAT-2021-01).

support of the Disapproval Order, the Exchanges reserve their right to seek permission to submit a response thereto.

RESPECTFULLY SUBMITTED this 10<sup>th</sup> day of March, 2022.

DENTONS US LLP

By /s/ Douglas W. Henkin  
Douglas W. Henkin

Counsel for Petitioners