

Additions: Underlined
 Deletions: [Bracketed]

Rules of New York Stock Exchange LLC

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Rule 7P EQUITIES TRADING

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Section 3. Exchange Trading

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Rule 7.39. Reserved[Off-Hours Trading

(a) This rule applies to all Exchange contracts made on the Exchange through its "Off-Hours Trading Facility."

(b) *Definitions:* The following terms have the meanings specified below in this Rule:

- (i) The term "Aggregate-Price Coupled Order" means an order to buy or sell a group of securities, which group includes no fewer than 15 Exchange-listed or traded securities having a total market value of \$1 million or more.
- (ii) The term "Off-Hours Trading Facility" means the Exchange facility that permits member organizations to effect securities transactions on the Exchange under this Rule and the term "Off-Hours Trading" refers to trading through that facility.

(c) *Securities to be Traded:* Only such NMS Stocks as the Exchange may specify, including Exchange-listed securities and UTP Securities, will be eligible to trade in the Off-Hours Trading Facility.

(d) *Aggregate-Price Coupled Orders:* A member organization may only enter into the Off-Hours Trading Facility an Aggregate-Price Coupled Order to buy (sell) that is matched with an Aggregate-Price Coupled Order to sell (buy) the same quantities of the same securities, including in odd lot and mixed lot quantities.

- (i) Transactions effected through the Off-Hours Trading Facility pursuant to Aggregate-Price Coupled Orders may be for delivery at such time as the parties entering the orders may agree.
- (ii) Member organizations will mark all sell orders as "long" as appropriate.

- (iii) Each side of an Aggregate-Price Coupled Order entered on a matched basis will be traded on entry against the other side without regard to the priority of other orders entered into the Off-Hours Trading Facility.
- (iv) A transaction described in this Rule is an Exchange contract that is binding in all respects and without limit on the member organization that enters any of the transaction's component orders. The member organization will be fully responsible for the Exchange contract.
- (e) *Off-Hours Trading Reports:* Each member organization will report to the Exchange such information, in such manner, and at such times, as the Exchange may from time to time prescribe in respect of Off-Hours Trading, including reports relating to Off-Hours Trading orders, proprietary or agency activity and activity in related instruments.
- (f) *Off-Hours Trading Records:* Each member organization will maintain and preserve such records, in such manner, and for such period of time, as the Exchange may from time to time prescribe in respect of Off-Hours Trading, including, but not limited to, records relating to orders, cancellations, executions and trading volume, proprietary trading activity, activity in related instruments and securities and other records necessary to allow the member organization to comply with the reporting provisions of paragraph (e) of this Rule.
- (g) *Impact of Trading Halts on Off-Hours Trading:* Notwithstanding a trading halt in any security (other than a trading halt pursuant to Rule 7.12 (Trading Halts Due to Extraordinary Market Volatility)) or a corporate development, member organizations may enter Aggregate-Price Coupled Orders into the Off-Hours Trading Facility under this Rule.]

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