

Additions underscored  
 Deletions [bracketed]

## **Rules of NYSE Amex LLC**

### **General and Floor Rules**

#### **DEFINITIONS**

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#### **1. Affiliation between Exchange and a Member Organization**

(a) Without prior approval by the Securities and Exchange Commission, the Exchange or any entity with which it is affiliated shall not, directly or indirectly, acquire or maintain an ownership interest in a member organization. In addition, a member organization shall not be or become an affiliate of the Exchange, or an affiliate of any affiliate of the Exchange; provided, however, that, if a director of an affiliate of a member organization serves as a director of [NYSE Euronext]Alpha Beta Netherlands Holding N.V. (“Holdco”), this fact shall not cause such member organization to be an affiliate of the Exchange, or an affiliate of an affiliate of the Exchange. The term "affiliate" shall have the meaning specified in Rule 12b-2 under the Securities Exchange Act of 1934. Nothing in this rule shall prohibit a member organization from acquiring or holding an equity interest in [NYSE Euronext]Holdco that is permitted by the ownership limitations contained in the certificate of incorporation of [NYSE Euronext]Holdco.

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#### **33. “Non-Affiliated Director”**

The term “Non-Affiliated Director” means the directors of the Exchange who are not members of the board of directors of [NYSE Euronext]Holdco.

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