

Additions underscored  
Deletions [bracketed]

## RULES OF THE NYSE ARCA, INC.

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### **RULE 6 OPTIONS TRADING**

#### **Rules Principally Applicable to Trading of Options Contracts**

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#### **Rule 6.83. Reserved. [Limitations on Dealings of Lead Market Makers**

(a) No OTP Holder or OTP Firm, other than a Lead Market Maker ("LMM") acting pursuant to Rule 6.82, and limited partner, officer, employee, approved person or party approved, who is affiliated with an LMM or OTP Holder or OTP Firm, shall, during the period of such affiliation, purchase or sell any option in which such LMM is appointed for any account in which such person or party has a direct or indirect interest. Any such person or party may, however, reduce or liquidate an existing position in an option in which such LMM is appointed provided that such orders are (i) identified as being for an account in which such person or party has a direct or indirect interest; (ii) approved for execution by a Trading Official; and (iii) executed by the LMM in a manner reasonably calculated to contribute to the maintenance of price continuity with reasonable depth. No order entered pursuant to this Subsection (a) shall be given priority over, or parity with, any order represented in the market at the same price.

(b) Notwithstanding the provisions of Rule 6.82, an approved person or OTP Holder or OTP Firm that is affiliated with an LMM shall not be subject to Rule 6.83(a), provided it has obtained Exchange approval of procedures restricting the flow of material non-public corporate or market information between itself and the LMM and any OTP Holder or OTP Firm, officer, or employee associated therewith.

(c) For such OTP Holder or OTP Firm that controls, is controlled by, or is under common control with another organization, the exemption provided in Subsection (b) of Rule 6.83 shall be available to it only where the Exchange has determined that the relationship between the LMM, each person associated therewith, and such other organization satisfies all the conditions specified in the Exemption Guidelines.

(d) The procedures referred to in Subsection (b) of Rule 6.83 shall comply with such guidelines as are promulgated by the Exchange.

#### **Exemption Guidelines**

(e) The following restrictions apply to an OTP Holder or OTP Firm that is affiliated with an LMM:

It may not purchase or sell for any account in which it has a direct or indirect interest in any security in which its affiliate is an LMM.

It may not engage in any business transaction with the issuer of a security or its insiders in which its affiliate is an LMM.

The OTP Holder or OTP Firm may not accept orders directly from the issuer, its insiders or certain designated parties in securities in which its affiliate is an LMM.

This Subsection provides a means by which an affiliated firm doing business with the public as defined in Rule 9.27 (hereafter "OTP Holder or OTP Firm") may obtain an exemption from the restrictions discussed above. This exemption is only available to an OTP Holder or OTP Firm that obtains prior Exchange approval for procedures restricting the flow of material non-public information between it and its affiliated LMM, (i.e., so-called "Chinese Wall" procedures). This Subsection sets forth the steps an OTP Holder or OTP Firm must undertake, at a minimum, to seek to qualify for exemptive relief. Any firm that does not obtain Exchange approval for its procedures in accordance with these Guidelines shall remain subject to the restrictions set forth above.

(f) These Guidelines require that an affiliated OTP Holder or OTP Firm establish procedures that are sufficient to restrict the flow of information between itself and the LMM. Generally, an affiliated OTP Holder or OTP Firm seeking an exemption from the rules discussed in Subsection (a) above should establish its operational structure along the lines discussed below.

- (i) The affiliated OTP Holder or OTP Firm and the LMM must be established as separate and distinct organizations. At a minimum, the two organizations must maintain separate and distinct books, records and accounts, and satisfy separately all applicable financial and capital requirements. While the Exchange will permit the affiliated OTP Holder or OTP Firm and the LMM to be under common management, in no instance may persons associated with an OTP Holder or OTP Firm exercise influence over or control the LMMs conduct with respect to particular securities or vice versa. Any general managerial oversight must not conflict with or compromise in any way the LMMs market making responsibilities pursuant to the Rules of the Exchange.
- (ii) The affiliated OTP Holder or OTP Firm and the LMM must establish procedures designed to prevent the use of material non-public corporate or market information in the possession of the affiliated OTP Holder or OTP Firm to influence the LMM's conduct and avoid the misuse of LMM market information to influence the affiliated OTP Holder or OTP Firm conduct. Specifically, the affiliated OTP Holder or OTP Firm and the LMM organization must ensure that material non-public corporate information relating to trading positions taken by the affiliated OTP Holder or OTP Firm in an LMM security are not made available to the LMM, or to any OTP Holder or OTP Firm, partner, director or employee thereof, by an LMM while in possession

of non-public corporate information derived by the affiliated OTP Holder or OTP Firm from any transaction or relationship with the issuer or any other person in possession of such information; that advantage is not taken of knowledge of pending transactions or the OTP Holder or OTP Firm's recommendations; and that all information pertaining to positions taken or to be taken by the LMM in an LMM security is kept confidential and is not made available to the affiliated OTP Holder or OTP Firm.

- (g) An affiliated OTP Holder or OTP Firm seeking exemption shall submit to the Exchange a written statement that shall set forth the following:
- (i) The manner in which it intends to satisfy each of the conditions stated in Subsections (f)(i) and (f)(ii) of these Guidelines, and the compliance and audit procedures it proposes to implement to ensure that the functional separation is maintained;
  - (ii) The designation and identification of the individual(s) within the affiliated OTP Holder or OTP Firm responsible for maintenance and surveillance of such procedures;
  - (iii) That the LMM may make available to a broker affiliated with it only the sort of market information that it would make available in the normal course of its LMM activity to any other broker and in the same manner that it would make information available to any other broker; and that the LMM may only make such information available to a broker affiliated with the OTP Holder or OTP Firm pursuant to a request by such broker for such information and may not, on its own initiative, provide such broker with such information;
  - (iv) That where it issues a recommendation in a security in which it acts as LMM it must disclose that an associated LMM makes a market in the security, may have a position in the security, and may be on the opposite side of public orders executed on the Floor of the Exchange in the security, and the firm will notify the Exchange immediately after the issuance of a research report or written recommendation;
  - (v) That it will file with the Exchange such information and reports as the Exchange may, from time to time, require relating to its transactions in a specialty security;
  - (vi) That it will take appropriate remedial action against any person violating these Guidelines and/or its internal compliance and audit procedures adopted pursuant to Subsection (g)(i) of these Guidelines, and that it and its associated LMM each recognizes that the Exchange may take appropriate remedial action, including (without limitation) reallocation of securities in which it serves as LMM and/or revocation of the exemption, in the event of such a violation;
  - (vii) Whether the firm intends to clear proprietary trades of the LMM and, if so, the procedures established to ensure that information with respect to such clearing

activities will not be used to compromise the firm's Chinese Wall procedures (the procedures followed shall, at a minimum, be the same as those used by the firm to clear for unaffiliated third parties); and

(viii) That no individual associated with it may trade as a market maker in any security in which the associated LMM has an appointment.

(h) Subsection (f) of these Exemption Guidelines requires the establishment of procedures designed to prohibit the flow of certain market sensitive information from an OTP Holder or OTP Firm to its affiliate LMM or to any OTP Holder or OTP Firm, partner, director or employee thereof. In the event that, notwithstanding these procedures, any LMM becomes aware of the fact that he has received any such information relating to any of his LMM securities from his organization's affiliated OTP Holder or OTP Firm, the LMM shall promptly communicate that fact and disclose the information so received to the person in the affiliated member firm responsible for compliance with securities laws and regulations (the compliance officer) and shall seek a determination from the compliance officer as to whether he should, as a consequence of his receipt of such information, give up the appointment in the option class involved. If the compliance officer determines that the LMM should give up the LMM appointment, the LMM shall, at a minimum, give it up to another OTP Holder or OTP Firm who is registered as LMM in the security and who is not in possession of the information so received. In any such event, the compliance officer shall determine when it is appropriate for the LMM to recover the LMM security and recommence acting as LMM in the LMM security involved. Procedures shall be established by the affiliated member firm to assure that in any instance when the compliance officer determines that an LMM should give up the appointment, such transfer is effected in a manner which will prevent the market sensitive information from being disclosed to the temporary LMM.

The compliance officer shall keep a written record of each request received from an LMM for a determination as referred to above. Such record shall be adequate to record the pertinent facts and shall include, at a minimum, the identification of the security, the date, a description of the information received by the LMM, the determination made by the compliance officer and the basis therefor. If the appointment is given up, the record shall also set forth the time at which the LMM reacquired the appointment and the basis upon which the compliance officer determined that such reacquisition was appropriate. The Exchange shall be given prompt notice of any instance when the compliance officer determines that the LMM should give up the appointment and also of the determination that such LMM should be permitted to reacquire the appointment. In accordance with such schedules as the Exchange shall from time to time prescribe (at least monthly), the written record of all requests received by the compliance officer from the affiliated LMM for a determination as referred to above shall be furnished to the Exchange for its review. OTP Holders and OTP Firms are cautioned that any trading by any person while in possession of material, non-public information received as a result of any breach of the internal controls required by the Guidelines may have violated Rule 10b-5, Rule 14e-3, just and equitable principles of trade or one or more other provisions of the Exchange Act, or regulations thereunder or rules of the Exchange. The Exchange shall review any

such trading of which it becomes aware to determine whether any such violation has occurred.

(i) Subsection (g)(vii) of these Guidelines permits an OTP Holder or OTP Firm to clear the LMM transactions of its affiliated LMM provided it establishes procedures to ensure that information with respect to such clearing activities will not be used to compromise the firm's Chinese Wall procedures. Such procedures should provide that any information pertaining to security positions and trading activities of the LMM, and information derived from any clearing and margin financing arrangements between the affiliated OTP Holder or OTP Firm and the LMM, may be made available only to those (other than employees actually performing clearing and margin financing functions) in senior management positions in the affiliated OTP Holder or OTP Firm who are involved in exercising general managerial oversight over the LMM. Generally, such information may be made available only to the affiliated OTP Holder or OTP Firm's chief executive officer, chief operations officer, chief financial officer, and senior officer responsible for managerial oversight of the LMM, and only for the purpose of exercising permitted managerial oversight. Such information may not be made available to anyone actually engaged in making day-to-day trading decisions for the affiliated member firm, or in making recommendations to the customers or potential customers of the affiliated member firm. Any margin financing arrangements must be sufficiently flexible so as not to limit the ability of any LMM to meet market making or other obligations under Exchange Rules.

(j) The written statement required by Subsection (g) of these Exemption Guidelines shall detail the internal controls that both the affiliated OTP Holder or OTP Firm and the LMM intend to adopt to satisfy each of the conditions stated in Subsections (g)(i) through (g)(viii) of these Guidelines, and the compliance and the audit procedures they propose to implement to ensure that the internal controls are maintained. If the Exchange determines that the organizational structure and the compliance and audit procedures proposed by the OTP Holder or OTP Firm and its affiliated LMM are acceptable under the Guidelines, the Exchange shall so inform the OTP Holder or OTP Firm and its affiliated LMM, in writing, at which point an exemption shall be granted. Absent such prior written approval, an exemption shall not be made available. The written statement should identify the individuals in senior management positions (and their titles/levels of responsibility) of the affiliated OTP Holder or OTP Firm to whom information concerning the LMM trading activities and security positions, and information concerning clearing and margin financing arrangements, is to be made available, the purpose for which it is to be made available, the frequency with which the information is to be made available, and the format in which the information is to be made available. If any partner, director, officer, or employee of the affiliated OTP Holder or OTP Firm intends to serve in any such capacity with the LMM, or vice versa, the written statement must include a statement of the duties of the particular individual, at both entities, and why it is necessary for such individual to be a partner, director, officer or employee of both entities. The Exchange may grant approval for service at both entities only if the dual affiliation is for overall management control purposes or for administrative and support purposes. Dual affiliation will not be permitted for an individual who intends to

be active in the day-to-day business operations of both entities. Nothing in the foregoing, however, shall preclude an employee of one entity who performs strictly administrative or support functions (such as facilities, accounting, data processing, personnel and similar types of services) from performing similar functions on behalf of the other entity, provided that such individual is clearly identified, and the functions performed on behalf of each entity are specified, in the written statement described above, and all requirements in Subsection (f) above as to maintaining the confidentiality of information are met.]

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