

Proposed new language is underlined  
Proposed deletions are in [brackets]

**Rules of NYSE MKT LLC**

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**Equities Rules**

**Rule 0 - Equities. Applicability and Phase-In**

Except to the extent particular Non-Equities Rules are expressly designated herein as applicable, the Equities Rules (as such rules may be amended from time to time) shall govern all transactions conducted on the Equities Trading Systems. For the avoidance of doubt, [T]the following Non-Equities Rules shall be applicable to transactions conducted on the Equities Trading Systems: Rules 431, 475, 476, 476A, 477. Rules 46 - Equities to 294 - Equities, inclusive, shall apply to all Exchange Contracts made on the Equities Trading Systems, and to the extent determined to be applicable, to Exchange Contracts not made on the Exchange.

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**Office Rules**

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**Rule 431. [Mandatory Decimal Pricing Testing] Exchange Backup Systems and Mandatory Testing**

[(a) Each member and member organization must conduct or participate in the testing of their computer systems to ascertain decimal pricing conversion compatibility of such systems, in a manner and frequency prescribed by the Exchange.

(b) Every member or member organization required by the Exchange to conduct or participate in testing of computer systems shall provide to the Exchange such reports relating to the testing as the Exchange may prescribe. Members and member organizations shall maintain adequate documentation of tests required by this Rule and results of such testing for examination by the Exchange.

(c) A member or member organization that is subject to this Rule and that fails to conduct or participate in the tests or fails to file any required reports may be subject to disciplinary action pursuant to the Exchange's rules.]

(a) The Exchange will establish standards for the designation of members and member organizations it reasonably determines are, taken as a whole, the minimum necessary for the maintenance of fair and orderly markets in the event of the activation of the Exchange's business continuity and disaster recovery plans.

(b) A member or member organization designated pursuant to standards established in paragraph (a) of this Rule will be required to participate in scheduled functional and performance testing of the Exchange's business continuity and disaster recovery plans in the manner and frequency specified by the Exchange, which will occur not less than once every 12 months.

(c) Designated Market Makers, Specialists and e-Specialists that have been determined by the Exchange to contribute a meaningful percentage of volume in securities they trade, measured on a quarterly or monthly basis, will be required to participate in scheduled functional and performance testing. The Exchange may also consider other factors in determining the members and member organizations that will be required to participate in scheduled functional and performance testing, including average daily volume traded on the Exchange measured on a quarterly or monthly basis, or members or member organizations who collectively account for a certain percentage of market share on the Exchange.

(d) At least three (3) months prior to a scheduled functional and performance testing of the Exchange's business continuity and disaster recovery plans, the Exchange will publish the criteria to be used by the Exchange to determine which members or member organizations will be required to participate in such testing, and notify those members or member organizations that are required to participate based on such criteria.

(e) Members or member organizations not designated pursuant to standards established in paragraph (a) of this Rule are permitted to connect to the Exchange's backup systems and may participate in scheduled functional and performance testing of the Exchange's business continuity and disaster recovery plans.

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