

Additions underscored

Deletions [bracketed]

Rules of New York Stock Exchange LLC

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New York Block ExchangeSM (Rule 1600)

Rule 1600. New York Block ExchangeSM

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(a) No change.

(b) Applicability and Definitions.

(1) No change.

(2) Definitions. For purposes of this Rule, the following terms shall have the meanings specified below:

(A) - (C) No change.

(D) “New York Block Exchange Order” (“NYBX order”) shall mean an order entered into the NYBX Facility with a minimum size of one round lot of an NYBX eligible security, which is entered by a Member or a Member Organization on its own behalf or on behalf of its customer. All NYBX orders must be available for electronic execution. NYBX orders are defined in Section (c)(2)[(A)] of this Rule.

(E) - (K) No change.

(c) Entry of New York Block Exchange Orders.

(1) No change.

(2) New York Block Exchange Orders:

(A) - (C) No change.

(D) “New York Block Exchange Immediate or Cancel Order” or “NYBX IOC order” shall mean a limit order to buy or sell that is designated as immediate or

cancel and that shall be cancelled back to the User if not immediately eligible to execute, in whole or in part, exclusively against contra-side liquidity in the DBK and/or NYBX Facility that is at or within the NBBO. Any unexecuted portion of an NYBX IOC order shall not be routed elsewhere for execution, shall not be placed on the DBK, shall not otherwise remain in the NYBX Facility, and shall not trade through protected quotations of other market centers, but instead shall be cancelled back to the User. Users shall not be permitted to designate an MTV for an NYBX IOC order. Subject to these conditions, the NYBX IOC order shall be subject to Order Processing set forth in Rule 1600(d)(1) and 1600(d)(1)(C)(i).

(3) No Change.

(4) No Change.

(d) Order Processing:

(1) The NYBX Facility will allow executions to occur within, at or through the NBBO, but will protect those bids and offers on the DBK that are at or better than the NYBX order's price, NYBX orders that are priced better than available contra side liquidity in the DBK, NYBX orders that are priced equal to or better than protected quotations of other automated trading centers, and protected quotations of other automated trading centers that may potentially be traded through.

(A) – (B) No change

(C) Order Execution Process:

(i) When the foregoing market evaluation in section (d)(1)(B) indicates that contra side liquidity is available in the DBK (displayed or undisplayed) and/or the NYBX Facility at one or more prices equal to or better than the limit price of the NYBX order, the order or a portion thereof, as applicable, less any applicable volume simultaneously routed to other automated trading centers as described below in sections (d)(1)(C)(ii) - (iii), will be routed to the DBK and/or retained in the NYBX Facility, as appropriate, to attempt to execute simultaneously against the prices and sizes of such contra side liquidity in the DBK and/or the NYBX Facility until the order is exhausted, expired or cancelled back to the User pursuant to time in force conditions or until such available contra side liquidity in the DBK and/or the NYBX Facility is exhausted. No executions of an NYBX order may take place in the DBK at prices that are inferior to the prices of available contra side liquidity in the NYBX Facility that would remain unexecuted by the NYBX order, and vice versa. Further, the allocation of the order in the manner described above between the DBK and the NYBX Facility must ensure that the execution against all contra side liquidity at any particular price point in the DBK shall have priority over the execution against any contra side liquidity at the same price point in the NYBX facility; and

- (ii) if an NYBX order would execute in the DBK or in the NYBX Facility at a price that may potentially trade through a protected quotation based on the allocation of the order among the available price points in the DBK and the NYBX Facility as described in section (d)(1)(C)(i) above, the applicable volume will be routed immediately to the automated trading center(s) for execution via the Routing Broker as defined in Rule 17(c), even if the prices of the shares routed to the automated trading center(s) are inferior to some of the other price points in the NYBX Facility and in the DBK; and
- (iii) Volume from an NYBX order not otherwise allocated pursuant to sections (d)(1)(C)(i) - (ii) above will also be simultaneously routed out to other automated trading centers as ISO/IOC orders for execution against available contra side top-of-book quotations displayed by such markets even though no potential trade through is involved and routing is not required by Regulation NMS. The applicable volume routed to each automated trading center for these purposes will be the displayed size of the available top-of-book contra side quotation at each automated trading center. There will be no oversizing of the portion of the order sent to any automated trading center. If any portion of the volume that was routed to another automated trading center is returned to the NYBX Facility unexecuted, the NYBX Facility will again review the contra side liquidity available in all markets, as described in section (d)(1)(B) above (Market Evaluation).

In the routing allocation for the NYBX order, all contra side liquidity at any price point in the DBK and the NYBX Facility will have priority over routing to any available contra side top-of-book quotations displayed by other automated trading centers, except where such routing to such trading centers is for the purpose of complying with Regulation NMS.

In the event that the NYBX order size is insufficient to route the full amount of the top-of-book displayed size to every automated trading center, the volume routed to one or more of the automated trading centers may be less than the full top-of-book displayed size on such market(s). Priority of routing will be based first on price; and

- (iv) Following the execution of those portions of the NYBX order that occur as part of the order execution process described above in sections (d)(1)(C)(i) - (iii) and the return to the NYBX Facility of any volume from the order that was routed away but not executed, the NYBX Facility will again review the contra side liquidity available in all markets, as described in section (d)(1)(B) above (Market Evaluation), prior to placing a residual order on the NYBX book as described in section (d)(1)(D) below. If such a market review indicates that the DBK or NYBX quotation has been updated and there is new executable contra side liquidity in the DBK or NYBX or there are new available contra side protected quotations at other automated trading centers that are potentially

executable against the order, then the remaining portion of the order will follow the execution process described above in sections (d)(1)(C)(i) - (iii); and

- (v) Any unallocated portion of the order (if any) will remain in the NYBX Facility (as will any portion of the order that was routed away to the DBK or other automated trading centers for execution but was not executed) where it will continue to attempt to execute as provided in section (d)(1)(D) below; and
- (vi) an NYBX order will execute as provided in this Rule with all available contra side liquidity when the MTV of the NYBX order is met even if the execution size is less than the MTV of an order provided the MTV was met at the time the NYBX Facility evaluated the order for execution; and
- (vii) when two NYBX orders in the NYBX Facility are marketable against each other, they are permitted to execute against each other under this Rule, and their prices are crossed, the NYBX Facility will calculate the price of the execution to be the price nearest to or at the midpoint of the NBBO.

(D) Re-Processing of Residual Orders:

- (i) If an NYBX order attempts to execute as described above in section (d)(1)(C) but is not exhausted and the most current review of contra side liquidity available in all markets shows no additional execution possibilities, the unfilled portion of the order or the “residual order” will remain in the NYBX Facility and be placed on the NYBX book; and
- (ii) if the residual order is of greater size than the original MTV of the order, the original MTV will remain on the order. If the residual order is of lesser size than the original MTV of the order, the Facility will modify the MTV to equal the size of the residual order; and
- (iii) a new review of contra side liquidity available in all markets, as described in section (d)(1)(B) above (Market Evaluation), for execution against a residual order on the NYBX book will be triggered by either (a) a new incoming order for that security, (b) a new undisplayed quotation in the DBK for that security, or (c) a new quotation for that security in the Consolidated Quote System; and
- (iv) if the MTV is met, an NYBX residual order will continue to attempt to execute pursuant to the process described in Sections (d)(1)(C)(i)-(vii) above. Thus, NYBX residual orders will continue to attempt to execute with available contra side liquidity in the NYBX Facility, the DBK, and any protected quotation(s) of automated trading center(s) that (i) may potentially be traded through or (ii) are otherwise available for execution though no potential trade through is involved, until such orders are exhausted, expired or cancelled back to the User pursuant to time in force conditions or until all available contra side liquidity is exhausted at the end of the regular trading day.

(2) - (5) No Change.

(e) - (f) No Change.

(g) Trading Halts and Suspensions of the NYBX Facility

(1) Trading on the NYBX Facility shall be halted, [or] suspended or paused whenever the NYSE halts, [or] suspends or pauses trading in a particular security or in all securities for regulatory and/or non-regulatory reasons pursuant to NYSE Rules 51, 80B, 80C and 123D [and 80B], including:

(A) In the case of a particular security whenever, for regulatory purposes, trading in the security has been halted, suspended, paused or closed on the Exchange; or

(B) In the case of a particular security trading on the Exchange, if the authority under which a security trades on the Exchange is revoked (e.g. because it is delisted), and

(C) No terms or conditions specified in this subsection shall be interpreted to be inconsistent with any other rules of the Exchange.

(h) Limitations on the Use of the New York Block Exchange

(1) - (2) No change.

[(3) Registered Competitive Market Makers (“RCMMs”) on the Floor of the Exchange are not authorized to access the NYBX Facility. Off-Floor operations of RCMM units may obtain authorized access to the NYBX Facility provided they have policies, procedures and barriers in place that preclude information sharing between RCMM on-Floor and off-Floor operations.]

(i) No Change.

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