

Exhibit 5A

Rules of the NYSE Arca [Pacific Exchange], Inc.¹

RULE 1

DEFINITIONS

Definitions

Rule 1.1 - No change.

(a) – (e) – No change.

Board

(f) The term "Board" shall mean Board of Directors of NYSE Arca [Pacific Exchange], Inc.

(g) – No change.

Exchange

(h) The term "Exchange" shall mean the NYSE Arca [Pacific Exchange], Inc., a Delaware corporation as described in the company's Certificate of Incorporation and Bylaws. The NYSE Arca [Pacific Exchange], Inc. is a national securities exchange as that term is defined by Section 6 of the Securities Exchange Act of 1934, as amended.

(i) – (m) – No change.

Nominee

(n) The term "Nominee" means an individual who is authorized by an OTP Firm, in accordance with Rule 2.4, to conduct business on the Exchange's Trading Facilities and to represent such OTP Firm in all matters relating to the Exchange. As long as a nominee remains effective, the nominee will have status as a "member" of the NYSE Arca [Pacific Exchange], Inc. as that term is defined in Section 3 of the Securities Exchange Act of 1934, as amended. A nominee shall agree to be bound by the Bylaws and Rules of the Exchange, and by all applicable rules and regulations of the Securities and Exchange Commission.

(o) – (p) – No change.

OTP Holder

¹ New text is underlined; deleted text is in brackets.

(q) The term "OTP Holder" shall refer to a natural person, in good standing, who has been issued an OTP, or has been named as a Nominee. An OTP Holder must be a registered broker or dealer pursuant to Section 15 of the Securities Exchange Act of 1934, or a nominee or an associated person of a registered broker or dealer that has been approved by the Exchange to conduct business on the Exchange's Trading Facilities. An OTP Holder shall agree to be bound by the Bylaws and Rules of the Exchange, and by all applicable rules and regulations of the Securities and Exchange Commission.

An OTP Holder shall not have ownership or distribution rights in the Exchange. An OTP Holder will have limited voting rights to nominate an OTP Holder to the Exchange's Board of Directors pursuant to Rule 3.2(b)(2)(C). An OTP Holder will have status as a "member" of the NYSE Arca [Pacific Exchange], Inc. as that term is defined in Section 3 of the Securities Exchange Act of 1934, as amended.

OTP Firm

(r) The term "OTP Firm" shall refer to a sole proprietorship, partnership, corporation, limited liability company or other organization in good standing who holds an OTP or upon whom an individual OTP Holder has conferred trading privileges on the Exchange's Trading Facilities pursuant to and in compliance with these Rules. An OTP Firm must be a registered broker or dealer pursuant to Section 15 of the Securities Exchange Act of 1934. An OTP Firm shall agree to be bound by the Certificate of Incorporation, Bylaws and Rules of the Exchange, and by all applicable rules and regulations of the Securities and Exchange Commission.

An OTP Firm shall not have ownership or distribution rights in the Exchange. An OTP Firm will have limited voting rights to nominate an OTP Holder to the Exchange's Board of Directors pursuant to Rule 3.2(b)(2)(C). An OTP Firm will have status as a "member" of the NYSE Arca [Pacific Exchange], Inc. as that term is defined in Section 3 of the Securities Exchange Act of 1934, as amended.

(s) – (t) – No change.

NYSE Arca [PCX]

(u) The term "NYSE Arca [PCX]" shall have the same meaning as "Exchange" as that term is defined in Rule 1.1(h).

(v) – (bb) – No change.

(cc) "Archipelago" shall mean Archipelago Holdings, Inc., a Delaware corporation and the parent company of NYSE Arca Marketplace [ArcaEx].

NYSE Arca Marketplace [ArcaEx]

(dd) "NYSE Arca Marketplace [ArcaEx]" shall mean NYSE Arca [Archipelago Exchange], L.L.C., the exclusive equities trading facility of the Exchange.

(ee) – No change.

NYSE Arca [PCX] Holdings

(ff) "NYSE Arca [PCX] Holdings" shall mean NYSE Arca [PCX] Holdings, Inc., a Delaware corporation and the parent company of the Corporation.

(gg) – No change.

* * *

Rule 2

OPTIONS TRADING PERMITS

* * *

EMPLOYEES OF OTP FIRMS

Registration

Rule 2.23(a) - No change.

(b) In order to satisfy the registration requirement, employees of OTP Firms must satisfy applicable examination requirements as prescribed by the Exchange, complete documentation and pay the related fees. Continuance of any registered employee is at the sole discretion of the Exchange.

(i) - No change.

(ii) For employees of OTP Firms for which the Exchange does not serve as the Designated Examining Authority, such employees shall be deemed registered with the NYSE Arca [PCX] if the OTP Firm has recorded the registration of such employees with the NYSE Arca [PCX] via Web CRD.

(c) – (i) – No change.

* * *

Electronic Mail Address

Rule 2.25 Each OTP Holder and OTP Firm must maintain with the NYSE Arca [PCX] an Internet electronic mail account for communication with the NYSE Arca [PCX]. Each OTP Holder and OTP Firm must update its contact information via the electronic mail account or such other means as prescribed by the NYSE Arca [PCX]. The NYSE Arca [PCX] will use the electronic mail account to provide OTP Holders and OTP Firms with regulatory bulletins, rule adoption notices, and other official notices.

* * *

Rule 3

ORGANIZATION AND ADMINISTRATION

Overview

Rule 3.1(a) – No change.

Commentary:

.01 The proposed rule changes regarding demutualization in SR-PCX-2004-08 will become effective once the appropriate federal and state regulatory approvals are received and the NYSE Arca [PCX] files the applicable documentation with the State of Delaware.

Options Committees

Rule 3.2(a) - No change.

(b) *Options Committees.* As set forth below, the Board of Directors has delegated certain authority and functions to its committees. Action taken pursuant to delegated authority, however, is subject to review, ratification or rejection by the Board of Directors.

(1) – No change

(2) *Nominating Committee.*

(A) – (B) – No change.

(C) *Representatives to the Board of Directors of the NYSE Arca [Pacific Exchange], Inc.*

(i) - No change.

(ii) *Nomination.* No later than sixty-five days prior to the expiration of the term of its Directors, the Nominating Committee shall publish the name of one (1) OTP Holder or Allied Person of an OTP Firm as its nominee for the Board of Directors of NYSE Arca [Pacific Exchange], Inc.

Should the Board of Directors be made up of more than 10 individuals, as set forth in Section 3.02 of the Bylaws, then the Public Directors, after consulting with the CEO, shall determine whether the additional permit holder representative is an OTP Holder or an Equity Trading Permit Holder of NYSE Arca [PCX] Equities, Inc. If it is determined that the additional representative is an OTP Holder, then the Nominating Committee shall nominate additional nominees so that at least twenty percent (20%) of the Directors consist of individuals nominated by trading permit holders. After the name of proposed nominee(s) is published, OTP Holders in good standing may submit a petition to the Exchange in writing to nominate additional eligible candidate(s) to fill the OTP Holder position during the next term, and upon written petition of the lesser of thirty five (35) or 10 percent of OTP Holders in good standing on or before the tenth (10th) business day after the Nominating Committee publishes its nominee for the Board of Directors, such person(s) shall also be nominated by the Nominating Committee; *provided, however*, that no OTP Holder, either alone or together with (x) other OTP Holders associated with the same OTP Firm that such OTP Holder is associated with and (y) OTP Holders associated with OTP Firms that are affiliated with the OTP Firm that such OTP Holder is associated with, may account for more than 50% of the signatories to the petition endorsing a particular petition nominee for the OTP Holder's position on the Board of Directors of the NYSE Arca [Pacific Exchange], Inc. After the nomination by petition period has closed, the Board of Directors of NYSE Arca [PCX] Holdings, Inc. shall have ten (10) business days to object to the nomination of any or all of the OTP Holder nominee(s). The Board of Directors of NYSE Arca [PCX] Holdings, Inc., may, in its sole discretion, object to the nomination of a nominee. The Board of Directors of NYSE Arca [PCX] Holdings, Inc. may object to the nomination of a nominee if the nominee has been disciplined by any securities SRO or the nominee would be subject to statutory disqualification within the meaning of Section 3(a)(39) of the Securities Exchange Act of 1934. Any nominee who is objected to by the Board of Directors of NYSE Arca [PCX] Holdings, Inc. is not eligible to be considered as a nominee or petition candidate until the expiration of the current term of the Board of Directors. If the Board of Directors of NYSE Arca [PCX] Holdings, Inc. objects to all of the proposed nominees, the Nominating Committee shall publish the name of an eligible alternative nominee(s) by the later of ten (10) business days after the Board of Directors of NYSE Arca [PCX] Holdings, Inc. notifies the Secretary of the Exchange of their objection to the proposed nominee(s) or sixty-five days prior to the expiration of the term of the Directors. If the Board of Directors of NYSE Arca [PCX] Holdings, Inc. objects to all of the original nominees, the above defined process shall continue with all of the same deadlines until the Nominating Committee nominates a nominee(s) that is not objected to by the Board of Directors of NYSE Arca [PCX] Holdings, Inc.

(iii) *Selection of Nominees*. In the event that the OTP Holder positions is nominated by the Nominating Committee pursuant to petition by the OTP Holders, and there are two or more nominees for the Board of Directors, the Nominating Committee shall submit the contested nomination to the OTP Holders for selection. Each OTP Holder in good standing may select one nominee for the contested seat on the Board of Directors; *provided, however* that no OTP Holder, either alone or together with (x) other OTP Holders associated with the same OTP Firm that such OTP Holder is associated with and (y) OTP Holders associated with OTP Firms that are affiliated with the OTP Firm that a particular nominee for the OTP Holders' position on the Board of Directors of NYSE Arca [Pacific Exchange], Inc. With respect to the contested

position, the nominee for the Board of Directors selected by the most OTP Holders shall be submitted by the Nominating Committee to the Board of Directors of the NYSE Arca [Pacific Exchange], Inc. Tie votes shall be decided by the Board of Directors at its first meeting following the election.

(3) - No change.

(c) – No change.

* * *

Ownership and Voting

Rule 3.4 (a) *Ownership Limitation*. For as long as Archipelago shall control, directly or indirectly, NYSE Arca [PCX], no OTP Holder or OTP Firm, either alone or with its Related Persons, shall, at any time, own beneficially shares of Archipelago stock representing in the aggregate more than 20% of the then outstanding votes entitled to be cast on any matter (the "Ownership Limitation"). For purposes of the Ownership Limitation, no OTP Holder or OTP Firm, shall be deemed to have any agreement, arrangement or understanding to act together with respect to voting shares of Archipelago stock solely because such OTP Holder or OTP Firm, or any of such OTP Holder's or OTP Firm's Related Persons, has or shares the power to vote or direct the voting of such shares of stock pursuant to a revocable proxy given in response to a public proxy or consent solicitation conducted pursuant to, and in accordance with, Regulation 14A promulgated pursuant to the Exchange Act, except if such power (or the arrangements relating thereto) is then reportable under Item 6 of Schedule 13D under the Exchange Act (or any similar provision of a comparable or successor report).

(b) *Voting Limitation and Nonvoting Agreement Prohibition*. For as long as Archipelago shall control, directly or indirectly, NYSE Arca [PCX], (1) no OTP Holder or OTP Firm, either alone or together with its Related Persons, shall have the right to vote, vote or cause the voting of shares of Archipelago stock, in person or by proxy or through any voting agreement or other arrangement, representing in the aggregate more than 20% of the then outstanding votes entitled to be cast on such matter (the "Voting Limitation"), and (2) no OTP Holder or OTP Firm, either alone or together with its Related Persons, shall enter into any agreement, plan or other arrangement relating to shares of stock of Archipelago entitled to vote on any matter with any other Person, either alone or with its Related Persons, under circumstances which would result in shares of Archipelago stock that would be subject to such agreement, plan or other arrangement not being voted on any matter, or the withholding of any proxy relating thereto, where the effect of such agreement, plan or other arrangement would be to enable any Person, either alone or with its Related Persons, to vote, possess the right to vote or cause the voting of shares of Archipelago stock which would, as a result thereof, represent in the aggregate more than 20% of the then outstanding votes entitled to be cast on such matter (the "Nonvoting Agreement Prohibition"). Neither the Voting Limitation nor the Nonvoting Agreement Prohibition shall apply to (x) any solicitation of any revocable proxy from any stockholder of Archipelago by or on behalf of Archipelago or by an officer or director of Archipelago acting on behalf of Archipelago or (y)

any solicitation of any revocable proxy from any stockholder of Archipelago by any other stockholder that is conducted pursuant to, and in accordance with, Regulation 14A promulgated pursuant to the Act.

(c) *Ownership and Voting Agreements.* Each OTP Holder and OTP Firm who is not an ETP Holder, and each "associated person" (as defined, for purposes of this Rule 3.4, in Section 3(a)(18) of the Exchange Act) of such OTP Holder or OTP Firm, shall enter into an ownership and voting agreement ("Ownership and Voting Agreement") with NYSE Arca [PCX] and Archipelago regarding the ownership and voting of shares of capital stock of Archipelago in accordance with the terms of this Rule 3.4. Each OTP Holder and OTP Firm and each associated person of such OTP Firm shall enter into an Ownership and Voting Agreement (x) in the case of an OTP Holder, OTP Firm or an associated person of an OTP Holder or OTP Firm which is not an ETP Holder and which (A) owns beneficially any shares of Archipelago stock, or (B) has entered into any agreement, plan or other arrangement relating to the voting or ownership of any shares of Archipelago stock, at the time of the closing of the transactions contemplated by the agreement and plan of merger, dated as of January 3, 2005, among Archipelago, NYSE Arca [PCX] Holdings and New Apple Acquisition Corporation, a Delaware corporation and a wholly-owned subsidiary of Archipelago (as such agreement and plan of merger may be amended or modified from time to time), no later than 30 calendar days following the date of such closing and (y) in the case of any OTP Holder, OTP Firm or an associated person of such OTP Holder or OTP Firm which is not required to enter into an Ownership and Voting Agreement pursuant to clause (x), no later than the 5th calendar day following the date on which (A) such OTP Holder, OTP Firm or an associated person of such OTP Holder or OTP Firm ceases being an ETP Holder and (i) owns or acquires beneficial ownership of any shares of Archipelago stock or (ii) is a party to or enters into any agreement, plan or other arrangement relating to the voting or ownership of any shares of Archipelago stock, or (B) such OTP Holder, OTP Firm or an associated person of such OTP Holder or OTP Firm which is not an ETP Holder (i) acquires beneficial ownership of any shares of Archipelago stock or (ii) enters into any agreement, plan or other arrangement relating to the voting or ownership of any shares of Archipelago stock. Each Ownership and Voting Agreement shall provide the following:

(1) For as long as Archipelago shall control, directly or indirectly, NYSE Arca [PCX], no OTP Holder or OTP Firm, either alone or with its Related Persons, shall, at any time, own beneficially shares of Archipelago stock in excess of the Ownership Limitation.

(2) For as long as Archipelago shall control, directly or indirectly, NYSE Arca [PCX], (x) no OTP Holder or OTP Firm, either alone or together with its Related Persons, shall have the right to vote, vote or cause the voting of shares of Archipelago stock, in person or by proxy or through any voting agreement or other arrangement, in excess of the Voting Limitation, and (y) no OTP Holder or OTP Firm, either alone or together with its Related Persons, shall enter into any agreement, plan or other arrangement relating to shares of stock of Archipelago entitled to vote on any matter with any other Person, either alone or with its Related Persons, in contravention of the Nonvoting Agreement Prohibition.

(3) – (5) – No change.

(d) – No change.

* * *

Rule 4

CAPITAL REQUIREMENTS, FINANCIAL REPORTS, MARGINS

* * *

Section 3. Margins

* * *

Maintenance Margin Rule

Rule 4.16(b) The margin which must be maintained in margin accounts of customers, whether OTP Holders, OTP Firms, Allied Persons, or non-OTP Firms, shall be as follows:

(1) – (4) – No change

(5) In the case of securities listed pursuant to NYSE Arca Equities [PCXE] Rule 5.2, 100% of the market value, in cash, of each security held "long" in the account.

* * *

Other Provisions

(d). Determination of Value for Margin Purposes.

* * *

Definitions

* * *

The term "currency warrant," "currency index group," "currency index warrant," "stock warrant group" and "stock index warrant" when used in reference to a currency, currency index or stock index warrant shall have the meanings that NYSE Arca Equities [PCXE] Rule 8 assigns to them.

* * *

RULE 5

OPTIONS CONTRACTS TRADED ON THE EXCHANGE

* * *

Section 3. Stock Index Options

Applicability, Definitions and References

Rule 5.10(a) In general, the Rules of the NYSE Arca [PCX]'s Board of Directors applicable to the trading of stock options, in particular Rule 6, shall be applicable to the trading of index options as that term is defined below. Section 3 of this Rule supplements or replaces those rules relating to stock options where required by the nature of index options. In cases where Section 3 of this Rule is silent on an issue, the applicable section of the rules relating to stock options shall be read so as to apply to index options. Where the rule in this section indicate that particular indices or requirements with respect to particular indices will be "Specified," the Exchange shall file a proposed rule change with the Commission to specify such indices or requirements.

* * *

Applicability, Definitions and References

Rule 5.30

(a). Applicability. The rules in this Section 4 are applicable only to Flexible Exchange Options. Except to the extent that specific rules in this Section govern, or unless the context otherwise requires, the provisions of the Bylaws, Rules and procedures of the Board of Directors shall be applicable to the trading on the Exchange of such securities. Pursuant to the provisions of Rule 1, Flexible Exchange Options are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

(1) Flexible Exchange Options on the following indexes are approved for trading on the Exchange:

(A) - No change.

(B) the NYSE Arca [PCX] Technology Index.

(C) – (D) – No change.

(2) – No change.

(A) – No change.

(b) – (d) – No change.

* * *

Terms of FLEX Options

* * *

Rule 5.32(a) – (d) No change.

(e) Special Terms for FLEX Index Options.

(1) FLEX Index Options are limited to transactions in options on:

(A) No change.

(B) the NYSE Arca [PCX] Technology Index.

(C) – (D) – No change.

(2) – (4) – No change.

(f) – No change.

* * *

Rule 6

OPTIONS TRADING

* * *

Applicability, Definitions and References

Rule 6.1(a) – No change.

(b) Definitions. The following terms as used in Rule 6 shall, unless the context otherwise indicates, have the meanings herein specified:

(1) – (34) – No change.

(35) *Non-OTP Firm or Non-OTP Holder Market Maker*. The terms "Non-OTP Firm or Non-OTP Holder Market Maker" include, but are not limited to, specialists, designated primary market makers, lead market makers, market makers, registered options traders, primary market makers and competitive market makers registered on an exchange other than the NYSE Arca [PCX].

(36) – (41) – No change.

(c) References.

For purposes of the NYSE Arca [PCX] rules, the term Market Maker includes Lead Market Makers, Remote Market Makers, Supplemental Market Makers, and Floor Market Makers, unless the context otherwise indicates.

(d) – (e) – No change.

* * *

Obligations of Market Makers

Rule 6.37(a) – (g) – No change.

(h) Obligations of Remote Market Makers.

(1) All NYSE Arca [PCX] Rules applicable to Market Makers will also apply to Remote Market Makers unless otherwise provided or unless the context clearly indicates otherwise. The following Rules do not apply to Remote Market Makers who are not present on the Trading Floor: Rule 6.2(b)-(f) and (h) (Admission to and Conduct on the Options Trading Floor); Rule 6.35(a)-(e) (Appointment of Market Makers); Rule 6.37(d) and Commentaries .03 and .05 (Obligations of Market Makers); Rule 6.53, Commentary .01 (Issuing a Call for Market Makers); Rule 6.66 (Order Identification); Rule 6.73 (Manner of Bidding and Offering); Rule 6.74 (Bid and Offers in Relation to Units of Trading); and Rule 6.100 (Evaluation of Options Trading Crowd Performance).

(2) – (7) – No change.

* * *

"Crossing" Orders and Stock/Option, SSF/Option Orders

Rule 6.47(a) – No change.

(b) – No change.

(1) – (3) – No change.

(4) In response to the trading crowd's quoted market, the Floor Broker may immediately consummate the facilitation cross if: (i) he or she immediately bids (offers) a price on the Customer Order that is on or inside the quoted market ("Facilitation Price") provided by the trading crowd in response to the Floor Broker's request for a market and (ii) satisfies all other contingencies associated with the Customer Order. After satisfying any orders for the account of persons who are not OTP Holders or OTP Firms of the Exchange pending at the Facilitation Price, the Floor Broker may facilitate up to forty percent (40%) of the remaining Customer Order

against the Facilitation Order at the Facilitation Price and must allow any other members of the trading crowd interested in trading at the Facilitation Price to execute the remaining sixty percent (60%) or more of the Customer Order. The allocation of the remaining Customer Order will be made on a (i) size pro-rata basis (the percentage of the orders that is the ratio of the size of the offers (bids) to the total size of the offers (bids) as described in Rule 6.75(f)(6)); or (ii) equal basis (in the case of identical offers (bids)) as described in NYSE Arca [PCX] Rule 6.75(c) where the Floor Broker's bid (offer) improved the crowd's price in response to the request for a market. If after providing the crowd reasonable time to execute the remaining sixty percent (60%) of the Customer Order any amount of the Customer Order remains, the Floor Broker must fill the remainder of the Customer Order by executing it against the Facilitation Order at the Facilitation Price.

(5) If the trading crowd does not provide a bid and offer for all components of the Customer Order in response to the Floor Broker's request within a reasonable period of time, for the purposes of this rule, either: (i) the quoted market disseminated by the Exchange prior to the commencement of the Facilitation Procedure will constitute the market quoted by the trading crowd in response to the Floor Broker's request; or (ii) for orders for which there is no disseminated market (such as complex orders), the market for the order will be determined by the disseminated quote for each leg of the transaction prior to the commencement of the Facilitation Procedure. Once the Floor Broker provides a Facilitation Price and can satisfy all of the contingencies associated with the Customer Order, the Customer Order is deemed consummated at the Facilitation Price. After satisfying the orders of any persons who are not OTP Holders or OTP Firms of the Exchange pending at the Facilitation Price, the Floor Broker may facilitate up to forty percent (40%) of the remaining Customer Order against the Facilitation Order at the Facilitation Price and must allow any other member of the trading crowd interested in trading at the Facilitation Price to execute the remaining sixty percent (60%) or more of the Customer Order. After providing the crowd reasonable time to execute the remaining sixty percent (60%) of the Customer Order on an equal basis as described in NYSE Arca [PCX] Rule 6.75(c), the Floor Broker must fill the remainder of the Customer Order by executing it against the Facilitation Order at the Facilitation Price.

(6) - No change.

(c) – (e) – No change.

(f) Open Outcry "SizeQuote" Mechanism

(i) - No change.

(A) - No change.

(B) Trading Crowd: The term "Trading Crowd" shall be as defined in NYSE Arca [PCX] Rule 6.1(b)(30) and for purposes of this rule only shall also include any Floor Broker who is present at the trading post.

(C) – (E) – No change.

(ii) – (iv) – No change.

Commentary:

.01 - .05 – No change.

.06 It will be a violation of a Floor Broker's duty to use due diligence in representing its Customer Order if a Floor Broker does not employ the Facilitation Procedure on the NYSE Arca [PCX] immediately upon receipt on the NYSE Arca [PCX] of the order that the OTP Holder or OTP Firm wishes to have executed as a facilitation cross.

.07 - .08 - No change.

* * *

Obligation for Fair, Orderly and Competitive Market

Rule 6.53 – No change.

Commentary:

.01 *Issuing a Call for Market Makers.* The issuing of a call for Market Makers to come to a specified post will be the responsibility of the Trading Official. Only the Trading Official may cause this call to be made. A call for Market Makers will be made only after it has been determined that those Market Makers present at the post are not carrying out the functions of Market Makers as stipulated in Rule 6.37, and not on the basis only that Market Makers are not present in numbers.

If as few as two Market Makers are present and the Trading Official determines that an orderly market is being maintained with respect to quote and size, then a call will not be issued merely to bring more Market Makers to the post. However, the provision is not in any way to be taken as a limitation on the responsibilities of the Trading Official to issue such calls for Market Makers as may be necessary to implement fully the requirements of NYSE Arca [PCX] Rule 6.37.

* * *

Order Format and System Entry Requirements

Rule 6.67 – No change.

Commentary:

.01 FLEX and Cabinet Trades are exempt from the EOC and Electronic Tablet Entry Requirements as set forth in Rule 6.67(c). Such trades shall be processed using manual timestamped order tickets. The NYSE Arca [PCX] will maintain a separate record (i.e., spreadsheet) of quotes, orders and transactions related to such trades in the same format required pursuant to Section IV.B.e.(v) of the Commission's order Instituting Public Administrative Proceedings Pursuant to Section 19(h)(1) of the Securities Exchange Act of 1934, Making Findings and Imposing Remedial Sanctions.

* * *

Priority and Order Allocation Procedures for Open Outcry

Rule 6.75 Except as provided by Rule 6.76 below, the following rules of priority shall be observed with respect to orders executed by open outcry:

(a) – (g) – No change.

(h) Priority on Split Price Transactions Occurring in Open Outcry

(1) – (4) – No change.

(5) Floor Brokers are able to achieve split price priority in accordance with paragraphs (1) and (2) above. Provided however, that a Floor Broker who bids (offers) on behalf of a non-market-maker NYSE Arca [PCX] broker-dealer ("NYSE Arca [PCX] BD") must ensure that the NYSE Arca [PCX] BD qualifies for an exemption from Section 11(a)(1) of the Exchange Act or that the transaction satisfies the requirements of Exchange Act Rule 11a2-2(T), otherwise the Floor Broker must yield priority to orders for the accounts of non-OTP Holders or non-OTP Firms.

* * *

Priority and Order Allocation Procedures

Rule 6.76

(a) – No change.

(b) PCX Plus Executions. This subsection (b) addresses situations in which orders or Quotes with Size are executed through PCX Plus.

(1) – (4) – No change.

(5) NBBO Step-Up.

(A) The LMM in an issue may "Step-Up" and execute inbound orders at the NBBO price when the NBBO is better than the NYSE Arca [PCX]'s disseminated quote. Subject to the approval of a Trading Official or the Exchange, the LMM will have sole discretion to determine whether the

NBBO Step-Up feature:

(i) – (iii) – No change.

(B) LMMs using the NBBO Step-Up feature may, at their discretion, disseminate Quotes with Size at the NBBO price when the NBBO price is better than the LMM's own disseminated price. If the LMM chooses to do so, then quotes at the NBBO will be disseminated via OPRA on the LMM's behalf. Such quotes will include the aggregate quotation size of the LMM and any Supplemental Market Makers who choose to participate in the NBBO Step-Up feature. LMMs may not use the NBBO Step-Up feature to match quotations of other NYSE Arca [PCX] participants who are quoting at the NBBO. Accordingly, if another NYSE Arca [PCX] participant enters an order or Quote with Size at the NBBO, then the LMM's original quote will prevail and the LMM's NBBO Step-Up quote will be removed from the PCX Plus system.

(C) – No change.

(c) Crossing Orders.

(1) Definitions. For purposes of this Rule 6.76(c), the following terms will have the meanings herein specified.

(A) – (B) – No change.

(C) "NYSE Arca [PCX] Broker" means an OTP Holder or OTP Firm or Associated Person who enters orders as agent for accounts other than for Market Makers.

(D) "Exposed Order" means the buy or sell side of a Cross Order that has been designated by a NYSE Arca [PCX] Broker as the side to be exposed to the market and that is eligible for execution against all trading interest. Public Customer orders will always be deemed to be the Exposed Order in a Cross Order. In the case of a Cross Order involving a non-customer on both the buy side and sell side, the NYSE Arca [PCX] Broker must designate one side of the Cross Order as the Exposed Order.

(E) "Shadow Order" means an order that is submitted by a NYSE Arca [PCX] Broker to buy or sell a stated number of contracts at a specified price and that is to be executed in whole or in part against an Exposed Order. Any unexecuted portion of a Shadow Order will be canceled.

(2) Crossing Mechanism. The Crossing Mechanism is a process by which a NYSE Arca [PCX] Broker may facilitate orders or cross two orders. A Cross Order will be executed as follows:

(A) A NYSE Arca [PCX] Broker must enter into PCX Plus (the "System") the terms of each Cross Order to be executed electronically on the Exchange. The required terms include the terms of the order for a Public Customer or a broker dealer and the proposed Facilitation Order (or two orders to be crossed neither one of which is a Facilitation Order ("non-facilitation cross")), the proposed crossing price, the quantity of the order that the NYSE Arca [PCX] Broker is willing to

facilitate (in case of a facilitation cross), and an indication of which order is the Exposed Order. If the proposed Cross Price is outside the BBO at the time of order entry, the System will reject the Cross Order.

(B) After accepting the Cross Order, the System will execute the Cross Order in the following sequence.

(i) If the Cross Price is between the BBO:

(a) The System will immediately display the Exposed Order's price and quantity for 3 seconds. During the 3-second exposure period, there will be no indication that the order is part of an impending cross. The System places the Shadow Order on hold and such order is not visible except to the NYSE Arca [PCX] Broker that entered the Cross Order.

(b) As long as the Exposed Order is the highest priority order at the best price, other OTP Holders and OTP Firms may trade against the Exposed Order during the exposure period. If at any time during the exposure period the Exposed Order is entirely filled, the System will cancel the remaining quantity of the Shadow Order and send the NYSE Arca [PCX] Broker a message that the crossing transaction has been completed.

(c) - No change.

(d) At the end of the exposure period, if the Exposed Order has quantity remaining and it is not the highest priority order at the market, then the System will automatically cancel the remainder of the Exposed Order and the Shadow Order and will send the NYSE Arca [PCX] Broker a message that the crossing transaction has been completed.

(ii) If the Cross Price is at the BBO:

(a) The Exposed Order will be matched at the displayed price against all pre-existing trading interest in the Consolidated Book with priority in accordance with Rule 6.76(a).

(b) The remainder of the Exposed Order, if any, will be exposed at the limit price for 3 seconds. As long as the Exposed Order has the highest priority at the best price, other OTP Holders and OTP Firms may trade against the Exposed Order during the 3-second exposure period. If at any time during the exposure period, the Exposed Order is entirely filled, the System will cancel the remaining quantity of the Shadow Order and send the NYSE Arca [PCX] Broker a message that the crossing transaction has been completed.

(c) - No change.

(d) At the end of the exposure period, if the Exposed Order has quantity remaining and it is not the highest priority order at the market, then the System will automatically cancel the remainder of the Exposed Order and the Shadow Order and send the NYSE Arca [PCX] Broker a message that the crossing transaction has been completed.

(3) Prohibited Conduct Related to Crossing Orders.

(A) It will be a violation of Rule 6.76(c) for a NYSE Arca [PCX] Broker to be a party to any arrangement designed to circumvent this Rule by providing an opportunity for a customer or a broker-dealer to execute against agency orders handled by the NYSE Arca [PCX] Broker immediately upon their entry into the System.

(B) NYSE Arca [PCX] Brokers may not execute as principal orders they represent as agent unless:

(i) – No change

(ii) the NYSE Arca [PCX] Broker utilizes the Crossing Mechanism pursuant to Rule 6.76(c)(2);
or

(iii) the NYSE Arca [PCX] Broker executes the orders pursuant to Rule 6.47.

(d) – No change.

* * *

Floor Broker Hand-Held Terminals

Rule 6.89(a) – No change.

(b) Proprietary Brokerage Order Routing Terminals.

(1) - (6) – No change.

(7) The Exchange may at any time determine to terminate all approvals for the installation and use by OTP Holders or OTP Firms of Terminals on the floor of the Exchange or at particular trading posts, in which event such approvals will be deemed terminated on the 30th calendar day following the day on which the Exchange gives notice to such OTP Holders or OTP Firms of such termination of approval. Any Exchange decision to terminate its approval of the installation or use of Terminals on the Floor will be based on the factors set forth in subsection (2), above, and on whether the installation or use of Terminals violates any provisions set forth in this Rule. OTP Holders or OTP Firms who incur costs in developing or implementing proprietary systems do so at their own risk. An OTP Holder or OTP Firm's approval to use a Terminal may also be summarily terminated by the Exchange, once notice has been provided to the affected OTP Holder or OTP Firm, if any statement by such OTP Holder or OTP Firm in its application or any supplement thereto is inaccurate or incomplete, or if such OTP Holder or OTP Firm has failed to comply with any provision of this Policy, or if the operation of the Terminal is causing

operational difficulties on the floor of the Exchange, and the OTP Holder or OTP Firm has failed to cure the same within seven calendar days following the giving of notice (or such shorter period of time as the Exchange may deem appropriate if it determines the circumstances have created a situation requiring a shortened cure period). OTP Holders or OTP Firms must immediately stop using their Terminals and must remove such Terminals from the floor of the Exchange upon the termination of approval pursuant to this paragraph. Nothing in this paragraph will be construed as a waiver of or limitation upon whatever right an OTP Holder or OTP Firm may otherwise have to seek appropriate relief pursuant to NYSE Arca [PCX] Rule 11 in the event the Exchange terminates approval of an OTP Holder or OTP Firm's Terminal pursuant to this paragraph.

PCX Plus

Rule 6.90(a) – No change.

(b) System Phase-In and Applicability of the Rules. The NYSE Arca [PCX] estimates that the rules applicable to PCX Plus will be implemented gradually on an issue-by-issue basis beginning October 6, 2003, and will become completely operative and applicable to all options issues by March 31, 2005. At that time, the rules relating to PCX Plus will supercede existing rules that are inapplicable to the new trading environment.

(c) Definitions.

(1) – (2) No change.

(d) Obligations of Order Entry Firms. Order Entry Firms must:

(1) comply with all applicable NYSE Arca [PCX] options trading rules and procedures;

(2) – (3) – No change.

(e) Prohibited Practices. Prohibited practices include, but are not limited to, the following:

(1) –No change.

(2) Effecting transactions that constitute manipulation as provided in NYSE Arca [PCX] Rule 11.5 and SEC Rule 10b-5.

(f) – (h) – No change.

Complex Orders on the PCX Plus System

Rule 6.91

(a) – (b) – No change.

(c) Complex Trading Engine

(1) - (2) – No change.

(3) Execution of Complex Orders in the CTE: Complex orders resting in the CTE may be executed without consideration to prices of the same complex order that might be available on other exchanges. Complex orders resting in the CTE may trade in the following way:

(i) Orders in the Consolidated Book: A complex order in the CTE will automatically execute against individual orders or quotes residing in the Consolidated Book provided the complex order can be executed in full (or in a permissible ratio) by the orders in the Consolidated Book. The allocation of incoming individual orders or quotes or those residing in the Consolidated Book that execute against complex trades shall be done pursuant to NYSE Arca [PCX] Rule 6.75 except that the LMM guaranteed participation afforded by Rule 6.75 (Rule 6.75(f)(4)) shall not apply to the complex order. All other provisions of Rule 6.75 shall apply.

(ii) – No change.

(iii) OTP Holders or OTP Firms will have the ability to view orders in the CTE via an electronic interface and may submit orders to trade against orders in the CTE. The allocation of complex trades among OTP Holders and OTP Firms shall be done pursuant to NYSE Arca [PCX] Rule 6.76.

(4) – No change.

* * *

Evaluation of Options Trading Crowd Performance

Rule 6.100

(a) – (h) – No change.

(i) If the Exchange takes one or more of the actions specified in subpart (a) of this Advice, such action may be reviewed by the Board of Directors, pursuant to Rule 11.7 of the Rules of the NYSE Arca [Pacific Exchange], upon submission of a timely application for review. Such application must be submitted to the Exchange within twenty days of receipt of written notification. Unless the Board decides otherwise, the review shall be limited to matters raised at the allocations meeting or contained in the written notification. The Board review panel or the Chairman of the Board has the authority to grant or deny a stay of the Exchange's action. Any decision of the Exchange under this Advice may also be called for review by the Board on its own initiative.

* * *

Rule 7

GENERAL TRADING RULES

* * *

Access to Trading Facilities

Rule 7.3(a) – No change.

(b) No employee, participant or person connected with or related to an OTP Holder or OTP Firm may participate in the Floor operations or transactions of any OTP Holder or OTP Firm of the NYSE Arca [PCX], unless he is registered with and approved by the Exchange prior to engaging in such activity. Such OTP Holder or OTP Firm shall be responsible for all the acts of such non-registered employee, participant, or person, while such non-registered employee, participant, or person is on the Floor of the Exchange.

* * *

Rule 9

CONDUCTING BUSINESS WITH THE PUBLIC

* * *

Refer to NYSE Arca [Pacific Exchange]

Rule 9.22 (b). Advertisements by OTP Firms and OTP Holders for insertion in local papers or other media should refer to the NYSE Arca [Pacific Exchange], Inc. when reference is made to membership in any securities exchange.

* * *

Rule 10

DISCIPLINARY PROCEEDINGS AND APPEALS

* * *

Ex Parte Communications

Rule 10.3(a) Prohibited Communications. Unless on adequate notice and reasonable opportunity for all parties to participate:

(1) No person who is a subject of a pending Exchange investigation ("Subject") or a Respondent in a pending disciplinary proceeding, or counsel for or a representative of the Subject or the Respondent, or any interested NYSE Arca [PCX] staff, with knowledge of a pending Exchange investigation or disciplinary proceeding may make, or knowingly cause to be made, an ex parte communication, as defined below, relevant to the facts or allegations of the investigation or the disciplinary proceeding to: (a) a member of the Board of Directors; (b) a person who advises the Board of Directors; (c) any member of the Exchange Regulatory Staff that is not participating in the resolution of the investigation or the disciplinary proceeding; or (d) a member of the Ethics and Business Conduct Committee ("EBCC") or Board Appeals Committee.

(2) – No change.

(3) No person who is a member of the Board of Directors or any person who advises the Board of Directors, or any interested NYSE Arca [PCX] staff, with knowledge of a pending investigation or disciplinary proceeding may knowingly make, or cause to be made, an ex parte communication, as defined below, relevant to the facts or allegations of the investigation or the disciplinary proceeding to: (a) any member of the Exchange's Regulatory Staff; (b) the Subject of a pending Exchange investigation or a Respondent in a pending disciplinary proceeding, or counsel for or a representative of the Subject or the Respondent; or (c) a member of the EBCC or Conduct Panel.

(b) – No change.

(c) Remedies. Any OTP Holder, OTP Firm, or associated person of an OTP Firm who made, or knowingly caused to be made, an ex parte communication prohibited by subsection (a) will be subject to disciplinary action. Furthermore, the EBCC, to the extent consistent with the interests of justice, may issue to the OTP Holder, OTP Firm, associated person of an OTP Firm, or interested NYSE Arca [PCX] Staff responsible for the communication, or who benefited from the communication, an order to show cause why the claim, defense or interest of the OTP Holder, OTP Firm, associated person of an OTP Firm, or interested NYSE Arca [PCX] Staff should not be adversely affected by reason of such ex parte communication, including but not limited to the entry of an adverse summary decision. All parties to a disciplinary proceeding and Exchange Regulatory Staff will be provided with adequate notice and a reasonable opportunity to respond to any allegations or contentions contained in the prohibited communication and any responses will be included in the record of the investigation or disciplinary proceeding.

(d) – (e) - No change.

* * *

Offers of Settlement

Rule 10.6

(a) When Offer Allowed; No Stay of Proceeding

(1) A Respondent, as defined in NYSE Arca [PCX] Rule 10.4, who is notified that a matter has been referred to the Department of Enforcement of the Exchange against him or her may propose in writing to the Department of Enforcement of the Exchange an offer of settlement at any time.

(2) If a Respondent proposes an offer of settlement after a hearing on the merits has begun, the making of an offer of settlement shall not stay the proceeding, unless otherwise decided by the Conduct Panel as defined in NYSE Arca [PCX] Rule 10.5(a).

(b) – (c) – No change.

(d) *Waiver*

If a Respondent submits an offer of settlement, by the submission thereof, such Respondent expressly waives:

(1) – (2) – No change.

(3) any right of such Respondent to claim that a person or body violated the ex parte prohibitions of NYSE Arca [PCX] Rule 10.3, in connection with such person's or body's participation in discussions regarding the terms and conditions of the offer of settlement and the decision, or other consideration of the offer of settlement and decision, including acceptance or rejection of such offer of settlement and decision.

(e) – (j) – No change.

(k) Review of Final Disciplinary Actions

(1) The EBCC and the Board Appeals Committee, as defined in NYSE Arca [PCX] Rule 3.3(a)(1), shall review each quarter final disciplinary actions pursuant to Rule 10.6(g) in order to provide the Department of Enforcement and the General Counsel of the Exchange with guidance related to future settlement practices and sanction amounts.

(2) – No change.

* * *

Minor Rule Plan

Rule 10.12(a) – (f) – No change.

(g) Floor Citations. A Trading Official or any NYSE Arca [PCX] Regulatory Staff designated by

the Exchange may issue a Floor Citation to any OTP Holder, OTP Firm, or associated person of an OTP Firm, when it appears to such Official(s) that a Minor Rule Plan violation specified in subsections (h) or (i) of this Rule has occurred. In issuing a Floor Citation, the Trading Official or any NYSE Arca [PCX] Regulatory Staff designated by the Exchange must:

(1) – (4) – No change.

(h) – (k) – No change.

* * *

NYSE Arca [Pacific Exchange] Sanctioning Guidelines

Rule 10.16 (a) Overview

The mission of the NYSE Arca [Pacific Exchange], Inc. ("NYSE Arca [PCX]" or "Exchange") is to provide a securities marketplace in which high standards of honor and integrity prevail and to promote and maintain just and equitable principles of trade and business. To this end, as a regulator, the NYSE Arca [PCX] seeks to protect investors and strengthen market integrity through vigorous, even-handed, and cost-effective self-regulation. The NYSE Arca [PCX] embraces self-regulation as the most effective means of infusing a balance of industry and non-industry expertise into the regulatory process. To build public confidence in the financial markets, and as part of the NYSE Arca [PCX]'s regulatory mission, the NYSE Arca [PCX] must stand ready to discipline OTP Holders, OTP Firms, their employees, and approved persons by imposing sanctions when necessary and appropriate to protect investors, OTP Holders, OTP Firms and the marketplace as a whole and to promote the public interest.

These Sanctioning Guidelines have been developed for use by the various Exchange bodies that adjudicate disciplinary actions, including the NYSE Arca [PCX] Board of Directors, the Ethics and Business Conduct Committee, Exchange Regulatory Staff, for in-house adjudications, (collectively, "Adjudicatory Bodies" or "Adjudicators"), in determining appropriate remedial sanctions. These Guidelines also may be used by parties to a disciplinary action in entering into a Stipulation of Facts and Consent to Penalty.

These Guidelines do not prescribe fixed sanctions for particular violations. Rather, they provide direction for Adjudicatory Bodies to assist them in imposing sanctions consistently and fairly. The Guidelines recommend ranges for sanctions and suggest factors (called "Principal Considerations") that Adjudicatory Bodies may consider in determining, for each case, where within the range the sanctions should fall or whether sanctions should be above or below the recommended range. These Guidelines are not intended to be absolute. Based on the facts and circumstances presented in each case, Adjudicatory Bodies may impose sanctions that fall outside the ranges recommended and may consider aggravating and mitigating factors in addition to those listed in these Guidelines.

To promote consistency and uniformity in the imposition of penalties, the following General Principles should be considered in connection with the imposition of sanctions in all cases. In addition, a list of Principal Considerations in Determining Sanctions, which enumerates generic factors that could be aggravating or mitigating in any given case, is included.

(b) General Principles Applicable to All Sanction Determinations.

(1) Disciplinary sanctions are remedial in nature. Adjudicatory Bodies should design sanctions to prevent and deter future misconduct by the wrongdoer, to discourage others from engaging in similar misconduct, and to improve overall business and ethical standards of NYSE Arca [PCX] members. The concept of remediation calls for the imposition of the least burdensome sanction necessary effectively to address the misconduct. The concept of deterrence requires the imposition of a remedial sanction of sufficient weight to discourage the violator and others similarly situated from repeating or engaging in the misconduct. Disciplinary sanctions should not be designed to punish for past misconduct. Rather, Adjudicatory Bodies should seek to achieve remediation and deterrence in imposing sanctions.

(2) – No change.

(3) Adjudicatory Bodies should tailor sanctions to address the misconduct at issue. In order to achieve remediation, Adjudicatory Bodies should impose sanctions tailored to the misconduct at issue. While adhering to the limitations with respect to sanctions imposed by the Securities Exchange Act of 1934 and the NYSE Arca [PCX]'s own rules, Adjudicatory Bodies may consider imposing somewhat unique sanctions if necessary to address the specific misconduct at issue. For example, an Adjudicatory Body may require an OTP Holder or OTP Firm to: retain a qualified independent consultant to improve future compliance with regulatory requirements; disclose disciplinary history to new and/or existing clients; or implement heightened supervision of certain employees.

(4) – (8) - No change.

(c) These General Principles are applicable to all sanctions determinations and should be considered by Adjudicatory Bodies in all cases. Consistency and uniformity are important in the application of disciplinary sanctions and, for this reason, these guiding principles are extremely important to the continued fairness of the NYSE Arca [PCX] disciplinary process.

(d) Principal Considerations In Determining Sanctions. The following list of factors should be considered in conjunction with the imposition of sanctions. Individual guidelines may list other factors. As appropriate, Adjudicatory Bodies should consider case-specific factors in addition to those listed here and in individual guidelines.

(1) – (9) – No change.

(10) Whether the named party provided substantial assistance to regulators in its examination and/or investigation of the underlying misconduct, or whether the named party attempted to

delay an investigation, to conceal information, or to provide inaccurate or misleading testimony or documentary information to the NYSE Arca [PCX] or another regulator.

(11) – No change.

(12) Whether the named party engaged in the misconduct at issue notwithstanding prior warnings from NYSE Arca [PCX] staff, another regulator, or a supervisor (in the case of an approved person or employee of an OTP Holder or OTP Firm) that the conduct violated NYSE Arca [PCX] rules or applicable securities laws or regulations.

(13) – (19) – No change.

(e) Specific Sanctioning Guidelines for Options Order Handling Rules.

(1) Firm Quotes -- NYSE Arca [PCX] Rule 6.86

(2) Priority Rules and Obligations of Market Makers – NYSE Arca [PCX] Rules 6.37, 6.75 and 6.76.

(A) – (C) – No change.

(4) Best Execution – NYSE Arca [PCX] Rule 6.46.

(A) – (C) – No change.

(5) Trade Reporting – NYSE Arca [PCX] Rule 6.69.

(A) – (C) – No change.

(f) Specific Sanctioning Guidelines for Recordkeeping and Financial Requirements Rules.

(1) Financial Reports – NYSE Arca [PCX] Rule 4.11(b)(1)

(A) Principal Considerations in Determining Sanctions.

(i) See list of Principal Considerations applicable to all violations as set forth in NYSE Arca [PCX] Rule 10.16(d).

(B) Monetary Sanctions.

(i) – (iii) – No change.

(iv) To determine if an action is the first disciplinary action, consider disciplinary actions with respect to violative conduct that occurred within the two years prior to the misconduct at issue. As indicated in the General Principles, as set forth in NYSE Arca [PCX] Rule 10.16(b), recent acts of similar misconduct may be considered to be aggravating factors.

(C) – No change.

Rule 11

BUSINESS CONDUCT

* * *

Supervision

Rule 11.18(a) – No change.

(b) Supervisory System

Each OTP Holder or OTP Firm for whom the Exchange is the Designated Examining Authority ("DEA") must establish and maintain a system to supervise the activities of its associated persons and the operations of its business. Such system must be reasonably designed to ensure compliance with applicable federal securities laws and regulations and NYSE Arca [PCX] Rules. Final responsibility for proper supervision will rest with the OTP Holder or OTP Firm. The OTP Holder's or OTP Firm's supervisory system must provide, at a minimum, for the following:

(1) – (4) – No change.

(c) Written Procedures

Each OTP Holder or OTP Firm must establish, maintain, and enforce written procedures to supervise the business in which it engages and to supervise the activities of its associated persons that are reasonably designed to ensure compliance with applicable federal securities laws and regulations, and with the NYSE Arca [PCX] Rules.

* * *

EXHIBIT 5B

NYSE ARCA [PACIFIC EXCHANGE], INC.

(A Delaware corporation)

CERTIFICATE OF INCORPORATION

1. The name of the Corporation is: NYSE ARCA [PACIFIC EXCHANGE], INC. (Hereinafter in this Certificate of Incorporation, the Corporation shall be referred to as the "Exchange.")
2. – 14. - No change.

EXHIBIT 5C

NYSE Arca [Pacific Exchange], Inc. Bylaws

ARTICLE I OFFICES

* * *

NYSE Arca [Pacific Exchange], Inc. (the "Exchange") shall maintain a registered office in the State of Delaware as required by law. The Exchange may also have offices at other places, within or without the State of Delaware, as the Board of Directors may from time to time determine or as the business of the Exchange may require.

ARTICLE II MEMBERS

Sec. 2.01 Holding Member

The Exchange is a non-stock Exchange with one authorized membership interest. The sole member of the Exchange is NYSE Arca [PCX] Holdings, Inc. ("Holding Member"). Only the Holding Member has any right to take part in the ownership of the Exchange and shall be the sole "Corporate Member" of the Exchange (as that term is defined in Article 5 of the Certificate of Incorporation (the "Certificate")).

* * *

ARTICLE III BOARD OF DIRECTORS

* * *

Sec. 3.02 Number; Election; Qualification; Term; Nomination

(a) The Board of Directors shall consist of not less than eight (8) or more than twelve (12) directors, with the Board of Directors to consist initially of ten (10) directors, including the Chief Executive Officer of the Holding Member. The authorized number of directors shall be as determined from time to time by the Board of Directors. At least fifty percent (50%) of the directors will be persons from the public and will not be, or be affiliated with, a broker-dealer in securities or employed by, or involved in any material business relationship with, the Exchange or its affiliates ("Public Directors"). At least twenty percent (20%) of the directors shall consist of individuals nominated by the trading permit holders, with at least one director nominated by the Equities Trading Permit Holders of NYSE Arca [PCX] Equities, Inc., and with at least one director nominated by the Permit Holders of the Exchange. The exact number of Public Directors and Permit Holder Directors shall be determined from time to time by the Board of Directors, subject to the percentage restrictions described in this Section 3.02(a). The term of office of a director shall not be affected by any decrease in the authorized number of directors.

(b) – (e) – No change.

(f) Except as otherwise provided in these Bylaws or the Rules, the Nominating Committee of NYSE Arca [PCX] Holdings, Inc. shall nominate directors for election at the annual meeting of the Holding Member. Such nominations shall comply with the Rules and these Bylaws.

* * *

Sec. 3.13 Participation in Meetings of Board of Directors

All meetings of the Board of Directors of the Exchange (and any committees thereof) pertaining to the self-regulatory function of the Exchange (including disciplinary matters) or relating to the structure of the market which the Exchange regulates shall be closed to all persons other than members of the Board of Directors and officers, staff, counsel or other advisors whose participation is necessary or appropriate to the proper discharge of such regulatory functions and any representatives of the United States Securities and Exchange Commission and in no event shall members of the Board of Directors of NYSE Arca [PCX] Holdings, Inc. who are not also members of the Board of Directors of the Exchange or any officers, staff, counsel or other advisors of NYSE Arca [PCX] Holdings, Inc. who are not also officers, staff, counsel or advisors of the Exchange be allowed to participate in any meetings of the Board of Directors of the Exchange (or any committees thereof) pertaining to the self-regulatory function of the Exchange (including disciplinary matters) or relating to the structure of the market which the Exchange regulates.

* * *

EXHIBIT 5D

NYSE Arca Equities [PCXE] Rules

RULE 1

DEFINITIONS

Definitions

Rule 1.1 Whenever and wherever used herein, unless the context requires otherwise, the following terms shall be deemed to have the meanings indicated:

NYSE Arca Book

(a) The term "NYSE Arca Book" shall refer to the NYSE Arca Marketplace's [Archipelago Exchange's] electronic file of orders, which contains all the User's orders in each of the Directed Order, Display Order, Working Order and Tracking Order Processes.

(b) – (d) – No change.

NYSE Arca Marketplace [Archipelago Exchange]

(e) The term "NYSE Arca Marketplace [Archipelago Exchange]" shall mean the electronic securities communications and trading facility designated by the Board of Directors through which orders of Users are consolidated for execution and/or display.

(f) – (g) – No change.

BBO

(h) The term "BBO" shall refer to the best bid or offer on the NYSE Arca Marketplace [Archipelago Exchange].

(i) - (j) – No change.

Corporation

(k) The term "Corporation" shall mean NYSE Arca [PCX] Equities, Inc., as described in the NYSE Arca [PCX] Equities, Inc.'s Certificate of Incorporation and Bylaws.

Eligible Security

(l) The term "Eligible Security" shall mean any equity security (i) either listed on the Corporation or traded on the Corporation pursuant to a grant of unlisted trading privileges under Section 12(f)

of the Exchange Act and (ii) specified by the Corporation to be traded on the NYSE Arca Marketplace [Archipelago Exchange], NYSE Arca Equities [PCXE] Application or other facility, as the case may be.

(m) – No change.

ETP Holder

(n) The term "ETP Holder" shall refer to a sole proprietorship, partnership, corporation, limited liability company or other organization in good standing that has been issued an ETP. An ETP Holder must be a registered broker or dealer pursuant to Section 15 of the Securities Exchange Act of 1934. An ETP Holder shall agree to be bound by the Certificate of Incorporation, Bylaws and Rules of the Corporation, and by all applicable rules and regulations of the Securities and Exchange Commission.

An ETP Holder shall not have ownership or distribution rights in the Corporation. An ETP Holder will have limited voting rights to nominate two Directors to the Corporation's Board of Directors and one Governor to the Board of Governors of the NYSE Arca [PCX] Parent. An ETP Holder will have status as a "member" of the NYSE Arca [PCX] Parent as that term is defined in Section 3 of the Securities Exchange Act of 1934, as amended.

(o) – (q) – No change.

Indicative Match Price

(r) For the purposes of the Opening Auction, the Market Order Auction, the Closing Auction and the Trading Halt Auction, as the case may be, the term "Indicative Match Price" shall mean for each security (1) the best price at which the maximum volume of shares are executable; or (2) if there are two or more prices at which the maximum volume of shares are executable, the price that is closest to the closing price of the previous trading day's normal market hours (or, in the case of a Closing Auction or a Trading Halt Auction, the last sale during normal market hours), as determined by the consolidated tape will establish the opening price (or the closing price in the case of a Closing Auction), provided that if such price would trade through an eligible Limited Price Order designated for such auction, then the opening price will occur at the best price level available where no trade through occurs.

(A) When the Market Order Auction Price or Closing Auction Price is established by NYSE Arca Equities [PCXE] Rule 7.35(c)(3)(A)(1) or 7.35 (e)(3), the Limit Orders eligible for determining the Indicative Match Price shall be limited by the price collar thresholds established by the Corporation. The Corporation shall set and modify such thresholds from time to time upon prior notice to ETP Holders.

(s) – (ee) – No change.

NOW Recipient

(ff) The term "NOW Recipient" shall mean any exchange, ECN or other broker-dealer (1) with which the NYSE Arca Marketplace [Archipelago Exchange] maintains an electronic linkage, which includes ITS, and (2) which provides instantaneous responses to NOW Orders routed from the NYSE Arca Marketplace [Archipelago Exchange]. The Corporation shall designate from time to time those exchanges, ECNs or other broker-dealers that qualify as NOW Recipients.

(gg) - (mm) – No change.

NYSE Arca [PCX] Parent

(nn) The term "NYSE Arca [PCX] Parent" shall refer to the NYSE Arca [Pacific Exchange], Inc., a Delaware corporation and national securities exchange as that term is defined in Section 6 of the Securities Exchange Act of 1934, as amended. The NYSE Arca [Pacific Exchange], Inc. is the sole shareholder of the Corporation.

(oo) – (pp) – No change.

Routing Agreement

(qq) The term "Routing Agreement" shall mean the form of Agreement between an ETP Holder and the broker-dealer affiliate of NYSE Arca [Archipelago Exchange], L.L.C., under which the broker-dealer affiliate of NYSE Arca [Archipelago Exchange], L.L.C., agrees to act as agent for routing orders of the ETP Holder and the ETP Holder's Sponsored Participants entered into the NYSE Arca Marketplace [Archipelago Exchange] to other market centers or broker-dealers for execution, other than ITS orders and any other orders excluded by the terms of the Routing Agreement, whenever such routing is required.

(rr) – (tt) – No change.

Sponsoring ETP Holder

(uu) The term "Sponsoring ETP Holder" shall mean a broker-dealer that has been issued an ETP by the Corporation who has been designated by a Sponsored Participant to execute, clear and settle transactions resulting from the NYSE Arca Marketplace [Archipelago Exchange]. The Sponsoring ETP Holder shall be either (i) a clearing firm with membership in a clearing agency registered with the Commission that maintains facilities through which transactions may be cleared or (ii) a correspondent firm with a clearing arrangement with any such clearing firm.

Sponsorship Provisions

(vv) The term "Sponsorship Provisions" shall mean the provisions set forth in Rule 7.29(b)(2). For a Sponsored Participant to obtain authorized access to the NYSE Arca Marketplace

[Archipelago Exchange], the Sponsored Participant and its Sponsoring ETP Holder must enter into an agreement which incorporates the Sponsorship Provisions.

(ww) – (xx) – No change.

User

(yy) The term "User" shall mean any ETP Holder or Sponsored Participant who is authorized to obtain access to the NYSE Arca Marketplace [Archipelago Exchange] pursuant to Rule 7.29.

User Agreement

(zz) The term "User Agreement" shall mean an appropriate subscription agreement entered into by the User with NYSE Arca [Archipelago Exchange], L.L.C.

(aaa) – (ccc) - No change.

* * *

Rule 2

EQUITY TRADING PERMITS

* * *

Electronic Mail Address

Rule 2.23 Each ETP Holder must maintain with the NYSE Arca [PCX] Equities, Inc. ("NYSE Arca Equities [PCXE]") an Internet electronic mail account for communication with the NYSE Arca Equities [PCXE]. Each ETP Holder must update firm contact information via the electronic mail account or such other means as prescribed by the NYSE Arca Equities [PCXE]. The NYSE Arca Equities [PCXE] will use the electronic mail account to provide ETP Holders with regulatory bulletins, rule adoption notices, and other official notices.

* * *

Transition

Rule 2.100 Any NYSE Arca [PCX] member, as defined in the NYSE Arca [PCX] Parent Rule 1.1, or Equity ASAP Holder that wishes to continue to effect securities transactions without interruption on the Corporation's Trading Facilities must obtain an ETP prior to the first day the NYSE Arca Marketplace [Archipelago Exchange] becomes operational. If the NYSE Arca [PCX] member or Equity ASAP Holder fails to obtain an ETP prior to the first day the NYSE Arca Marketplace [Archipelago Exchange] becomes operational, the NYSE Arca [PCX] member

or Equity ASAP Holder will not be permitted to effect securities transactions on the Corporation's Trading Facilities until such NYSE Arca [PCX] member or Equity ASAP Holder obtains an ETP.

* * *

Rule 3

ORGANIZATION AND ADMINISTRATION

* * *

Part I. Committees of the Corporation

* * *

Equity Committees

Rule 3.2(a) – No change.

(b) Equity Committees. As set forth below, the Board of Directors has delegated certain authority and functions to its committees. Action taken pursuant to delegated authority, however, is subject to review, ratification or rejection by the Board of Directors.

(1) – No change.

(2) *Nominating Committee.*

(A) – (B) – No change.

(C) *Representatives to the Board of Directors of the Corporation and the Board of Governors of the NYSE Arca [Pacific Exchange], Inc.*

(i) *Nomination.* Sixty-five days prior to the expiration of the term of its Directors, the Nominating Committee shall publish the names of two (2) ETP Holders, or persons affiliated with such Holders (in any combination) as its nominees for the Board of Directors of the Corporation and one ETP Holder, or allied person of an ETP Holder, as nominee for the Board of Governors of the NYSE Arca [Pacific Exchange], Inc. The nominee for the Board of Governors may be a person nominated to the Board of Directors. ETP Holders in good standing may submit a petition to the Corporation in writing to nominate additional eligible candidates to fill ETP positions during the next term, and upon written petition of at least 10 percent of ETP Holders in good standing on or before the forty-fifth day preceding the expiration of the existing term such person(s) shall also be nominated by the Nominating Committee; *provided, however*, that no ETP Holder, either alone or together with other ETP Holders who are deemed its affiliates, may account for more than 50% of the signatories to a petition endorsing a particular petition nominee for the ETP Holders' position on the Board of Directors of the Corporation or the Board of Governors of the NYSE Arca [Pacific Exchange], Inc.

(ii) *Selection of Nominees.* In the event that ETP positions are nominated by the Nominating Committee pursuant to petition by the ETP Holders, and there are three or more nominees for the Board of Directors or two or more nominees for the Board of Governors, the Nominating Committee shall submit the contested nomination(s) to the ETP Holders for selection. Each ETP Holder in good standing may select two nominees for contested seats on the Board of Directors and one nominee for contested seats on the Board of Governors; *provided, however* that no ETP Holder, either alone or together with other ETP Holders who are deemed its affiliates, may account for more than 20% of the votes cast for a particular nominee for the ETP Holders' position the Board of Directors of the Corporation or the Board of Governors of the NYSE Arca [Pacific Exchange], Inc. With respect to contested positions, the two nominees for the Board of Directors and the nominee for the Board of Governors selected by the most ETP Holders shall be submitted by the Nominating Committee to the Board of Directors of the Corporation or the Board of Governors of the NYSE Arca [Pacific Exchange], Inc., as the case may be. Similarly, the Nominating Committee shall submit uncontested nominees to the Board of Directors of the Corporation or the Board of Governors of the NYSE Arca [Pacific Exchange], Inc., as the case may be. Tie votes shall be decided by the respective Board at its first meeting following the election.

(3) – No change.

(c) – No change.

* * *

Board Committees

Rule 3.3 (a) Board Committees.

(1) *Board Appeals Committee.*

(A) – No change.

(B) Subject to Rule 10 of the Corporation, decisions of the Board Appeals Committee shall be subject to the review of the NYSE Arca [PCX] Board of Governors. The decision of the NYSE Arca [PCX] Board of Governors shall constitute the final action of the Corporation, unless such Board remands the proceedings.

* * *

Part II Regulation

Self-Regulatory Responsibilities

Rule 3.4 The NYSE Arca [Pacific Exchange], Inc. ("NYSE Arca [PCX] Parent"), as a self-regulatory organization registered with the Securities and Exchange Commission pursuant to

Section 6 of the Exchange Act, shall have ultimate responsibility in the administration and enforcement of rules governing the operation of its subsidiary, NYSE Arca [PCX] Equities, Inc. ("Corporation"). Notwithstanding the delegation of authority to the subsidiary, as set forth below in Rule 3.5, the NYSE Arca [PCX] Parent shall review and ratify any rule change adopted by the Board of Directors of the Corporation before such rule change becomes the final action.

* * *

Rule 4

CAPITAL REQUIREMENTS, FINANCIAL REPORTS, MARGINS

* * *

Section 3. Margins

* * *

Other Provisions

Rule 4.15(d)

Determination of Value for Margin Purposes.

(1) – (8) – No change.

(9) BOUNDS

(A) – (F) – No change.

(G) (i) When a BOUND is issued, guaranteed or carried "short" against an existing net "long" position in the security underlying the BOUND, or in any security which meets the requirements of Rule 6.1(a)(23) of the NYSE Arca [PCX] Parent relating to covered options or in any security immediately exchangeable or convertible, other than warrants without restriction including the payment of money, into the security underlying the BOUND, no margin need be required on the BOUND, provided (1) such net "long" position is adequately margined in accordance with this Rule and (2) the right to exchange or convert the net "long" position does not expire on or before the expiration date of the "short" BOUND.

(ii) When a BOUND and a LEAP with the same expiration and strike price are issued, guaranteed or carried "short" against an existing net "long" position in the security underlying the BOUND and LEAP, or in any security that meets the requirements of Rule 6.1(a)(23) of the NYSE Arca [PCX] Parent relating to covered options or in any security immediately exchangeable or convertible, other than warrants without restriction including the payment of money, into the security underlying the BOUND and LEAP, no margin need be required on

either the BOUND or the LEAP provided (1) such net "long" position is adequately margined in accordance with this Rule and (2) the right to exchange or convert the net "long" position does not expire on or before the expiration date of the "short" BOUND or LEAP.

(iii) – (iv) - No change.

(H) – (I) – No change.

* * *

Rule 5

LISTINGS

Section 1. General Provisions and Definitions

General Provisions and Definitions

Rule 5.1(a) Only such securities as shall have been approved by the Board of Directors for listing or admission to unlisted trading privileges shall be dealt in on the Corporation. For the purposes of the Securities Exchange Act of 1934, securities traded on the Corporation shall be admitted to unlisted trading privileges or listed on the NYSE Arca [PCX] Parent, subject to the NYSE Arca [PCX] Parent's delegation of the responsibility for the administration and enforcement of the unlisted trading privileges and listing requirements to the Corporation. Securities may be listed or admitted to unlisted trading privileges on a "when issued" or "when distributed" basis.

Definitions

Rule 5.1(b) Definitions. The following terms used in Rules 5.2 through 5.5 shall, unless otherwise indicated, have the meanings herein specified:

(1) – (3) – No change.

(4) The term "listed" and the phrase "listed on the Corporation" mean a security that has been listed on the NYSE Arca [PCX] Parent pursuant to Section 12(b) of the Securities Exchange Act of 1934. Such security shall be listed pursuant to a formal application and request for such listing filed by the issuing company.

(5) – (19) – No change.

* * *

Section 2. Applications to List

* * *

General

Rule 5.2(b) – No change.

Commentary:

.01 The Exchange will generally authorize the listing of a unit if each of the component parts meet the applicable requirements for listing as set forth in NYSE Arca Equities [PCXE] Rules 5.2(c) and 5.2(e)(1)-(2).

* * *

Investment Company Units

Rule 5.2(j)(3)The Corporation will consider for trading, whether by listing or pursuant to unlisted trading privileges, units of trading ("Units") that meet the criteria of this Rule. A Unit is a security that represents an interest in a registered investment company ("Investment Company") that could be organized as a unit investment trust, an open-end management investment company, or a similar entity.

(A) – (D) – No change.

Commentary:

.01 The Corporation may approve a series of Units for trading (including pursuant to unlisted trading privileges) pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided each of the following criteria is satisfied:

(a) – No change.

(b) *Index Methodology and Calculation.*

(1) – (2) - No change.

(3) The current index value will be widely disseminated by one or more major market data vendors at least every 15 seconds during the time the Units trade on the NYSE Arca Marketplace [Archipelago Exchange]. During any period when the official index value does not change, then the last official calculated index value must remain available.

(c) Disseminated Information. One or more major market data vendors will disseminate for each series of Units listed on the Corporation an estimate, updated every 15 seconds during the time the Units trade on the NYSE Arca Marketplace [Archipelago Exchange], of the value of a share

of each series. This may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value.

(d) – (h) – No change.

Index-Linked Exchangeable Notes

Rule 5.2(j)(4) Index-linked exchangeable notes which are exchangeable debt securities that are exchangeable at the option of the holder (subject to the requirement that the holder in most circumstances exchange a specified minimum amount of notes), on call by the issuer or at maturity for a cash amount (the "Cash Value Amount") based on the reported market prices of the Underlying Stocks of an Underlying Index will be considered for listing and trading by the Corporation pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934, provided:

(a) Both the issue and the issuer of such security meet the criteria set forth above in "Other Securities" (NYSE Arca Equities [PCXE] Rule 5.2(j)(1)), except that the minimum public distribution shall be 150,000 notes with a minimum of 400 public note-holders, except, if traded in thousand dollar denominations, then no minimum number of holders.

(b) – No change.

(c) The issuer will be expected to have a minimum tangible net worth in excess of \$250,000,000, and to otherwise substantially exceed the earnings requirements set forth in NYSE Arca Equities [PCXE] Rule 5.2(j)(1). In the alternative, the issuer will be expected: (i) to have a minimum tangible net worth of \$150,000,000 and to otherwise substantially exceed the earnings requirements set forth in NYSE Arca Equities [PCXE] Rule 5.2(j)(1); and (ii) not to have issued index-linked exchangeable notes where the original issue price of all the issuer's other index-linked exchangeable note offerings (combined with other index-linked exchangeable note offerings of the issuer's affiliates) listed on a national securities exchange or traded through the facilities of Nasdaq exceeds 25% of the issuer's net worth.

(d) The index to which an exchangeable-note is linked shall either be (i) indices that have been created by a third party and been reviewed and have been approved for the trading of options or other derivatives securities (each, a "Third-Party Index") either by the Commission under Section 19(b)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and rules thereunder or by the Corporation under rules adopted pursuant to Rule 19b-4(e); or (ii) indices which the issuer has created and for which the Corporation will have obtained approval from either the Commission pursuant to Section 19(b)(2) and rules thereunder or from the Corporation under rules adopted pursuant to Rule 19b-4(e) (each an "Issuer Index"). The Issuer Indices and their underlying securities must meet one of the following:

(i) the procedures and criteria set forth in NYSE Arca [PCX] Rule 7.3(b)-(c); or

(ii) the criteria set forth in subsections (C) and (D) of NYSE Arca Equities [PCXE] Rule

5.2(j)(2), the index concentration limits set forth in NYSE Arca [PCX] Rule 7.3(b)(6), and NYSE Arca [PCX] Rule 7.3(b)(12) insofar as it relates to NYSE Arca [PCX] Rule 7.3(b)(6).

(e) – (f) – No change.

Equity Gold Shares

Rule 5.2(j)(5) (A) The provisions of this Rule 5.2(j)(5) apply only to Equity Gold Shares, that represent units of fractional undivided beneficial interest in and ownership of the Equity Gold Trust. While Equity Gold Shares are not technically Investment Company Units and thus are not covered by NYSE Arca Equities [PCXE] Rule 5.2(j)(3), all other rules that reference "Investment Company Units" shall also apply to Equity Gold Shares.

(B) Except to the extent that specific provisions in this rule govern, or unless the context otherwise requires, the provisions of all other NYSE Arca Equities [PCXE] Rules and policies shall be applicable to the trading of Equity Gold Shares on the Corporation.

(C) No change.

Index-Linked Securities

Rule 5.2(j)(6) Index-linked securities are securities that provide for the payment at maturity of a cash amount based on the performance of an underlying index or indexes. Such securities may or may not provide for the repayment of the original principal investment amount. The Corporation may submit a rule filing pursuant to Section 19(b)(2) of the Securities Exchange Act of 1934 ("Act") to permit the listing and trading of index-linked securities that do not otherwise meet the standards set forth below in paragraphs (a) through (k). The Corporation will consider for listing and trading pursuant to Rule 19b-4(e) under the Act, index-linked securities provided:

(a) – (d) – No change.

(e) The issuer will be expected to have a minimum tangible net worth in excess of \$250,000,000, and to otherwise substantially exceed the earnings requirements set forth in NYSE Arca Equities [PCXE] Rule 5.2(c). In the alternative, the issuer will be expected: (i) to have a minimum tangible net worth of \$150,000,000 and to otherwise substantially exceed the earnings requirement set forth in NYSE Arca Equities [PCXE] Rule 5.2(c), and (ii) not to have issued securities where the original issue price of all the issuer's other index-linked note offerings (combined with index-linked note offerings of the issuer's affiliates) listed on a national securities exchange or traded through the facilities of Nasdaq exceeds 25% of the issuer's net worth.

(f) – No change.

(g) Initial Listing Criteria --Each underlying index is required to have at least ten (10) component securities. In addition, the index or indexes to which the security is linked shall either (1) have

been reviewed and approved for the trading of options or other derivatives by the Commission under Section 19(b)(2) of the Act and rules thereunder and the conditions set forth in the Commission's approval order, including comprehensive surveillance sharing agreements for non-U.S. stocks, continue to be satisfied, or (2) the index or indexes meet the following criteria:

(i) – (iv) – No change.

(v) 90% of the index's numerical value and at least 80% of the total number of component securities will meet the then current criteria for standardized option trading set forth in NYSE Arca [PCX] Rule 5.3;

(vi) – (vii) – No change.

(h) – No change.

(2) – (3) – No change.

(i) – (k) – No change.

* * *

Maintenance Requirements and Delisting Procedures

Rule 5.5(a) No change.

Commentary:

.01 - .03 – No change.

.04 In the case of units, the Exchange will normally consider suspending dealings in, or removing from the list, if any of the component parts do not meet the applicable listing standards as set forth in NYSE Arca Equities [PCXE] Rules 5.5(b) and 5.5(d). However, if one or more of the components is otherwise qualified for listing, that component may remain listed.

* * *

Rule 6

BUSINESS CONDUCT

* * *

Front-running of Block Transactions

Rule 6.6 An ETP Holder or associated person obtaining information of an immediate pending transaction or a transaction executed but not yet reported on any national securities exchange or association involving 5,000 shares or more of a security including an equivalent number of option contracts admitted to dealings on the NYSE Arca [Pacific Exchange], Inc., or securities underlying the options so admitted, shall not initiate or transmit an order in the security involved, or options relating to that security, through the facilities of the Corporation for any account in which he or she or his or her organization are participants until after the transaction appears on the ticker or is otherwise disclosed, in the case of orders pertaining to equities, or until two minutes after such disclosure, in the case of orders pertaining to options. Exceptions will require prior approval from the Corporation.

* * *

Supervision

Rule 6.18

(a) – No change.

(b) Supervisory System.

Each ETP Holder for whom the Corporation is Designated Examining Authority ("DEA") must establish and maintain a system to supervise the activities of its associated persons and the operation of its business. Such system must be reasonably designed to ensure compliance with applicable federal securities laws and regulations and NYSE Arca Equities [PCXE] Rules. Final responsibility for proper supervision will rest with the ETP Holder. The ETP Holder's supervisory system must provide, at a minimum, for the following:

(1) – (4) – No change.

(c) Written Procedures.

Each ETP Holder must establish, maintain, and enforce written procedures to supervise the business in which it engages and to supervise the activities of its associated persons that are reasonably designed to achieve compliance with applicable federal securities laws and regulations, and with the NYSE Arca Equities [PCXE] Rules.

(d) – No change.

Rule 7

EQUITIES TRADING

Section 1. General Provisions

* * *

Trading Differentials

Rule 7.6(a) – No change.

Commentary:

.01 - .03 – No change.

.04 The minimum price variation ("MPV") for quoting and entry of orders in equity securities traded on the NYSE Arca Marketplace [Archipelago Exchange] is \$0.01, with the exception of securities that are priced less than \$1.00 for which the MPV for order entry is \$0.0001, provided, however, that the Corporation shall round the bid down to the next whole penny or the offer up to the next whole penny and display the rounded bid or offer in the consolidated quotation system.

.05 – No change.

(b) - No change.

* * *

Clearly Erroneous Executions

Rule 7.10

(a) – (b) – No change.

(c) Review Procedures.

(1) – No change.

(2) If a party affected by a determination made under this Rule so requests within the time permitted below, the Clearly Erroneous Execution Panel ("CEE Panel") will review decisions made by the Officer under this Rule, including whether a clearly erroneous execution occurred and whether the correct adjustment was made.

(A) The CEE Panel will be comprised of the NYSE Arca Equities [PCXE] Chief Regulatory Officer ("CRO"), or a designee of the CRO, and representatives from two (2) ETP Holders.

(B) – No change.

(3) - (4) – No change.

(d) – No change.

(e) Trade Nullification and Price Adjustments for UTP Securities that are Subject of Initial Public Offerings ("IPOs"). Pursuant to SEC Rule 12f-2, as amended, the Corporation may extend unlisted trading privileges to a security that is the subject of an initial public offering when at least one transaction in the subject security has been effected on the national securities exchange or association upon which the security is listed and the transaction has been reported pursuant to an effective transaction reporting plan. A clearly erroneous error will be deemed to have occurred in the opening transaction of the subject security if the execution price of the opening transaction on the Corporation is the lesser of \$1.00 or 10% away from the opening price on the listing exchange or association. In such circumstances, the Officer shall declare the opening transaction null and void or adjust the transaction price to the opening price on the listing exchange or association. Clearly erroneous executions of subsequent transactions of the subject security will be reviewed in the same manner as the procedure set forth in (c)(1). Absent extraordinary circumstances, any such action of the Officer pursuant to this subsection (e) shall be taken in a timely fashion, generally within thirty (30) minutes of the detection of the erroneous transaction. Each party involved in the transaction shall be notified as soon as practicable by the Corporation, and the party aggrieved by the action may appeal such action to the NYSE Arca Equities [PCXE] CRO in accordance with the provisions of subsection (c)(2)-(4) above.

* * *

Trading in Nasdaq Securities

Rule 7.18

(a) Access

(1) – (2) – No change.

(3) Any order received via approved access from a Nasdaq Market Maker shall be effected in accordance with the Rules of the Corporation applicable to transactions on the NYSE Arca Marketplace [Archipelago Exchange].

(4) – No change.

(b) Display. The Corporation will display on the NYSE Arca Marketplace [Archipelago Exchange], at a minimum, the Nasdaq System BBO.

(c) – (d) – No change.

* * *

Obligations of Market Maker Authorized Traders

Rule 7.21

(a) – (b) – No change.

(c) Suspension or Withdrawal of Registration

(1) – No change.

(2) If the Corporation suspends the registration of a person as a MMAT, the Market Maker must not allow the person to submit orders into the NYSE Arca Marketplace [Archipelago Exchange].

(3) – No change.

* * *

Section 3. NYSE Arca Marketplace [Archipelago Exchange]

Access

Rule 7.29

(a) General. The NYSE Arca Marketplace [Archipelago Exchange] shall be available for entry and execution of orders by Users with authorized access. To obtain authorized access to the NYSE Arca Marketplace [Archipelago Exchange], each User must enter into a User Agreement.

(b) Sponsored Participants. A Sponsored Participant may obtain authorized access to the NYSE Arca Marketplace [Archipelago Exchange] only if such access is authorized in advance by one or more Sponsoring ETP Holders as follows:

(1) Sponsored Participants must enter into and maintain customer agreements with one or more Sponsoring ETP Holders establishing proper relationship(s) and account(s) through which the Sponsored Participant may trade on the NYSE Arca Marketplace [Archipelago Exchange]. Such customer agreement(s) must incorporate the Sponsorship Provisions set forth in paragraph (2) below.

(2) For a Sponsored Participant to obtain and maintain authorized access to the NYSE Arca Marketplace [Archipelago Exchange], a Sponsored Participant and its Sponsoring ETP Holder must agree in writing to the following Sponsorship Provisions:

(A) Sponsored Participant and its Sponsoring ETP Holder must have entered into and maintained a User Agreement with NYSE Arca [Archipelago Exchange], L.L.C. The Sponsoring ETP Holder must designate the Sponsored Participant by name in its User Agreement as such.

(B) - No change.

(C) Sponsored ETP Holder shall comply with the NYSE Arca Equities [PCXE] Certificate of Incorporation, Bylaws, Rules and procedures with regard to the NYSE Arca Marketplace [Archipelago Exchange] and Sponsored Participant shall comply with NYSE Arca Equities [PCXE] Certificate of Incorporation, Bylaws, Rules and procedures with regard to the NYSE Arca Marketplace [Archipelago Exchange], as if Sponsored Participant were an ETP Holder.

(D) Sponsored Participant shall maintain, keep current and provide to the Sponsoring ETP Holder a list of Authorized Traders who may obtain access to the NYSE Arca Marketplace [Archipelago Exchange] on behalf of the Sponsored Participant.

(E) Sponsored Participant shall familiarize its Authorized Traders with all of the Sponsored Participant's obligations under this Rule and will assure that they receive appropriate training prior to any use or access to the NYSE Arca Marketplace [Archipelago Exchange].

(F) Sponsored Participant may not permit anyone other than Authorized Traders to use or obtain access to the NYSE Arca Marketplace [Archipelago Exchange].

(G) Sponsored Participant shall take reasonable security precautions to prevent unauthorized use or access to the NYSE Arca Marketplace [Archipelago Exchange], including unauthorized entry of information into the NYSE Arca Marketplace [Archipelago Exchange], or the information and data made available therein. Sponsored Participant understands and agrees that Sponsored Participant is responsible for any and all orders, trades and other messages and instructions entered, transmitted or received under identifiers, passwords and security codes of Authorized Traders, and for the trading and other consequences thereof.

(H) Sponsored Participant acknowledges its responsibility to establish adequate procedures and controls that permit it to effectively monitor its employees, agents and customers' use and access to the NYSE Arca Marketplace [Archipelago Exchange] for compliance with the terms of this agreement.

(I) Sponsored Participant shall pay when due all amounts, if any, payable to Sponsoring ETP Holder, NYSE Arca [Archipelago Exchange], L.L.C., NYSE Arca Equities [PCXE] or any other third parties that arise from the Sponsored Participants access to and use of the NYSE Arca Marketplace [Archipelago Exchange]. Such amounts include, but are not limited to applicable exchange and regulatory fees.

(3) – No change.

Authorized Traders

Rule 7.30

(a) An ETP Holder shall maintain a list of ATs who may obtain access to the NYSE Arca Marketplace [Archipelago Exchange] on behalf of the ETP Holder or the ETP Holder's Sponsored Participants. The ETP Holder shall update the list of ATs as necessary. ETP Holders

must provide the list of ATs to the Corporation upon request.

(b) An ETP Holder must have reasonable procedures to ensure that all ATs comply with the trading Rules and procedures related to the NYSE Arca Marketplace [Archipelago Exchange] and all other Rules of the Corporation.

(c) – (d) – No change.

Orders and Modifiers

Rule 7.31

(a) – (c) – No change.

(d) Inside Limit Order. A Limit Order, which, if routed away pursuant to Rule 7.37(d), will be routed to the market participant with the best displayed price. Any unfilled portion of the order will not be routed to the next best price level until all quotes at the current best bid or offer are exhausted. If the order is no longer marketable it will be ranked in the NYSE Arca Book pursuant to Rule 7.36.

(e) - (f) – No change.

(g) Odd Lot Tracking Order.

(1) Only Odd Lot Dealers may submit an Odd Lot Tracking Order or "OLTO" to the NYSE Arca Marketplace [Archipelago Exchange].

(2) An Odd Lot Dealer may submit an instruction to the NYSE Arca Marketplace [Archipelago Exchange] for the parameters of an OLTO at any time during the day. The parameters shall include:

(A) – (E) – No change.

(3) – (6) – No change.

(h) Working Order. Any order with a conditional or undisplayed price and/or size designated as a "Working Order" by the Corporation, including, without limitation:

(1) – No change.

(2) Discretionary Order. An order to buy or sell a stated amount of a security at a specified, undisplayed price (the "discretionary price"), in addition to a specified, displayed price ("displayed price.")

(A) Passive Discretionary Order. A Discretionary Order may be designated as a Passive Discretionary Order and such order will be routed pursuant to Rule 7.37(d) only if the displayed price is marketable against an away market participant.

(i) For Passive Discretionary Orders in exchange-listed securities, if the discretionary price is marketable, such order will only interact with trading interest in the NYSE Arca Book pursuant to Rule 7.37(b)(2) and will not be routed away. A Passive Discretionary Order for ITS Trade-Through Exempt Securities will be permitted to trade at a price no more than three cents (\$0.03) away from the NBBO displayed in the Consolidated Quote.

(ii) For Passive Discretionary Orders in Nasdaq securities, if the discretionary price can be matched against orders in the NYSE Arca Book, such order will interact with trading interest in the NYSE Arca Book pursuant to 7.37(b)(2). The NBBO price protection provision set forth in Rule 7.37 will not apply to Passive Discretionary Orders in Nasdaq securities.

(B) Discretion Limit Order. A Discretionary Order may be designated as a Discretion Limit Order for Nasdaq securities only. If the discretionary price of a Discretion Limit Order can be matched against trading interest in the NYSE Arca Book, then such order will be executed at the discretionary price or better. If the discretionary price of a Discretion Limit Order can be matched against an away market participant, then such order will be routed pursuant to Rule 7.37(d) but only if the displayed share size of the Discretion Limit Order is equal to or less than the displayed share size of the away market participant. The NBBO price protection provision set forth in Rule 7.37 will not apply to Discretion Limit Orders in Nasdaq securities.

(3) – No change.

(i) – No change.

(j) Directed Fill. Any Designated Market Maker may submit a standing instruction to the NYSE Arca Marketplace [Archipelago Exchange] for the parameters of a Directed Fill, including, but not limited to, the size and price of the order. The Market Maker's Directed Fill described in the instruction will only be generated in response to a Directed Order directed to such Market Maker. A Market Maker may modify the parameters of the instruction for a Directed Fill at any time, as the Corporation permits.

(k) Q Order.

(1) A Q Order is a limit order submitted to the NYSE Arca Marketplace [Archipelago Exchange] by a Market Maker.

(A) A Market Maker may instruct the NYSE Arca Marketplace [Archipelago Exchange] before 6:28 am (Pacific Time) to enter a Q Order on their behalf as follows:

(1) At the last price and size entered by the Market Maker during the previous trading day, either including or excluding reserve size;

(2) At a specified percentage from the best bid or offer;

(3) At the standard Q defined as \$0.01 bid and 2 times the previous day's close for the offer with specified display and reserve sizes.

Upon execution, the Q Order entered pursuant to the above instructions will automatically repost with the original size and \$10 below the original bid or \$10 above the original offer, but never below \$0.01.

(2) Auto Q Order. A Q Order may be designated as an Auto Q Order that would automatically repost a Q Order after an execution in the NYSE Arca Marketplace [ArcaEx] book at a designated increment and for the same amount of shares. After an execution, the Auto Q Order would continue to repost in the NYSE Arca Marketplace [ArcaEx] book pursuant to Rule 7.36 and would be assigned a new price time priority as of the time of each reposting at the determined increment and size until the total tradable size threshold is reached. When entering an Auto Q Order, a Market Maker would establish the following parameters: (i) price; (ii) size; (iii) buy or sell; (iv) increment update; and (v) total tradable size.

(l) Stop Order. A Stop Order to buy becomes a market order when a transaction in the security occurs on the Corporation or on another national securities exchange or association at or above the stop price. A Stop Order to sell becomes a market order when a transaction in the security occurs on the Corporation or on another national securities exchange or association at or below the "stop" price. Stop Orders shall not have standing in any Order Process in the NYSE Arca Book and shall not be displayed.

(m) - (q) – No change.

(r) Fill-or-Return Plus. An order to buy or sell that is to be executed in whole or in part on the Corporation, and the portion not so executed is to be cancelled, without routing the order to another market center or market participant. In the event any portion of the order is not executed on the Corporation and must be cancelled, the NYSE Arca Marketplace [Archipelago Exchange], after canceling the unexecuted portion of the order, shall send an administrative message to an ETP Holder designated by the order entry ETP Holder informing the designated ETP Holder that a portion of the order was cancelled.

(s) Cross Order. A two-sided order with instructions to match the identified buy-side with the identified sell-side at a specified price (the "cross price"). For the purposes of this Rule 7.31(s), an order of block size shall have the same meaning as set forth in Rule 7.57. A Cross Order will be executed as follows; provided, however, no Cross Orders shall be matched at the cross price without interacting with any orders in the NYSE Arca Book unless the cross price improves the BBO by the MPII, except as provided in Rule 7.6(a), Commentary .06.

(1) If the cross price is equal to or better than the NBBO,

(A) and the cross price is between the BBO, the Cross Order shall be matched at the cross price without interacting with any orders in the NYSE Arca Book.

(B) and the cross price is at the BBO,

(i) first, the Cross Order shall be matched, at the displayed price, against all pre-existing displayed orders in the Display Order Process of the NYSE Arca Book with priority according to Rule 7.36; and

(ii) – No change.

(2) If the cross price is outside the NBBO,

(A) and the cross price is between the BBO,

(i) – No change.

(ii) then, the remainder of the Cross Order shall be matched at the cross price without interacting with any orders in the NYSE Arca Book.

(B) and the cross price is at the BBO,

(i) – No change.

(ii) then, the Cross Order shall be matched, at the displayed price, against all pre-existing displayed orders in the Display Order Process of the NYSE Arca Book with priority according to Rule 7.36; and

(iii) – No change.

(C) and the cross price is outside the BBO,

(i) and the NBBO is better than the BBO,

(1) – No change.

(2) then, the Cross Order shall be matched,

(a) at the displayed price (if the Cross Order is smaller than block size) or at the cross price (if the Cross Order is of block size), against all pre-existing orders in the Display Order Process of the NYSE Arca Book with priority according to Rule 7.36; and

(b) at the price at which the Working Order is represented in the NYSE Arca Book, against all pre-existing orders in the Working Order Process of the NYSE Arca Book with priority according to Rule 7.36.

The Cross Order shall be matched against any displayed and/or Working Order at a better price level before being matched to any displayed and/or Working Order at the next best price level.

(3) then, any remainder of the Cross Order shall be matched at the cross price.

(ii) and the NBBO equals the BBO,

(1) first, the Cross Order shall be matched,

(a) at the displayed price (if the Cross Order is smaller than block size) or at the cross price (if the Cross Order is of block size), against all pre-existing orders in the Display Order Process of the NYSE Arca Book with priority according to Rule 7.36; and

(b) at the price at which the Working Order is represented in the NYSE Arca Book, against all pre-existing orders in the Working Order Process of the NYSE Arca Book with priority according to Rule 7.36.

The Cross Order shall be matched against any displayed and/or Working Order at a better price level before being matched to any displayed and/or Working Order at the next best price level.

(2) - (3) No change.

(3) Following the execution parameters described above, any unexecuted portion of a Cross Order shall be canceled, unless the Cross Order has been designated as a Cross and Post, as defined in Rule 7.31(ff), in which case any unexecuted portion will be displayed in NYSE Arca Book at the cross price.

(t) - No change.

(u) Cleanup Order.

(1) (A) Cleanup Orders may be submitted on behalf of Market Makers only. Cleanup orders may not be submitted on behalf of any Users other than Market Makers.

(B) NYSE Arca Marketplace [Archipelago Exchange], on behalf of each Market Maker, will submit each Cleanup Order.

(C) - No change.

(2) – (8) – No change.

(v) – No change.

(w) PNP Order (Post No Preference). A limit order to buy or sell that is to be executed in whole or in part on the Corporation, and the portion not so executed is to be ranked in the NYSE Arca

Book, without routing any portion of the order to another market center; provided, however, the Corporation shall cancel a PNP Order that would lock or cross the NBBO except as provided in Rule 7.31(w)(2). The NBBO price protection provision set forth in Rule 7.37 will not apply to PNP Orders in Nasdaq securities.

(1) PNP Plus. A PNP Order designated as PNP Plus will be automatically re-priced by the Corporation as a penny greater than the national best bid (for sell orders) or a penny lower than the national best offer (for buy orders) for any or all of the order that remains unexecuted and would otherwise lock or cross the NBBO should it be displayed in the NYSE Arca Book. The re-priced order will then be posted in the NYSE Arca Book. The PNP Plus order will continue to be re-priced at a penny greater than the national best bid (for sell orders) or penny lower than the national best offer (for buy orders) and re-posted in the NYSE Arca Book, with each change in the NBBO, until such time as the NBBO has moved to a price where the original price of the PNP Order no longer would result in a locked or crossed market, at which time the PNP Order will revert to the original price of such order. PNP Orders designated as PNP Plus shall be ranked in the NYSE Arca Book pursuant to Rule 7.36 and assigned a new price time priority as of the time of each reposting.

(2) PNP Orders for ITS Trade-Through Exempt Securities (as defined in Rule 7.37). PNP Orders for ITS Trade-Through Exempt Securities will not be canceled at the time of order entry if such orders would lock or cross the NBBO. Such orders will be ranked in the NYSE Arca Book in price, time priority with an undisplayed price and size until: (i) such orders are executed; or (ii) such orders no longer lock or cross the NBBO at which time they would be displayed in the NYSE Arca Book and ranked based upon original price and the original order entry time. The lock and cross restrictions set forth in this rule will only apply to bids or offers included in the NBBO that are for greater than 100 shares pursuant to Rule 7.56(d)(2)(E). PNP Orders in ITS Trade-Through Exempt Securities may be executed at a price no more than three cents (\$0.03) away from the NBBO. All PNP Orders whether displayed or undisplayed will execute in price, time priority.

(x) - (aa) - No change.

(bb) PNP (Post No Preference) Cross Order. A Cross Order that is to be executed in whole or in part on the Corporation and the portion not so executed is to be canceled, without routing any portion of the Cross Order to another market center. When the cross price is equal to or better than the NBBO and is at the BBO, the relevant portion of the PNP Cross Order will be matched first against displayed orders with priority in the NYSE Arca Book, and then the remainder of the PNP Cross Order will be matched. Any unexecuted portion of the PNP Cross will be canceled, unless the PNP Cross Order has been designated as a Cross and Post, as defined in Rule 7.31(ff), in which case any unexecuted portion will be displayed in NYSE Arca Book at the cross price. The Corporation will cancel either the entire PNP Cross Order at the time of order entry, or the unexecuted portion of a PNP Cross Order (whether or not it has been designated as a Cross and Post) at any time during the order execution process, whichever is applicable, if:

(1) – (2) – No change.

(cc) – No change.

(dd) Market-on-Close Order ("MOC"). A Market Order that is to be executed only during the Closing Auction. The Corporation will reject MOC Orders in the following circumstances: (i) in securities for which the Corporation is not the primary market; or (ii) when the auction is suspended pursuant to NYSE Arca Equities [PCXE] Rule 7.35(g).

(ee) Limit-on-Close Order ("LOC"). A Limited Price Order that is to be executed only during the Closing Auction. The Corporation will reject LOC Orders in the following circumstances: (i) in securities for which the Corporation is not the primary market; or (ii) when the auction is suspended pursuant to NYSE Arca Equities [PCXE] Rule 7.35(g).

(ff) Cross-and-Post Order. A Cross Order or PNP Cross Order that is to be executed in whole or in part on the Corporation where any unexecuted portion of the Cross-and-Post Order will be displayed in the NYSE Arca Book at the cross price.

The Corporation will cancel the Cross-and-Post Order at the time of order entry, if:

(1) – (2) – No change.

(gg) Don't Arb Me Modifier. A limit order in which the Corporation will re-price the order at the block price subsequent to the limit order being traded-through by another market center's block trade. The order shall be ranked in the NYSE Arca Book pursuant to Rule 7.36 and assigned a new time price priority as of the time of each reposting. This modifier will apply only to exchange-listed securities.

(hh) Proactive if Locked Reserve. A Reserve Order that will route to another market center pursuant to NYSE Arca Equities [PCXE] Rule 7.37(d) for the away market's displayed size up to such reserve amount in the instance in which the other market center has locked the order and the locking market has not resolved the locked market situation in a timely manner based upon average response times from ITS Participants. In the event that the order routed from the NYSE Arca Marketplace [Archipelago Exchange] to the other market center is not executed in its entirety, the NYSE Arca Marketplace [Archipelago Exchange] shall post the order or portion thereof in the NYSE Arca Marketplace [ArcaEx] Book. Proactive if Locked Reserve will apply only to exchange-listed securities.

(ii) – No change.

Order Entry

Rule 7.32

Users may enter into the NYSE Arca Marketplace [Archipelago Exchange] the types of orders listed in Rule 7.31; provided, however, no User may enter an order other than a Fill-or-Return,

Fill-or-Return Plus or PNP Order unless the User or the User's Sponsoring ETP Holder has entered into a Routing Agreement.

ETP Holder Users

Rule 7.33

Consistent with Rules of the Corporation, ETP Holder Users of the NYSE Arca Marketplace [Archipelago Exchange] may enter proprietary orders and agency orders for the account of a customer. Proprietary orders accepted by the NYSE Arca Marketplace [Archipelago Exchange] from ETP Holder Users are subject to the same display and execution processes as agency orders. An ETP Holder User that enters a proprietary order into the NYSE Arca Marketplace [Archipelago Exchange] shall mark the order with the appropriate designator to identify the order as proprietary.

Trading Sessions

Rule 7.34

(a) Sessions. The NYSE Arca Marketplace [Archipelago Exchange] shall have three trading sessions each day the Corporation is open for business unless otherwise determined by the Corporation:

(1) - No change.

(2) *Core Trading Session*. The Core Trading Session shall begin for each security at 6:30:00 am (Pacific Time) or at the conclusion of the Market Order Auction, whichever comes later, and conclude at 1:00:00 pm (Pacific Time).

(A) The Core Trading Session for the Exchange Traded Funds, defined in NYSE Arca Equities [PCXE] Rules 5.1(b)(13), 5.2(j)(3), and 8.100, shall conclude at 1:15:00 pm (Pacific Time) unless otherwise determined by the Corporation.

(3) – No change.

(b) – No change.

(c) Order Designation. Any Day Order entered into the NYSE Arca Marketplace [Archipelago Exchange] may remain in effect for one or more consecutive trading sessions on a particular day. For each Day Order entered into the NYSE Arca Marketplace [Archipelago Exchange], the User must designate for which trading session(s) the order will remain in effect.

(d) Orders Permitted in Each Session.

(1) During the Opening Session:

(A) Orders eligible for the Display Order Process and for the Working Order Process that have been designated as available for the Opening Session are eligible for entry into and execution on the NYSE Arca Marketplace [Archipelago Exchange].

(B) – (H) – No change.

(2) During the Core Trading Session:

(A) Market Orders, Stop Orders, NOW Orders, PNP Orders and orders eligible for the Directed Order, Display Order, Working Order and Tracking Order Processes are eligible for entry into and execution on the NYSE Arca Marketplace [Archipelago Exchange].

(B) – (C) – No change.

(3) During the Late Trading Session:

(A) Orders eligible for the Display Order Process (other than Q Orders) and for the Working Order Process, including NOW Orders and PNP Orders, that have been designated as available for the Late Trading Session are eligible for entry into and execution on the NYSE Arca Marketplace [Archipelago Exchange].

(B) - (C) – No change.

(e) – No change.

(f) Trades on the NYSE Arca Marketplace [Archipelago Exchange] executed and reported outside of the Core Trading Session shall be designated as .T trades.

(g) Portfolio Crossing Service. Pursuant to Rule 7.65, the Portfolio Crossing Service will be open and will accept PCS Orders during any day when the Corporation is open for business and at any time the NYSE Arca Marketplace [Archipelago Exchange] is accepting orders during one of the trading sessions defined by NYSE Arca Equities [PCXE] Rule 7.34(a).

Auctions

Rule 7.35(a) Order Entry and Cancellation Before Opening Auction

(1) Users may submit any orders to the NYSE Arca Marketplace [Archipelago Exchange] beginning 30 minutes prior to the Opening Session. Any such Limited Price Orders designated for the Opening Session will be queued until 1:00 am (Pacific Time) at which time they will be eligible to be executed pursuant to paragraph (b) of this Rule. Any such market orders will be queued until the Market Order Auction at which time they will be executed pursuant to paragraph (c) of this Rule.

(2) – (4) – No change.

(b) – No change.

(c) Market Order Auction.

For exchange-listed securities, excluding: (i) exchange-listed securities for which the Corporation is the primary market; and (ii) all exchange-listed exchange traded funds, the Corporation will not conduct a Market Order Auction. Rather, the Corporation will route all Market Orders to the primary market until the first opening print on the primary market. After the first opening print on the primary market, all Market Orders will be processed pursuant to NYSE Arca Equities [PCXE] Rule 7.37. Limit Orders will be processed pursuant to NYSE Arca Equities [PCXE] Rule 7.37.

(1) Publication of Indicative Match Price and Imbalances

(A) For exchange-listed securities for which the Corporation is the primary market and all exchange-listed exchange traded funds

(1) Beginning at 5:00 am (Pacific Time), and updated real-time thereafter, the Indicative Match Price of the Market Order Auction and the volume of Market Orders and Limit Orders available to trade at such price, and the Market Imbalance and Total Imbalance, if any, shall be published via electronic means. Market Orders shall be included for purposes of calculating the Total Imbalance and Market Imbalance.

Example 1:

- (1) Market Order to buy 5000 shares;
- (2) Auction-Only Limit Order to sell 1000 at 50;
- (3) Limit Order to sell 1000 at 50.50; and
- (4) Limit Order to sell 500 at 50.75.

The NYSE Arca Marketplace [Archipelago Exchange] will publish an Indicative Match Price of 50.75, a volume of 5000 shares, a buy Market Imbalance of 2500 shares, and a Total Imbalance of 2500 shares.

Example 2:

- (1) Market Order to buy 3000 shares;
- (2) Market Order to sell 1000;
- (3) Limit Order to sell 1000 at 41.00; and
- (4) Limit Order to sell 1000 at 41.25.

The NYSE Arca Marketplace [Archipelago Exchange] will publish an Indicative Match Price of 41.25 and a match volume of 3000 shares and will not publish an Imbalance.

(B) – No change.

(2) – No change.

(3) Determination of Market Order Auction Price

(A) For exchange-listed securities for which the Corporation is the primary market and all exchange-listed exchange traded funds, the Market Order Auction Price shall be determined as follows:

(1) If there are Limit Orders in the Market Order Auction eligible for execution, all orders eligible for execution in the Market Order Auction pursuant to NYSE Arca Equities [PCXE] Rule 7.34(d) will be executed at the Indicative Match Price as of 6:30 am (Pacific Time).

(2) – (4) – No change.

(B) For Nasdaq-Listed securities

(1) No change.

(2) Limit Orders and any remaining Market Imbalance Market Order interest shall be ranked in price/time priority as described in NYSE Arca Equities [PCXE] Rule 7.36 and processed pursuant to NYSE Arca Equities [PCXE] Rule 7.37.

(d) No change.

(e) Closing Auction

The Corporation will conduct a Closing Auction only for Exchange-listed securities (including Exchange-listed exchange traded funds) for which the Corporation is the primary market. The Corporation may suspend the Closing Auction in these securities pursuant to NYSE Arca Equities [PCXE] Rule 7.35(g).

(1) Publication of Indicative Match Price and Imbalances

(A) Beginning at 12:00 pm (Pacific Time), and updated real-time thereafter, the Indicative Match Price of the Closing Auction and the volume available to trade at such price, and the Total Imbalance and Market Imbalance associated with the Closing Auction, if any, will be, published via electronic means.

Example 1:

(1) Limit-on-Close Order to buy 1000 shares at 50;

(2) Limit-on-Close Order to sell 5000 shares at 40; and

(3) Market-on-Close Order to sell 2000 shares.

The NYSE Arca Marketplace [Archipelago Exchange] will publish an Indicative Match Price of

40, a match volume of 1,000 shares, a Market Imbalance of 1,000 shares and a Total Imbalance of 6,000 shares. The last sale during normal market hours as determined by the consolidated tape was 40.

Example 2:

- (1) Market-on-Close Order to buy 3000 shares;
- (2) Market-on-Close Order to sell 1000 shares;
- (3) Limit Order to sell 1000 shares at 41; and
- (4) Limit Order to sell 1000 shares at 41.25.

The last sale during normal market hours as determined by the consolidated tape was 41.25. The NYSE Arca Marketplace [Archipelago Exchange] will publish an Indicative Match Price of 41.25 and a match volume of 3000 shares and will not publish an Imbalance.

(2) – No change.

(3) Determination of Closing Auction Price

(A) If there are Limited Price Orders in the Closing Auction eligible for execution, all orders eligible for execution in the Closing Auction pursuant to NYSE Arca Equities [PCXE] Rule 7.34(d) will be executed at the Indicative Match Price as of 1:00 p.m. (Pacific Time).

(B) – (D) – No change.

(E) Notwithstanding other provisions of NYSE Arca Equities [PCXE] Rule 7.35(e):

(i) The Closing Auction for the Exchange Traded Funds defined in NYSE Arca Equities [PCXE] Rules 5.1(b)(13), 5.2(j)(3), and 8.100 and determination of the Closing Auction Price as defined in NYSE Arca Equities [PCXE] Rule 7.35(e)(3) will commence at 1:15 p.m. (Pacific Time) unless otherwise determined by the Corporation.

(ii) Between 1:13 p.m. (Pacific Time) and the conclusion of the Closing Auction, Market-On-Close and Limit-On-Close Orders for the Exchange Traded Funds defined in NYSE Arca Equities [PCXE] Rules 5.1(b)(13), 5.2(j)(3), and 8.100 may not be cancelled.

(iii) Between 1:13 pm (Pacific Time) and the conclusion of the Closing Auction, Market-on-Close Orders and Limit-on-Close Orders for the Exchange Traded Funds defined in NYSE Arca Equities [PCXE] Rules 5.1(b)(13), 5.2(j)(3), and 8.100 may not be entered on the same side as the Imbalance. Market-on-Close Orders and Limit-on-Close Orders for these Exchange Traded Funds that create equilibrium and thereafter convert the Imbalance from a buy to a sell (or convert the Imbalance from a sell to a buy) Imbalance will be rejected.

(f) Re-Opening After Trading Halts. To re-open trading in a security following a trading halt in that security, the NYSE Arca Marketplace [Archipelago Exchange] shall conduct a Trading Halt Auction, as described below:

(1) Re-Opening Time. After trading in a security has been halted, the NYSE Arca Marketplace [Archipelago Exchange] shall disseminate the estimated time at which trading in that security will re-open (the "Re-Opening Time").

(A) For Nasdaq securities and securities that are dually listed on both Nasdaq and listed on the Corporation whereby trading in a security is halted and thereafter scheduled to re-open prior to 12:55 pm (Pacific Time), the NYSE Arca Marketplace [Archipelago Exchange] will conduct a Halt Auction pursuant to the applicable procedures set forth in subsection (f)(2) through (6) of this Rule.

(B) For Nasdaq securities and securities that are dually listed on both Nasdaq and listed on the Corporation whereby trading in a security is halted and thereafter scheduled to re-open at 12:55 pm (Pacific Time) or later, no Closing Auction will occur for that security. Instead, the NYSE Arca Marketplace [Archipelago Exchange] will conduct a Halt Auction pursuant to the applicable procedures set forth in subsection (f)(2) through (6) of this Rule.

(2) Publication of Indicative Match Price and Imbalances

(A) Immediately after trading is halted in a security, and updated real-time thereafter, the Indicative Match Price of the Trading Halt Auction and the volume available to trade at such price, shall be published via electronic means. If such a price does not exist, the NYSE Arca Marketplace [Archipelago Exchange] shall indicate via electronic means that an Indicative Match Price does not exist.

(B) – No change.

(C) If the difference between the Indicative Match Price and the last price prior to the trading halt, as determined by the Consolidated Tape, is equal to or greater than a pre-determined amount, as determined from time to time by the Corporation, the NYSE Arca Marketplace [Archipelago Exchange] will assign a "SIG" designator to such Indicative Match Price and publish such designator via electronic means.

(3) Reduction of Imbalances

(A) – No change.

(B) Primary Only Orders may be submitted to the NYSE Arca Marketplace [Archipelago Exchange] during a trading halt. Cleanup Orders are not eligible for execution in the Trading Halt Auction.

(C) – No change.

(D) Interaction with ITS

(i) – No change.

(ii) The NYSE Arca Marketplace [Archipelago Exchange] will treat any responses to a pre-opening indication as an Auction-Only Limit Order.

(E) – No change.

(4) – (5) – No change.

(6) After the completion of the Trading Halt Auction, the NYSE Arca Marketplace [Archipelago Exchange] will re-open for trading the previously halted security in accordance with Rule 7.

(g) – No change.

Order and Ranking Display

Rule 7.36

The NYSE Arca Marketplace [Archipelago Exchange] shall display to Users and other market participants all non-marketable limit orders in the Display Order Process. The NYSE Arca Marketplace [Archipelago Exchange] will also disseminate current consolidated quotations/last sale information, and such other market information as may be made available from time to time pursuant to agreement between the Corporation and other market centers.

(a) Ranking. Orders of Users shall be ranked and maintained in the Display Order Process and/or Working Order Process of the NYSE Arca Book according to price-time priority, such that within each price level, all orders shall be organized by the time of entry in the following manner.

(1) – (2) – No change.

(b) Display. Except as otherwise permitted by Rule 7.7, all orders at all price levels in the Display Order Process of the NYSE Arca Book shall be displayed to all Users and other market participants on an anonymous basis.

(c) Dissemination. The best-ranked displayed order(s) to buy and the best ranked displayed order(s) to sell in the NYSE Arca Book and the aggregate displayed size of such orders associated with such prices shall be collected and made available to quotation vendors for dissemination pursuant to the requirements of Rule 11Ac1-1 under the Exchange Act.

Order Execution

Rule 7.37

Subject to the restrictions on short sales under Rule 10a-1 under the Exchange Act, like-priced orders, bids and offers shall be matched for execution by following Steps 1 through 5 in this Rule; provided, however, for an execution to occur in any Order Process, the price must be equal to or better than the NBBO, unless the NYSE Arca Marketplace [Archipelago Exchange] has routed orders to away markets at the NBBO, where applicable (however, a User may submit a NOW Order or Primary Only Order that may be routed to an away market without consideration of the NBBO). This rule will not apply to designated order types including IOC, NOW, PNP, Passive Discretionary, Discretion Limit (except for exchange-listed securities), IOC Cross and PNP Cross orders in Nasdaq securities or securities that are subject to an exemption from the Commission under SEC Rule 11Aa3-2(f) to the trade-through provisions of the ITS Plan ("ITS Trade-Through Exempt Securities"). Orders in ITS Trade-Through Exempt Securities will be effected at a price no more than three cents (\$0.03) away from the best bid and offer quoted in CQS. Orders in Nasdaq securities designated as IOC, NOW, PNP, Passive Discretionary, Discretion Limit, IOC Cross and PNP Cross orders will be effected at a price no worse than the BBO pursuant to Rule 7.36 and the applicable provisions in this Rule.

(a) Step 1: Directed Order Process. Orders may be matched and executed in the Directed Order Process as follows:

(1) If a User submits a marketable Directed Order to the NYSE Arca Marketplace [Archipelago Exchange] and the User's Designated Market Maker has a standing instruction for a Directed Fill to the NYSE Arca Marketplace [Archipelago Exchange], the Directed Order shall be matched against the Directed Fill of the Designated Market Maker.

(2) If a User submits a marketable Directed Order to the NYSE Arca Marketplace [Archipelago Exchange] and the User's Designated Market Maker has not submitted an instruction for a Directed Fill, the Directed Order shall enter the Display Order Process, as described in subsection (b) of this Rule.

(3) – Directed Orders that are matched for execution against Directed Fills may be broken up by orders on the NYSE Arca Book if there is a displayed order on the NYSE Arca Book priced at or better than the matched order. In the event that the matched order is broken up, it will be handled as follows:

(i) – No change.

(ii) If the remaining balance of the matched order results in the User being unexecuted, the remaining balance of the order will be posted in the NYSE Arca Book.

(4) If a User submits any order other than a marketable Directed Order to the NYSE Arca Marketplace [Archipelago Exchange], the User's order immediately shall enter the Display Order Process, as described in subsection (b) of this Rule, without interacting with any Directed Fills.

(b) – No change.

(c) Step 4: Tracking Order Process. During Core Trading Hours only, orders may be matched and executed in the Tracking Order Process as follows: If an order has not been executed in its entirety pursuant to paragraphs (a) and (b) of this Rule, the NYSE Arca Marketplace [Archipelago Exchange] shall match and execute any remaining part of the order in the Tracking Order Process in price/time priority; provided, however, any portion of an order received from another market center or market participant shall be cancelled immediately.

Odd Lot Tracking Order Process.

(1) If the unfilled order is an odd lot, and there is an Odd Lot Dealer registered in that security, the order shall be matched in the Odd Lot Tracking Order Process against any OLTOS pursuant to the following rotation pattern.

Odd Lot Dealers who have submitted an instruction for the parameters of an Odd Lot Tracking Order will be assigned trades on a price/time rotating basis, such that within each price level, trades shall be assigned by the time the Odd Lot Dealers' instructions are received by the NYSE Arca Marketplace [Archipelago Exchange]. Within each price level, the first Odd Lot Dealer to send an instruction for an Odd Lot Tracking Order will be the first Odd Lot Dealer to be assigned a trade in the rotation process. For each order that enters the Odd Lot Tracking Order Process, the Odd Lot Tracking Order Process will rotate once through the Odd Lot Dealers in the rotation pattern. In each rotation, the Odd Lot Dealer will be responsible for one trade up to the Odd Lot Dealer's maximum tradeable size.

(2) If there is no Odd Lot Dealer registered in that security, the odd lot will be routed away pursuant to NYSE Arca Equities [PCXE] Rule 7.37(d).

(d) Step 5: Routing Away

(1) No change.

(2) If an order has not been executed in its entirety pursuant to paragraphs (a) through (c) of this Rule and it has not been designated as a Fill-or-Return, Fill-or-Return Plus Order or PNP Order, the order shall be routed for execution as follows:

(A)

(i) The order shall be routed, either in its entirety or as component orders, to another market center or market participant as a limit order:

(a) – (b) – No change.

The remaining portion of the order, if any, shall be ranked and displayed in the NYSE Arca Book in accordance with the terms of such order under Rule 7.36 and such order shall be eligible for execution under Rule 7.37.

(ii) – No change.

(B) The order that is routed away shall remain outside the NYSE Arca Marketplace [Archipelago Exchange] for a prescribed period of time and may be executed in whole or in part subject to the applicable trading rules of the relevant market center or market participant.

(i) While an order remains outside the NYSE Arca Marketplace [Archipelago Exchange], it shall have no time standing, relative to other orders received from Users at the same price which may be executed against the NYSE Arca Book.

(ii) Requests from Users to cancel their orders while the order is routed away to another market center or market participant and remains outside the NYSE Arca Marketplace [Archipelago Exchange] shall be processed, subject to the applicable trading rules of the relevant market center or market participant.

(C) Where an order or portion of an order is routed away and is not executed either in whole or in part at the other market center or market participant (i.e., all attempts at the fill are declined or timed-out), the order shall be ranked and displayed in the NYSE Arca Book in accordance with the terms of such order under Rule 7.36 and such order shall be eligible for execution under Rule 7.37.

Odd and Mixed Lots

Rule 7.38

(a) Order Types.

(1) Odd Lots. All odd lot orders submitted by Users to the NYSE Arca Marketplace [Archipelago Exchange] must be market orders or limit orders, where such orders are subject to no additional conditions (e.g., odd lot orders may not be Working Orders, Directed Orders, Directed Fills, Tracking Orders, etc.), provided, however, Odd Lot Dealers may submit OLTOS.

(2) Mixed Lots. Mixed lot orders submitted by Users to the NYSE Arca Marketplace [Archipelago Exchange] may be any order type supported by the NYSE Arca Marketplace [Archipelago Exchange].

(b) Ranking and Execution. Round lot, mixed lot and odd lot orders are treated in the same manner in the NYSE Arca Marketplace [Archipelago Exchange]; provided, however, the Tracking Order Process treats odd lot orders in a different manner from mixed lot and round lot orders.

(c) – No change.

Adjustment of Open Orders

Rule 7.39

The NYSE Arca Marketplace [Archipelago Exchange] will automatically adjust the price and/or size of round and odd lot Open Orders, as defined in NYSE Arca Equities [PCXE] Rule 7.31, in all NYSE Arca Marketplace [ArcaEx] eligible securities (unless instructed otherwise by the entering party) resident in the system in response to issuer corporate actions (i.e. dividend payment or distribution, stock split, mergers and acquisitions), as follows:

(a) – (e) – No change.

Trade Execution and Reporting

Rule 7.40

Executions occurring as a result of orders matched against the NYSE Arca Book shall be reported by the Corporation to an appropriate consolidated transaction reporting system. Executions occurring as a result of orders routed away from the NYSE Arca Marketplace [Archipelago Exchange] shall be reported to an appropriate consolidated transaction reporting system by the relevant reporting market center. The NYSE Arca Marketplace [Archipelago Exchange] shall promptly notify Users of all executions of their orders as soon as such executions take place.

Clearance and Settlement

Rule 7.41

(a) The details of each transaction executed within the NYSE Arca Marketplace [Archipelago Exchange] shall be automatically processed for clearance and settlement on a locked-in basis. ETP Holders need not separately report their transactions to the Corporation for trade comparison purposes. All transactions effected by a Sponsored Participant shall be cleared and settled, using the relevant Sponsoring ETP Holder's mnemonic (or its clearing firm's mnemonic as applicable).

(b) Except as provided herein, transactions executed on the NYSE Arca Marketplace [Archipelago Exchange] will be processed anonymously. The transaction reports will indicate the details of the transaction, but will not reveal contra party identities. The anonymity process is not available for Directed Orders.

(c) The NYSE Arca Marketplace [Archipelago Exchange] will reveal the identity of an ETP Holder or ETP Holder's clearing firm in the following circumstances:

(1) – (3) – No change.

(d) The NYSE Arca Marketplace [Archipelago Exchange] will reveal to an ETP Holder, no later than the end of the day on the date an anonymous trade was executed, when that ETP Holder submits an order that has executed against an order submitted by that same ETP Holder.

(e) In order to satisfy the ETP Holder's record keeping obligations under SEC Rules 17a-3(a)(1) and 17a-4(a), (i) the NYSE Arca Marketplace [Archipelago Exchange] shall, with the exception of those circumstances described below in (ii), retain for the period specified in Rule 17a-4(a) the identity of each ETP Holder that executes an anonymous transaction described in paragraph (b) of this rule, and (ii) ETP Holders shall retain the obligation to comply with SEC Rules 17-3(a)(1) and 17-4(a) whenever they possess the identity of their contra party. In either case, the information shall be retained in its original form or a form approved under Rule 17a-6.

Limitation of Liability

Rule 7.42

(a) Neither the Corporation, any affiliate of the Corporation, NYSE Arca [Archipelago Exchange], L.L.C., nor any affiliate of the NYSE Arca [Archipelago Exchange], L.L.C., shall be liable to Users for any loss, damages, claim or expense:

(1) growing out of the use or enjoyment of the NYSE Arca Marketplace [Archipelago Exchange]; or

(2) arising from or occasioned by any inaccuracy, error or delay in, or omission of or from the collection, calculation, compilation, maintenance, reporting or dissemination of any information derived from the NYSE Arca Marketplace [Archipelago Exchange], resulting either from any act or omission by the Corporation, any affiliate of the Corporation, NYSE Arca [Archipelago Exchange], L.L.C., or any affiliate of NYSE Arca [Archipelago Exchange], L.L.C., or from any act condition or cause beyond the reasonable control of the Corporation, any affiliate of the Corporation, NYSE Arca [Archipelago Exchange], L.L.C., or any affiliate of NYSE Arca [Archipelago Exchange], L.L.C., including, but not limited to, flood, extraordinary weather conditions, earthquake or other acts of God, fire, war, insurrection, riot, labor dispute, accident, action of government, communications or power failure, or equipment or software malfunction.

(b) Each ETP Holder expressly agrees, in consideration of the issuance of the ETP, to release and discharge the Corporation, any affiliate of the Corporation, NYSE Arca [Archipelago Exchange], L.L.C., and any affiliate of the NYSE Arca [Archipelago Exchange], L.L.C., and any officers, directors, employees and agents thereof, of and from all claims and damages arising from their acceptance and use of the NYSE Arca Marketplace [Archipelago Exchange].

(c) Neither the Corporation, any affiliate of the Corporation, NYSE Arca [Archipelago Exchange], L.L.C., nor any affiliate of the NYSE Arca [Archipelago Exchange], L.L.C., makes

any express or implied warranties or conditions to Users as to results that any person or party may obtain from the NYSE Arca Marketplace [Archipelago Exchange] for trading or for any other purpose, and all warranties of merchantability or fitness for a particular purpose or use, title, and non-infringement with respect to the NYSE Arca Marketplace [Archipelago Exchange] are hereby disclaimed.

* * *

Section 5. Intermarket Trading System Plan

Definitions

Rule 7.55

(a) – No change.

Intermarket Trading System Application

(b) Provisions of the Plan. The Corporation has agreed to comply to the best of its ability, and, absent reasonable justification or excuse, to enforce compliance by its ETP Holders with the provisions of the Plan. In this connection, the following shall apply:

Intermarket Trading System (ITS)

(1) – (3) – No change.

(4) The ETP Holder who made the bid or offer which is sought by a commitment to trade received through ITS shall accept such commitment to trade, via the facilities of the Corporation, up to the amount of the bid or offer if the bid or offer is still available when the commitment to trade is received by such ETP Holder, via the facilities of the Corporation, unless acceptance is precluded by the Rules of the Corporation. In the event that the bid or offer which is sought by a commitment to trade is no longer available through the facilities of the Corporation when the commitment is received, but a new bid or offer is available through the facilities of the Corporation which would enable the commitment to trade to be executed at a price which is more favorable than the price specified in such commitment, then the ETP Holder who made the bid or offer shall accept, via the facilities of the Corporation, such commitment at the price, and up to the amount of, the new bid or offer, unless acceptance is precluded by the Rules of the Corporation. An incoming commitment received during the time a trade-through complaint against the away market is outstanding is presumed to relate to the outstanding ITS complaint. Such incoming commitment will be matched with the bid or offer traded through at the price of the bid or offer residing in the NYSE Arca [ArcaEx] book. The presumption in this rule shall have no bearing on the resolution of the ITS complaint.

(5) – (9) – No change.

* * *

Compliance with Two-Sided Quote Requirement in ITS Plan

Rule 7.58 Archipelago Securities, LLC will enter two-sided orders in all stocks eligible for trading on the NYSE Arca Marketplace [Archipelago Exchange] for purposes of fulfilling the two-sided quote requirement found in section 6(a)(i)(B) of the ITS Plan. The quote parameters for these purposes will be buy orders at \$0.01 and sell orders priced at two times the previous day's close for the particular security, or, if required due to technology considerations, orders priced as near as possible to the parameters above.

* * *

Approval

Rule 7.63

(a) The Corporation may, subject to the following conditions and provisions, permit a "Special Offering" as defined hereinafter, to be made through the facilities of the Corporation, provided that the Corporation shall have determined that the regular market on the facilities of the Corporation cannot, within a reasonable time and at a reasonable price or prices, absorb the particular block of stock which is to be the subject of such Special Offering. In making such determination the following factors may be taken into consideration:

(1) – (2) – No change.

(3) The existing condition of the NYSE Arca Book with respect to such stock;

(4) – (5) – No change.

Except in special circumstances a "Special Offering" will not be permitted unless the offering involves at least 1,000 shares of stock or shares having an aggregate market value of \$25,000, whichever is greater.

(b) – (s) – No change.

* * *

Exchange Distributions

Rule 7.64

(a) – (d) – No change.

(e) Approval Required. An "Exchange Distribution" may be made only with the prior approval of the Corporation. Such a Distribution shall not be approved unless the Corporation shall have determined that the regular market on the facilities of the Corporation cannot, within a reasonable time and at a reasonable price or prices, otherwise absorb the block of securities which is to be the subject of the "Exchange Distribution." In making such determination, the following factors may be taken into consideration:

(1) – (2) – No change.

(3) The existing conditions of the NYSE Arca Book with respect to such security;

(4) - (5) – No change.

(f) – (h) – No change.

* * *

Portfolio Crossing Service

Rule 7.65

(a) Applicability and Definitions

The provisions in Rule 7.65 shall apply to (i) all transactions through the Corporation's "Portfolio Crossing Service" (as this Rule defines that term) and (ii) the handling of orders, and the conduct of accounts and other matters, relating to trading through that facility.

(1) *Applicability of Other NYSE Arca Equities [PCXE] Rules.* As modified by this Rule 7.65, all other Corporation Rules shall also apply to trading occurring on the Exchange's Portfolio Crossing Service, except that the following shall not so apply:

(a) – (j) – No change.

(2) – No change.

(3) Hours of Operation. The Portfolio Crossing Service will be open and will accept PCS Orders (as defined in paragraph (4) below) during any day when the Corporation is open for business and at any time the NYSE Arca Marketplace [Archipelago Exchange] is accepting orders during one of the trading sessions defined by NYSE Arca Equities [PCXE] Rule 7.34(a).

(4) Definitions. As used in this Rule 7.65 and other Rules in their application to the Portfolio Crossing Service, the following terms shall have the meanings specified below:

(a) The term "PCS Order" means an order to buy or sell a group of securities, which group includes no fewer than 15 securities having a total market value of \$1 million or more. Each

individual component of a PCS Order will resemble a Cross Order, as defined by NYSE Arca Equities [PCXE] Rule 7.31(s), but must also include a unique basket number identifying it as a PCS Order eligible for entry into the Corporation's Portfolio Crossing Service.

(b) – No change.

(b) – (c) – No change.

(d) *Transactions*

(1) Executions. PCS Orders entered into the Portfolio Crossing Service during the course of any trading day shall be held by the Corporation until at least one minute after the close of the late trading session on the NYSE Arca Marketplace [Archipelago Exchange], as defined by NYSE Arca Equities [PCXE] Rule 7.34(a). Portfolio Crossing Service executions will occur beginning at 5:01 p.m. Pacific Time and in no event later than 8:59 p.m. Pacific Time.

(2) – (3) – No change.

(e) – No change.

(f) *Impact of Trading Halts*

Notwithstanding a trading halt in any security (other than a trading halt pursuant to NYSE Arca [PCXE] Rule 7.12 (Trading Halts Due to Extraordinary Market Volatility) or suspension of trading pursuant to NYSE Arca [PCXE] Rule 7.13) or a corporate development, ETP Holders may enter PCS Orders into the Portfolio Crossing Service.

Rule 8

TRADING OF CERTAIN EQUITY DERIVATIVES

* * *

Section 2. Portfolio Depositary Receipts

Portfolio Depositary Receipts

Rule 8.100

(a) – (e) – No change.

Commentary:

.01 The Corporation may approve a series of Portfolio Depositary Receipts for trading (including pursuant to unlisted trading privileges) pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided each of the following criteria is satisfied:

(a) – No change.

(b) *Index Methodology and Calculation.*

(1) – (2) – No change.

(3) The current index value will be widely disseminated by one or more major market data vendors at least every 15 seconds during the time the Portfolio Depositary Receipt trades on the NYSE Arca Marketplace [Archipelago Exchange]. During any period when the official index value does not change, then the last official calculated index value must remain available.

(c) – (g) – No change.

* * *

Commodity-Based Trust Shares

Rule 8.201

(a) – (f) – No change.

(g) Information Barrier. An ETP Holder acting as a registered Market Maker in Commodity-Based Trust Shares is obligated to comply with NYSE Arca Equities [PCXE] Rule 7.26 pertaining to limitations on dealings when such Market Maker, or affiliate of such Market Maker, engages in Other Business Activities. For purposes of Commodity-Based Trust Shares only, Other Business Activities shall include trading in an underlying commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives.

(h) – (i) – No change.

Commentary:

.01 - .02 – No change.

.03 Transactions in Commodity-Based Trust Shares will occur during the trading hours specified in NYSE Arca Equities [PCXE] Rule 7.34.

.04 – No change.

Currency Trust Shares

Rule 8.202

(a) – (f) – No change.

(g) Information Barrier. An ETP Holder acting as a registered Market Maker or Market Maker Authorized Trader in Currency Trust Shares is obligated to comply with NYSE Arca Equities [PCXE] Rule 7.26 pertaining to limitations on dealings when such Market Maker or Market Maker Authorized Trader, or affiliate of such persons, engages in Other Business Activities. For purposes of Currency Trust Shares only, Other Business Activities shall include trading in the applicable non-U.S. currency, options, futures or options on futures on such currency, or any other derivatives based on such currency.

(h) – (i) – No change.

Commentary:

.01 – .02 – No change.

.03 Transactions in Currency Trust Shares will occur during the trading hours specified in NYSE Arca Equities [PCXE] Rule 7.34.

.04 – No change.

Rule 9

CONDUCTING BUSINESS WITH THE PUBLIC

Section 1. Conducting Business with the Public

* * *

Doing a Public Business in Options

Rule 9.18

Rule 9.18 shall be applicable to ETP Holders transacting business with the public in option contracts issued by the Options Clearing Corporation. Except to the extent that specific provisions of Rule 9.18 govern, or unless the context otherwise requires, the provisions of all other sections of this Rule shall be applicable to the conduct of accounts.

(a) – No change.

(b) Opening of Accounts

No ETP Holder shall accept an order from a customer for the purchase or sale (writing) of an option contract unless the customer's account has been approved for options trading in accordance with the provisions of Rule 9.18.

(1) – (2) – No change.

(3) Account Agreement --Within 15 days after a customer's account has been approved for options transactions an ETP Holder shall obtain from the customer a written agreement that (A) the customer is aware of and agrees to be bound by the Rules of the Corporation and the NYSE Arca [PCX] Parent applicable to the trading of option contracts and the Rules of the Options Clearing Corporation and (B) the customer agrees not to violate, either alone or in concert with others, the position limits or the exercise limits established by the NYSE Arca [PCX] Parent.

(4) – (6) – No change.

(c) – (m) – No change.

* * *

Transactions for Public Customers

Rule 9.20(a)

Where an ETP Holder is doing business with the public in accordance with these Rules and is also associated with a Market Maker, such ETP Holder shall file such reports as the Corporation may require of transactions for customers in classes of option contracts to which such Market Maker has been appointed pursuant to NYSE Arca [PCX] Parent Rule 6.35.

* * *

Refer to NYSE Arca [Pacific Exchange]

Rule 9.22(b)

Advertisements by ETP Holders for insertion in local papers or other media should refer to the NYSE Arca Marketplace [Archipelago Exchange], a facility of NYSE Arca [PCX] Equities, Inc. and the NYSE Arca [Pacific Exchange], Inc., when reference is made to membership in any securities exchange.

* * *

Rule 10

DISCIPLINARY PROCEEDINGS, OTHER HEARINGS, AND APPEALS

* * *

Investigations and Regulatory Cooperation

Rule 10.2 (a) The Corporation's Chief Regulatory Officer and his or her delegees will function independently of the commercial interests of the Corporation and the commercial interests of the ETP Holders and the Chief Regulatory Officer or his or her delegees will have the discretion to investigate, and will investigate, possible violations within the disciplinary jurisdiction of the Corporation. The Regulatory Staff may consult as necessary with the NYSE Arca [PCX] Parent Regulatory Staff. No member of the Board of Directors or non-Regulatory Staff may interfere with or attempt to influence the process or resolution of any pending investigation or disciplinary proceeding.

(b) – (f) – No change.

Ex-Parte Communications

Rule 10.3 (a) Prohibited Communications. Unless on adequate notice and reasonable opportunity for all parties to participate:

(1) No person who is a subject of a pending investigation by the Corporation ("Subject") or a Respondent in a pending disciplinary proceeding, or counsel for or a representative of the Subject or the Respondent, or any interested Corporation staff, with knowledge of a pending investigation or disciplinary proceeding, may make or knowingly cause to be made an ex parte communication, as defined below, relevant to the facts or allegations of the investigation or the disciplinary proceeding to: (a) a member of the Board of Directors; (b) a person who advises the Board of Directors; (c) any member of the Corporation's Regulatory Staff that is not participating in the resolution of the investigation or the disciplinary proceeding; (d) a member of the Business Conduct Committee or Board Appeals Committee; or (e) a member of the NYSE Arca [PCX] Board of Governors.

(2) No person who is a member of the Business Conduct Committee or Conduct Panel with knowledge of a pending investigation or disciplinary proceeding, or any interested Corporation staff, may make or knowingly cause to be made an ex parte communication, as defined below, relevant to the facts or allegations of the investigation or the disciplinary proceeding to: (a) a member of the Board of Directors; (b) a person who advises the Board of Directors; (c) any member of the Corporation's Regulatory Staff; (d) the Subject of a pending investigation by the Corporation or a Respondent in a pending disciplinary proceeding, or counsel for or a representative of the Subject or the Respondent; or (e) a member of the NYSE Arca [PCX] Board of Governors.

(3) No person who is a member of the Board of Directors, or any person who advises the Board of Directors, or any interested Corporation staff, with knowledge of a pending investigation or disciplinary proceeding, may knowingly make or cause to be made an ex parte communication, as defined below, relevant to the facts or allegations of the investigation or the disciplinary proceeding to: (a) any member of the Corporation's Regulatory Staff; (b) the Subject of a pending investigation by the Corporation or a Respondent in a pending disciplinary proceeding,

or counsel for or a representative of the Subject or the Respondent; (c) a member of the Business Conduct Committee; or (d) a member of the NYSE Arca [PCX] Parent Board of Governors.

(b) – (e) – No change.

* * *

Offers of Settlement

Rule 10.6

(a) When Offer Allowed; No Stay of Proceeding

(1) A Respondent, as defined in NYSE Arca Equities [PCXE] Rule 10.4, who is notified that a matter has been referred to the Department of Enforcement of the Exchange against him or her may propose in writing to the Department of Enforcement of the Exchange an offer of settlement at any time.

(2) If a Respondent proposes an offer of settlement after a hearing on the merits has begun, the making of an offer of settlement shall not stay the proceeding, unless otherwise decided by the Conduct Panel as defined in NYSE Arca Equities [PCXE] Rule 10.5(a).

(b) – (c) – No change.

(d) Waiver

If a Respondent submits an offer of settlement, by the submission thereof, such Respondent expressly waives:

(1) – (2) – No change.

(3) any right of such Respondent to claim that a person or body violated the ex parte prohibitions of NYSE Arca Equities [PCXE] Rule 10.3, in connection with such person's or body's participation in discussions regarding the terms and conditions of the offer of settlement and the decision, or other consideration of the offer of settlement and decision, including acceptance or rejection of such offer of settlement and decision.

(e) – (j) – No change.

(k) Review of Final Disciplinary Actions

(1) The BCC and the Board Appeals Committee, as defined in NYSE Arca Equities [PCXE] Rule 3.3(a)(1), shall review each quarter final disciplinary actions pursuant to Rule 10.6(g) in order to provide the Department of Enforcement and the General Counsel of the Exchange with guidance related to future settlement practices and sanction amounts.

(2) – No change.

* * *

Review

Rule 10.8(a) – (b) – No change.

(c) Either the Complainant or the Respondent may request a review of the decision of the Review Board by the NYSE Arca [PCX] Board of Governors within fifteen (15) calendar days after service of notice of a decision made pursuant to Rule 10.8(b). Such petition shall be in writing and shall specify the findings and conclusions to which exceptions are taken together with reasons for such exceptions. Any objections to a decision not specified by written exception shall be considered to have been abandoned. Respondent shall submit a filing fee of five hundred dollars (\$500) with its request for review. The NYSE Arca [PCX] Board of Governors may waive such filing fee upon a showing of hardship or other compelling reason. If the decision is overruled in whole, the filing fee shall be refunded. If the decision is overruled in part as a result of Respondent's request for review, refund of the filing fee, or any portion thereof, shall be in the discretion of the NYSE Arca [PCX] Board of Governors.

(d) The NYSE Arca [PCX] Board of Governors may, on its own initiative, order review of a decision made by the Review Board within 30 days after notice of the decision has been served on the Respondent. If the NYSE Arca [PCX] Board of Governors does not order review of a decision of the Review Board, the decision of the Review Board shall become final.

(e) – No change.

* * *

Minor Rule Plan

Rule 10.12(a) – (c) – No change.

(d) If a person or organization that has been fined pursuant to this Rule pays the fine, such payment shall be deemed a waiver of any right to a disciplinary proceeding under Rule 10.11 and of any right to review of the matter by the Business Conduct Committee, Board Appeals Committee, or the NYSE Arca [PCX] Board of Governors.

(e) – (i) – No change.

Hearings and Review of Decisions by the Corporation

Rule 10.13(a) – (j) – No change.

(k) Petition. The decision of the Hearing Panel shall be subject to review by the NYSE Arca [PCX] Board of Governors either on its own motion within thirty (30) calendar days after issuance, upon written request submitted by the applicant, by the Chief Executive Officer of the Corporation, or by the Chairperson of the committee whose action was subject to the prior review, within fifteen (15) calendar days after issuance of the decision. Such petition shall be in writing and shall specify the findings and conclusions to which exceptions are taken together with the reasons for such exceptions. Only written exceptions shall be considered. The NYSE Arca [PCX] Board of Governors, or committee of the NYSE Arca [PCX] Board of Governors, shall have sole discretion to allow oral argument.

(l) – No change.

(m) Extension of Time. Any time limits imposed under this Rule for the submission of answers, petition or other materials may be extended by permission of the Secretary of the Corporation. All papers and documents relating to review by the Board Appeals Committee, the NYSE Arca [PCX] Board of Governors, or its designated committee, must be submitted to the Secretary of the Corporation.

* * *

Rule 14

PLAN OF DELEGATIONS OF FUNCTIONS BY THE NYSE ARCA [PACIFIC EXCHANGE], INC. TO NYSE ARCA EQUITIES [PCX EQUITIES], INC.

NYSE Arca [Pacific Exchange], Inc.

Rule 14.1 The NYSE Arca [Pacific Exchange] Inc. ("NYSE Arca [PCX]"), the registered national securities exchange, is the parent company of the wholly-owned subsidiary NYSE Arca [PCX] Equities Inc. ("NYSE Arca [PCX] Equities). The term "Exchange" shall refer to the NYSE Arca [PCX] and NYSE Arca [PCX] Equities collectively.

(a) Functions and Authority of the NYSE Arca [PCX]. The NYSE Arca [PCX] shall have ultimate responsibility for the rules and regulations of the Exchange and its operation and administration. As set forth below in Rule 14.2(a), the NYSE Arca [PCX] has delegated certain authority and functions to NYSE Arca [PCX] Equities. Actions taken pursuant to delegated authority, however, remain subject to review, ratification or rejection by the NYSE Arca [PCX] Board of Governors ("NYSE Arca [PCX] Board") in accordance with procedures established by that Board. Any function or responsibility as a registered national securities exchange under the Securities Exchange Act of 1934 ("Act"), or as set forth in the Certificate of Incorporation, the Constitution or the NYSE Arca [PCX] Rules is hereby reserved, except as expressly delegated to NYSE Arca [PCX] Equities. In addition, the NYSE Arca [PCX] expressly retains the following authority and functions:

(1) – No change.

(2) To delegate authority to NYSE Arca [PCX] Equities to take actions on behalf of the NYSE Arca [PCX].

(3) In the NYSE Arca [PCX]'s role as the sole shareholder of NYSE Arca [PCX] Equities, to elect the Board of Directors of the NYSE Arca [PCX] Equities ("NYSE Arca [PCX] Equities Board") pursuant to a shareholder agreement.

(4) To review the rulemaking and disciplinary decisions of NYSE Arca [PCX] Equities (See Rule 14.2(b) below).

(5) To coordinate actions of the NYSE Arca [PCX] Equities Board as necessary.

(6) To administer common overhead and technology of NYSE Arca [PCX] Equities and NYSE Arca [PCX].

(7) – No change.

(8) To direct NYSE Arca [PCX] Equities to take action necessary to effectuate the purposes and functions of the Exchange.

(9) To take action in an area of responsibility delegated to NYSE Arca [PCX] Equities in Rule 14.2(a).

(b) Access to and Status of Officers, Directors, Employees, Books, Records, and Premises of NYSE Arca [PCX] Equities. Notwithstanding the delegation of authority to NYSE Arca [PCX] Equities, as set forth in Rule 14.2(a) below, the staff, books, records, premises, officers, directors, employees and agents of the NYSE Arca [PCX] Equities are subject to the oversight of the NYSE Arca [PCX] pursuant to the Act, and all officers, directors, employees, and agents of NYSE Arca [PCX] Equities are officers, directors, employees, and agents of the NYSE Arca [PCX] for purposes of the Act. The books and records of NYSE Arca [PCX] Equities shall be subject at all times to inspection and copying by the NYSE Arca [PCX].

NYSE Arca [PCX] Equities, Inc. (“NYSE Arca [PCX] Equities”)

Rule 14.2(a) Delegation of Functions and Authority.

(1) Subject to Rule 14.1(a)(9), the NYSE Arca [PCX] hereby delegates to NYSE Arca [PCX] Equities and its subsidiary Pacific Clearing Corporation and NYSE Arca [PCX] Equities assumes the following responsibilities and functions with respect to the equities business of the Exchange:

(A) – No change.

(B) To determine regulatory and trading policies, including the development and adoption of

necessary or appropriate rule changes, relating to the business conduct and trading activities of ETP Holders and associated persons. This includes, but is not limited to,

(i) – (iii) – No change.

(iv) clearance and settlement of securities transactions and other financial responsibility and operational matters affecting ETP Holders, and associated persons in general and securities traded on NYSE Arca [PCX] Equities;

(v) administration, interpretation, and enforcement of NYSE Arca [PCX] Equities rules; and

(vi) administration and enforcement of the federal securities laws, and other laws, rules and regulations that NYSE Arca [PCX] Equities has the authority to administer or enforce.

(C) To take necessary or appropriate action to assure compliance with the Rules and procedures of NYSE Arca [PCX] Equities, the federal securities laws, and other laws, rules and regulations that the NYSE Arca [PCX] Equities has the authority to administer or enforce, through examination, surveillance, investigation, enforcement, disciplinary, and other programs.

(D) To administer programs and systems for the surveillance and enforcement of rules governing ETP Holders and associated persons' conduct and trading activities on NYSE Arca [PCX] Equities.

(E) To examine and investigate ETP Holders and associated persons to determine if they have violated the Rules or procedures of NYSE Arca [PCX] Equities, the federal securities laws, and other laws, rules, and regulations that the Exchange has the authority to administer, interpret, or enforce.

(F) To administer the NYSE Arca [PCX] Equities' disciplinary programs, including investigations, adjudication of cases, and the imposition of fines and other sanctions.

(G) – No change.

(H) To determine whether ETP Holder applicants have met the requirements established by NYSE Arca [PCX] Equities for holding an ETP.

(I) To determine whether persons seeking to register as associated persons of ETP Holders have met such qualifications for registration as may be established by NYSE Arca [PCX] Equities, including whether statutorily disqualified persons will be permitted to associate with particular ETP Holders and the conditions of such association.

(J) – No change.

(K) To establish and assess fees and other charges on ETP Holders, associated persons, issuers and others using the products, services or facilities of NYSE Arca [PCX] Equities.

(L) To oversee the operation of the trading facilities of NYSE Arca [PCX] Equities.

(M) – (N) – No change.

(O) To develop and adopt rule changes applicable to the collection, processing, and dissemination of quotation and transaction information for securities traded on NYSE Arca [PCX] Equities.

(P) To develop and adopt Rules, interpretations, policies, and procedures and provide exemptions to maintain and enhance the integrity, fairness, efficiency, and competitiveness of NYSE Arca [PCX] Equities.

(Q) To administer the Exchange's involvement in National Market System Plans related to NYSE Arca [PCX] Equities.

(R) To develop, adopt, administer and enforce policies and Rules of NYSE Arca [PCX] Equities governing listing standards applicable to securities traded on NYSE Arca [PCX] Equities and the issuers of those securities.

(S) To manage external relations on matters related to enforcement, regulatory and other policy issues as well as on matters related to trading on, and the operation and functions of, NYSE Arca [PCX] Equities with Congress, the Securities and Exchange Commission, state regulators, other self-regulatory organizations, business groups, and the public.

(T) To establish the annual budget and business plan for NYSE Arca [PCX] Equities.

(U) To determine the allocation of NYSE Arca [PCX] Equities resources.

(2) All action taken pursuant to authority delegated pursuant to (1) shall be subject to the review, ratification, or rejection by the NYSE Arca [PCX] Board in accordance with procedures established by the NYSE Arca [PCX] Board.

(b) Rule Filings. The NYSE Arca [PCX] Board shall review and ratify a rule change adopted by the NYSE Arca [PCX] Equities Board before the rule change becomes a final action of the Exchange.

(c) Supplemental Delegation Regarding Management and Committees. The NYSE Arca [PCX] Equities Board may designate the Chief Executive Officer, another designated officer or one or more committees and delegate to such person or committee such powers and authority, as necessary and appropriate, to act on behalf of the NYSE Arca [PCX] Equities Board in carrying out the functions and authority delegated to NYSE Arca [PCX] Equities by the NYSE Arca [PCX]. Such delegations shall be in conformance with law and the Bylaws and Rules of NYSE Arca [PCX] Equities. Any action taken by a NYSE Arca [PCX] Equities officer or committee pursuant to delegated authority shall be subject to review, ratification or rejection by the NYSE

Arca [PCX] Equities Board in accordance with procedures established by the NYSE Arca [PCX] Equities Board.

NYSE Arca [Archipelago Exchange], L.L.C. and Archipelago Holdings, Inc.

Rule 14.3(a) Access to and Status of Books, Records, Premises, Officers, Directors, Agents and Employees of NYSE Arca [Archipelago Exchange], L.L.C. and Wave Securities, L.L.C. The books, records, premises, officers, directors, agents and employees of NYSE Arca [Archipelago Exchange], L.L.C. and its broker-dealer affiliate, Wave Securities, L.L.C. ("WAVE"), to the extent that those business activities of WAVE are deemed a facility of NYSE Arca [PCX] Equities, shall be deemed to be the books, records, premises, officers, directors, agents and employees of NYSE Arca [PCX] and NYSE Arca [PCX] Equities for purposes of and subject to oversight pursuant to the Securities Exchange Act. The books and records of NYSE Arca [Archipelago Exchange], L.L.C. and WAVE, to the extent that those business activities of WAVE are deemed a facility of NYSE Arca [PCX] Equities, shall be subject at all times to inspection and copying by the NYSE Arca [PCX], NYSE Arca [PCX] Equities and the SEC.

(b) Access to and Status of Officers and Directors of Archipelago Holdings, Inc. All officers and directors of Archipelago Holdings, Inc., shall be deemed to be officers and directors of NYSE Arca [PCX] and NYSE Arca [PCX] Equities for purposes of and subject to oversight pursuant to the Securities Exchange Act.

(c) – No change.

(d) Location of Books and Records. NYSE Arca [Archipelago Exchange], L.L.C. and Archipelago Holdings, Inc. must maintain all books and records related to the NYSE Arca Marketplace [Archipelago Exchange] within the United States.

(e) Confidentiality Requirements. The officers and directors of Archipelago Holdings, Inc. shall establish and maintain procedures and internal controls reasonably designed to adequately restrict the flow of confidential and proprietary information between NYSE Arca [PCX] (including the facilities of NYSE Arca [PCX] Equities) and the functions of WAVE that are not regulated as facilities of NYSE Arca [PCX] Equities. In addition, NYSE Arca [PCX] and NYSE Arca [PCX] Equities shall establish and maintain procedures and internal controls reasonably designed to adequately restrict the flow of confidential and proprietary information between the NYSE Arca Marketplace [Archipelago Exchange] facility (including the functions of WAVE that are deemed a facility of NYSE Arca [PCX] Equities) and the functions of WAVE as an introducing broker/residual electronic communication network.

(f) Notwithstanding paragraph (e), NYSE Arca [PCX], NYSE Arca [PCX] Equities or NYSE Arca [Archipelago Exchange], L.L.C. may furnish to WAVE the same information on the same terms that NYSE Arca [PCX], NYSE Arca [PCX] Equities or NYSE Arca [Archipelago Exchange], L.L.C. makes available in the normal course of business to any other ETP Holder or Sponsored Participant.

* * *

EXHIBIT 5E

**CERTIFICATE OF INCORPORATION OF NYSE ARCA [PCX] EQUITIES, INC. (A
Delaware corporation)**

1. The name of the Corporation is: NYSE ARCA [PCX] EQUITIES, INC.

2. – 7. – No change.

8. The approval of either (x) a majority of the directors constituting the Board of Directors (if, and only if, such majority includes a director who is the current CEO of the NYSE Arca [Pacific Exchange], Inc.) or (y) the holders of a majority of the outstanding shares of the Corporation shall be required for the actions set forth in this section. Approval pursuant to clause (y) may be given by vote of the stockholders at a special or annual meeting or by written consent in lieu of a meeting, in accordance with the bylaws of the Corporation.

(a) The NYSE Arca [PCX] Equities, Inc. Board of Directors will set appropriate limits for authorization of capital and other expenditures consistent with overall corporate policies;

(b) – (h) – No change.

9. In furtherance and not in limitation of the powers conferred by statute, and subject to the limitations set forth in Article 8, the Board of Directors is expressly authorized to adopt the bylaws and the rules of the Corporation and to amend or repeal any provision thereof subject to such conditions as the bylaws or rules may provide; except a provision adopted by the stockholders and declared as part of such adoption to be amendable or repealable only by the stockholders. Notwithstanding the foregoing, in order to become effective, each proposed rule and rule amendment shall require the approval of the Board of Governors of the NYSE Arca [Pacific Exchange], Inc. in its capacity as a registered exchange bearing ultimate responsibility for the self-regulation of the Corporation.

10. – 15. – No change.

* * *

EXHIBIT 5F

NYSE ARCA [PCX] EQUITIES, INC. BYLAWS

* * *

ARTICLE III BOARD OF DIRECTORS

* * *

Sec. 3.02 Number; Election; Qualification; Term; Nomination

(a) – (d) – No change.

(e) The Board of Directors shall nominate directors for election at the annual meeting of stockholders. Such nominations shall comply with the Rules of the Corporation and Section 3.02(a) above. A ten (10) member Board of Directors shall include two (2) nominees of the ETP/Equity ASAP Nominating Committee, five (5) persons from the public (including at least three (3) from the Board of Governors of the NYSE Arca [Pacific Exchange], Inc.), one individual from a firm employing an ETP or Equity ASAP holder (which individual shall be serving concurrently on the Board of Governors of the NYSE Arca [Pacific Exchange], Inc.), the chief executive officer of the NYSE Arca [Pacific Exchange], Inc. and the current President of the Corporation (unless the President has notified the Corporation of his or her intention to resign or retire, in which case, the designated successor-President shall be nominated.)

* * *

ARTICLE VIII INDEMNIFICATION; TRANSACTIONS WITH INTERESTED PERSONS

* * *

Sec. 8.02 Transactions with Interested Persons.

No contract or transaction between the Corporation and any of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which any of its directors or officers is a director or officer or has a financial interest, shall be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof at which the contract or transaction is authorized or solely because his or her vote is counted for such purpose, if—

(a) – (c) – No change.

This Section 8.02 shall not apply to any contract or transaction between the Corporation and the NYSE Arca [Pacific Exchange], Inc.

* * *

EXHIBIT 5G

OPTIONS FLOOR PROCEDURE ADVICES

* * *

Conduct of Market Makers

B-8, Subject: Trading in Dually Listed Options

To facilitate the public order flow in options classes "dually listed" with the NYSE Arca [Pacific Exchange] and one or more other national securities exchanges and to guard against Market Maker violations of SEC and NYSE Arca [PCX] provisions relating to "occasional investment account transactions" (Rule 15c3-1 under the Securities Exchange Act of 1934 --the "Net Capital Rule"), Market Makers must (1) announce proposed transactions in dually listed option classes, and (2) determine the market conditions for completing such transactions on the NYSE Arca [PCX] Options Trading Floor, before effecting, or attempting to effect, the transactions elsewhere.

A Market Maker or Floor Broker handling an order for a Market Maker while on the Floor, must adhere to the provisions set forth above and present the order to the OBO for time-stamping and initialing, before attempting to effect the transaction elsewhere.

Transactions effected or attempted to be effected elsewhere, where the order tickets do not indicate NYSE Arca [PCX] representation, will be deemed to be in violation of this Advice and subject the OTP Holder or OTP Firm to disciplinary action.

* * *

EXHIBIT 5H

AMENDED AND RESTATED BYLAWS OF ARCHIPELAGO HOLDINGS, INC.

* * *

ARTICLE VI

Miscellaneous

Section 6.1 – Section 6.7 – No change.

Section 6.8 Amendment of Bylaws; Status of the FSA; OTP Holders.

(a) – No change.

(b) Notwithstanding paragraph (a) of this Section 6.8, before any amendment to these bylaws shall be effective, such amendment shall be submitted to the Board of Directors of NYSE Arca, [Pacific Exchange,] Inc. (“NYSE Arca [PCX]”) and if such Board shall determine that the same is required, under Section 19 of the Exchange Act and the rules promulgated thereunder, to be filed with, or filed with and approved by, the Securities and Exchange Commission before such amendment may be effective under Section 19 of the Exchange Act and the rules promulgated thereunder, then such amendment shall not be effective until filed with, or filed with and approved by, the Securities and Exchange Commission, as the case may be.

(c) The Corporation shall not take any action, and shall not permit any of its Subsidiaries to take any action, that (i) causes NYSE Arca [Archipelago Exchange], L.L.C. (“NYSE Arca Marketplace [ArcaEx]”) to cease to be a Facility (as defined in the certificate of incorporation) of NYSE Arca [PCX] and NYSE Arca [PCX] Equities, Inc. (“NYSE Arca [PCX] Equities”) or (ii) causes the Amended and Restated Facility Services Agreement, dated as of March 22, 2002, among Archipelago Holdings, L.L.C., PCX and PCX Equities, as it may be amended from time to time (“FSA”) to cease to be in full force and effect, unless each of paragraphs (C)(3)(y), (D)(2), (D)(2)(a) and (H)(3) of Article FOURTH, the third paragraph of Article EIGHTH, the penultimate paragraph of Article TENTH, Article THIRTEENTH, Article FOURTEENTH, Article FIFTEENTH, Article SIXTEENTH, Article SEVENTEENTH and Article NINETEENTH of the certificate of incorporation is amended pursuant to the terms thereof, these bylaws and applicable law, to provide that the provisions of the certificate of incorporation set forth in this paragraph shall remain in full force and effect whether or not ArcaEx remains a Facility of PCX and PCX Equities or the FSA is in full force and effect. For the avoidance of doubt, the term “Subsidiary” shall include, without limitation, PCX Holdings, Inc., PCX, PCX Equities and ArcaEx.

(d) The Board of Directors of the Corporation shall not (i) adopt any resolution pursuant to paragraph (C)(2)(y) of Article FOURTH of the certificate of incorporation to approve the exercise of voting rights in excess of the Voting Limitation (as defined in the certificate of incorporation) with respect to any Person (as defined in the certificate of incorporation) that is, or

a Person that has a Related Person (as defined below) that is, an OTP Holder or OTP Firm (as defined in NYSE Arca [PCX] rules, as such rules may be in effect from time to time) of NYSE Arca [PCX] (any such Person that is a Related Person of an OTP Holder shall hereinafter also be deemed to be an “OTP Holder” for purposes of these bylaws and any such Person that is a Related Person of an OTP Firm shall hereinafter also be deemed to be an “OTP Firm” for purposes of these bylaws, as context may require); (ii) adopt any resolution pursuant to paragraph (C)(2)(y) of Article FOURTH of the certificate of incorporation to approve any waiver of the Nonvoting Agreement Prohibition (as defined in the certificate of incorporation) with respect to any agreement, plan or other arrangement to which an OTP Holder or OTP Firm is a party that relates to shares of stock in the Corporation entitled to vote on any matter; and (iii) adopt any resolution pursuant to paragraph (D)(1)(a) of Article FOURTH of the certificate of incorporation that would expressly permit any OTP Holder or OTP Firm, either alone or with its related Persons, at any time, to own beneficially shares of stock of the Corporation representing in the aggregate more than 40% of the then outstanding votes entitled to be cast on any matter. For purposes of this Section 6.8(d), the term “Related Person” shall have the meaning set forth in the certificate of incorporation, and shall also include (A) in the case of a Person that is a natural person, any broker or dealer that is an OTP Holder or OTP Firm with which such natural person is associated and (B) in the case of a Person that is an OTP Holder or OTP Firm, any broker or dealer with which such OTP Holder or OTP Firm is associated.

(e) (i) In addition to the requirements of Article FOURTEENTH of the certificate of incorporation, the Corporation’s books and records shall be subject at all times to inspection and copying by NYSE Arca [PCX] and NYSE Arca [PCX] Equities to the extent such books and records are related to the operation and administration of NYSE Arca [PCX] or NYSE Arca [PCX] Equities; (ii) in addition to the requirements of Article SEVENTEENTH of the certificate of incorporation, the Corporation shall take reasonable steps necessary to cause its agents to cooperate with NYSE Arca [PCX] and NYSE Arca [PCX] Equities pursuant to their regulatory authority with respect to such agents’ activities related to NYSE Arca [PCX] or NYSE Arca [PCX] Equities; (iii) in addition to the requirements of Article EIGHTEENTH of the certificate of incorporation, the Corporation shall take reasonable steps necessary to cause its officers, directors and employees prior to accepting a position as officer, director or employee, as applicable, of the Corporation to consent in writing to the applicability to them of Article TENTH, Article THIRTEENTH and Article FIFTEENTH of the certificate of incorporation, as applicable, with respect to their activities related to NYSE Arca [PCX] or NYSE Arca [PCX] Equities; and (iv) in addition to the requirements of Article THIRTEENTH of the certificate of incorporation, the Corporation, its directors and officers, and those of its employees whose principal place of business and residence is outside the United States shall be deemed to irrevocably submit to the exclusive jurisdiction of the United States federal courts, the Securities and Exchange Commission, and NYSE Arca [PCX] for the purposes of any suit, action or proceeding pursuant to the United States federal securities laws, and the rules and regulations thereunder, arising out of, or relating to, the activities of NYSE Arca [PCX] or NYSE Arca [PCX] Equities, and the Corporation and each such director, officer or employee, in the case of any such director, officer or employee by virtue of his acceptance of any such position, shall be deemed to waive, and agree not to assert by way of motion, as a defense or otherwise in any suit, action or proceeding, any claims that it or they are not personally subject to the jurisdiction of the

Securities and Exchange Commission, that the suit, action or proceeding is an inconvenient forum or that the venue of the suit, action or proceeding is improper, or that the subject matter thereof may not be enforced in or by such courts or agency.

(f) – (g) – No change.

EXHIBIT 5I

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF NYSE ARCA
[PCX] HOLDINGS, INC.**

NYSE Arca [PCX] Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: The name of the corporation is NYSE Arca [PCX] Holdings, Inc.

* * *

Article One

The name of the Corporation is: NYSE Arca [PCX] Holdings, Inc.

* * *

Article Six

1. Board of Directors.

(a) – (d) – No change.

(e) Initial Board of Directors of the Corporation. The initial members of the Board of Directors of the Corporation shall consist of individuals nominated by the Nominating Committee of NYSE Arca [Pacific Exchange], Inc. in consultation with the Chief Executive Officer and approved by the Board of Governors of NYSE Arca [Pacific Exchange], Inc.

2. No change.

* * *

Article Nine

1. Limitations on Transfer.

(a) During the first thirty (30) days following the date stock is first issued by the Corporation to members of NYSE Arca [Pacific Exchange], Inc., no stockholder (each, an “Initial Stockholder”) shall be permitted to sell, transfer, assign or pledge any shares of stock in the Corporation owned by such stockholder to any other party or parties unless the Board of Directors of the Corporation waives such restriction on sale, transfer, assignment or pledge.

(b) For so long as this Corporation shall control, directly or indirectly, NYSE Arca [Pacific Exchange], Inc.:

(i) no Person (as defined below) either alone or together with its Related Persons (as defined below), may own, directly or indirectly, of record or beneficially shares of the capital stock (whether common or preferred stock) of this Corporation constituting more than forty percent (40%) of the outstanding shares of any class of capital stock of this Corporation; provided, however, that,

(A) – No change.

(B) subject to clause (C), below, such restriction may be waived by the Board of Directors of this Corporation pursuant to an amendment to the Bylaws adopted by the Board of Directors, if, in connection with the adoption of such amendment, the Board of Directors adopts a resolution stating that it is the determination of such Board that such amendment will not impair the ability of NYSE Arca [Pacific Exchange], Inc., to carry out its functions and responsibilities as an “exchange” under the Securities Exchange Act of 1934, as amended, and the rules thereunder, and is otherwise in the best interests of the Corporation and its stockholders and NYSE Arca [Pacific Exchange], Inc., and will not impair the ability of the United States Securities and Exchange Commission to enforce said Act, and such amendment shall not be effective until approved by said Commission;

(C) – (D) – No change.

(ii) no Person, either alone or together with its Related Persons, who is a trading permit holder of NYSE Arca [Pacific Exchange], Inc., or an equities trading permit holder of NYSE Arca [PCX] Equities, Inc., may own, directly or indirectly, of record or beneficially shares constituting more than twenty percent (20%) of any class of capital stock of this Corporation.

(iii) – (iv) – No change.

As used in this Article Nine: the term “Person” shall mean an individual, partnership (general or limited), joint stock company, corporation, limited liability company, trust or unincorporated organization, or any governmental entity or agency or political subdivision thereof; the term “Related Persons” shall mean (i) with respect to any Person, all “affiliates” and “associates” of such Person (as such terms are defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended); (ii) with respect to any Person constituting a trading permit holder of NYSE Arca [Pacific Exchange], Inc. or an equities trading permit holder of NYSE Arca [PCX] Equities, Inc., any broker or dealer with which such holder is associated; and (iii) any two or more Persons that have any agreement, arrangement or understanding (whether or not in writing) to act together for the purpose of acquiring, voting, holding or disposing of shares of the capital stock of this Corporation; and the term “beneficially owned” shall have the meaning set forth in Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

(c) For so long as this Corporation shall control, directly or indirectly, NYSE Arca [Pacific Exchange], Inc., no Person, either alone or together with its Related Persons, at any time, may, directly, indirectly or pursuant to any voting trust, agreement, plan or other arrangement, vote or cause the voting of shares of the capital stock (whether such shares be common stock or

preferred stock) of the Corporation or give any consent or proxy with respect to shares representing more than twenty percent (20%) of the voting power of the then issued and outstanding capital stock of the Corporation, nor may any Person, either alone or together with its Related Persons, enter into any agreement, plan or other arrangement with any other Person, either alone or together with its Related Persons, under circumstances which would result in the shares of capital stock of the Corporation which shall be subject to such agreement, plan or other arrangement not being voted on any matter or matters or the withholding or any proxy relating thereto, where the effect of such agreement, plan or other arrangement would be to enable any Person, either alone or together with its Related Persons, to vote, possess the right to vote or cause the voting of shares of the capital stock of the Corporation which would, as a result thereof, represent more than twenty percent (20%) of said voting power, except as otherwise permitted by the Board of Directors of the Corporation pursuant to an amendment to the Bylaws adopted by the Board of Directors, if, in connection with the adoption of such amendment, the Board of Directors shall adopt a resolution stating that it is the determination of such Board that such Person and its Related Persons are not subject to any applicable “statutory disqualification” (within the meaning of Section 3(a)(39) of the Securities Exchange Act of 1934, as amended) and that such amendment will not impair the ability of NYSE Arca [Pacific Exchange], Inc. to carry out its functions and responsibilities as an “exchange” under the Securities Exchange Act of 1934, as amended, and the rules thereunder, and is otherwise in the best interests of the Corporation and its stockholders and NYSE Arca [Pacific Exchange], Inc., and will not impair the ability of the United States Securities and Exchange Commission to enforce said Act, and such amendment shall not be effective until approved by said Commission. In making the determinations referred to in the immediately preceding sentence, the Board of Directors may impose on the Person in question and its Related Persons such conditions and restrictions as it may in its sole discretion deem necessary, appropriate or desirable in furtherance of the objectives of the Securities Exchange Act of 1934, as amended, and the rules thereunder, and the governance of NYSE Arca [Pacific Exchange], Inc. Any Person (and its Related Persons owning any capital stock of the Corporation) which proposes to exercise voting rights, or grant any proxies or consents with respect to any shares exceeding such twenty percent (20%) limitation shall have delivered to the Board of Directors of the Corporation a notice in writing, not less than forty-five (45) days (or any shorter period to which said Board shall expressly consent) before the proposed exercise of said voting rights or the granting of said proxies or consents, of its intentions to do so.

(2.) – (3.) – No change.

4. Voting and Ownership of Shares by Archipelago Holdings, Inc. and its Related Persons.

For as long as Archipelago Holdings, Inc., a Delaware corporation (“Archipelago”), directly owns all of the outstanding capital stock of the Corporation, the provisions of this Article Nine shall not be applicable to the voting and ownership of shares of the capital stock of the Corporation by (i) Archipelago, (ii) any Person which is a Related Person of Archipelago, either alone or together with its Related Persons, and (iii) any other Person to which Archipelago is a Related Person, either alone or together with its Related Persons, except for, in each case of

clauses (i), (ii) and (iii) above, Prohibited Persons (as such term is define below). As used in this Section 4 of this Article Nine, the term “Prohibited Person” means any Person which is, or which has a Related Person which is, (A) an OTP Holder (as such term is defined in the rules of the NYSE Arca [Pacific Exchange], Inc., as such rules may be in effect from time to time) or an OTP Firm (as such term is defined in the rules of the NYSE Arca [Pacific Exchange], Inc., as such rules may be in effect from time to time) or (B) an ETP Holder (as such term is defined in the rules of NYSE Arca [PCX] Equities, Inc., as such rules may be in effect from time to time), except for, in each case of clauses (A) and (B) above, Permitted Persons (as defined below). As used in this Section 4 of this Article Nine, the term “Permitted Person” means: (1) any broker or dealer approved by the United States Securities and Exchange Commission after June 20, 2005 to be a facility (as defined in Section 3(a)(2) of the Exchange Act) of NYSE Arca [Pacific Exchange], Inc.; (2) any Person approved by the United States Securities and Exchange Commission prior to it becoming subject to the provisions of this Article Nine with respect to voting and ownership of shares by such Person; and (3) any Person which is a Related Person of Archipelago solely by reason of beneficially owning, either alone or together with its Related Persons, less than 20% of the outstanding shares of capital stock of Archipelago. Any other Prohibited Person not covered by the definition of a Permitted Person who would be subject to and exceed the voting and ownership limitations imposed by this Article Nine as of the date of the closing of the transactions contemplated by the agreement and plan of merger, dated as of January 3, 2005, among the Corporation, Archipelago and New Apple Acquisitions Corporation, a Delaware corporation and wholly-owned subsidiary of Archipelago (as such agreement and plan of merger may be amended or modified from time to time), shall be permitted to exceed such limitations imposed by this Article Nine only to the extent and for the time period approved by the United States Securities and Exchange Commission.

* * *

Article Fourteen

The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in any manner now or hereafter permitted by law, and all rights conferred upon stockholders herein are granted subject to this reservation. Notwithstanding any other provision of this Certificate of Incorporation, (a) the affirmative vote of at least 75% of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, but not less than a majority of such outstanding shares, shall be required to amend in any respect or repeal any provision of this Certificate of Incorporation, and (b) for so long as this Corporation shall control, directly or indirectly, NYSE Arca [Pacific Exchange], Inc., before any amendment to or repeal of any provision of the Certificate of Incorporation of this Corporation shall be effective, the same shall be submitted to the Board of Directors of NYSE Arca [Pacific Exchange], Inc. and if said Board shall determine that the same must be filed with or filed with and approved by the United States Securities and Exchange Commission before the same may be effective, under Section 19 of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder by said commission or otherwise, then the same shall not be effective until filed with or filed with and approved by said Commission, as the case may be.

* * *

IN WITNESS WHEREOF, NYSE Arca [PCX] Holdings, Inc. has caused this certificate to be signed by its Chairman and Chief Executive Officer and Secretary this _____ day of _____.

Chairman and Chief Executive Officer

Secretary