

Additions underlined
 Deletions [bracketed]

NYSE Arca, Inc.

Rules of the NYSE Arca, Inc.

RULE 3 ORGANIZATION AND ADMINISTRATION

Rule 3.2. Options Committees

(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) Ethics and Business Conduct Committee.

(A) *Composition.* The Ethics and Business Conduct Committee ("EBCC") shall be made up primarily of OTP Holders and Allied Persons or Associated Persons of an OTP Firm. At least one member of the public shall serve on the EBCC.

(B) *Functions and Authority.* The EBCC shall, in accordance with the Bylaws, Rules and procedures of the Exchange, have the following functions and authority:

- (i) examine the business conduct and financial condition of OTP Holders, OTP Firms, and associated persons;
- (ii) conduct hearings and render decisions in summary disciplinary actions and proceedings pursuant to Rule 10.5 and in expedited proceedings pursuant to Rule 13.9;
- (iii) impose appropriate sanctions of expulsion, suspension, fine, censure or any other fitting sanctions where the Committee finds that a violation within the disciplinary jurisdiction of the Exchange has been committed; and
- (iv) require the production of detailed financial reports of an OTP Holder or OTP Firm and such other operational reports as it may deem relevant.

(c) No Changes

Rule 13.9. Failure to Meet the Eligibility or Qualification Standards or Prerequisites for Access to Services

(a) Notice to OTP Firms, OTP Holders or Associated Persons of an OTP Firm or OTP Holder of Suspension, Cancellation, Bar, or Limitation or Prohibition on Access to Services

(1) If an OTP Firm, OTP Holder or an Associated Person of an OTP Firm or OTP Holder does not meet the eligibility or qualification standards set forth in the Exchange's Rules, Exchange staff may provide written notice to such OTP Firm, OTP Holder or Associated Person of an OTP Firm stating that the failure to become eligible or qualified will result in a suspension or cancellation of trading privileges or a suspension or bar from associating with an OTP Firm or OTP Holder.

(2) If an OTP Firm, OTP Holder or an Associated Person of an OTP Firm or OTP Holder does not meet the prerequisites for access to services offered by the Exchange or an OTP Firm or OTP Holder thereof or cannot be permitted to continue to have access to services offered by the Exchange or an OTP Firm or OTP Holder thereof with safety to investors, creditors, OTP Firms, OTP Holders, or the Exchange, Exchange staff may provide written notice to such OTP Firm, OTP Holder or Associated Person of an OTP Firm or OTP Holder limiting or prohibiting access to services offered by the Exchange or an OTP Firm or OTP Holder thereof.

(b) Service of Notice

Except as provided below, Exchange staff shall serve the OTP Firm, OTP Holder or an Associated Person of an OTP Firm or OTP Holder with such notice. A copy of a notice under this Rule that is served on an Associated Person of an OTP Firm also shall be served on such OTP Firm. When counsel for the OTP Firm, OTP Holder or an Associated Person of an OTP Firm or OTP Holder agrees to accept service of such notice, then Exchange staff shall serve notice on counsel.

(c) Contents of Notice

A notice issued under this Rule shall state the specific grounds and include the factual basis for the Exchange action. The notice shall state when the Exchange action will take effect and explain what the respondent must do to avoid such action. The notice shall state that the respondent may file a written request for a hearing. The notice also shall inform the respondent of the applicable deadline for filing a request for a hearing and shall state that a request for a hearing must set forth with specificity any and all defenses

to the Exchange action. In addition, the notice shall explain that the EBCC may approve, modify or withdraw any and all sanctions or limitations imposed by the notice, and may impose any other fitting sanction.

(d) Effective Date of Limitation, Prohibition, Suspension, Cancellation or Bar

The limitation, prohibition, suspension, cancellation or bar referenced in a notice issued under this Rule shall become effective 14 days after service of the notice, except that the effective date for a notice of a limitation or prohibition on access to services offered by the Exchange or an OTP Firm or OTP Holder thereof with respect to services to which the OTP Firm, OTP Holder or an Associated Person of an OTP Firm does not have access shall be upon service of the notice. A request for a hearing shall stay the effectiveness of the notice, except that the effectiveness of a notice of a limitation or prohibition on access to services offered by the Exchange or an OTP Firm or OTP Holder thereof with respect to services to which the OTP Firm, OTP Holder or an Associated Person of an OTP Firm or OTP Holder does not have access shall not be stayed by a request for a hearing.

(e) Request for Hearing

An OTP Firm, OTP Holder or an Associated Person of an OTP Firm or OTP Holder served with a notice under this Rule may file with the EBCC a written request for a hearing. A request for a hearing shall be made within 14 days after service of the notice. A request for a hearing must set forth with specificity any and all defenses to the Exchange action.

(f) Failure to Request Hearing

If an OTP Firm, OTP Holder or an Associated Person of an OTP Firm or OTP Holder does not timely request a hearing, the limitation, prohibition, suspension, cancellation or bar specified in the notice shall become effective 14 days after service of the notice, except that the effective date for a notice of a limitation or prohibition on access to services offered by the Exchange or an OTP Firm or OTP Holder with respect to services to which the OTP Firm, OTP Holder or an Associated Person of an OTP Firm or OTP Holder does not have access shall be upon service of the notice. The notice shall constitute final Exchange action if the OTP Firm, OTP Holder or an Associated Person of an OTP Firm or OTP Holder does not request a hearing within 14 days after service of the notice.

(g) Request for Termination of the Limitation, Prohibition or Suspension

An OTP Firm, OTP Holder or an Associated Person of an OTP Firm or OTP Holder subject to a limitation, prohibition or suspension under this Rule may file a written request for termination of the limitation, prohibition or suspension on the ground of full compliance with the notice or decision. Such request shall be filed with the head of the

Exchange department or office that issued the notice or, if another department or office is named as the party handling the matter on behalf of the issuing department or office, with the head of the department or office that is so designated. The appropriate head of the department or office may grant relief for good cause shown.

(h) Hearing

The following procedures shall apply to hearings under this Rule.

(1) A hearing shall be held within 30 days after a respondent subject to a notice files a written request under paragraph (e) of this Rule.

(2) The EBCC shall issue a notice stating the date, time, and place of the hearing at least 21 days prior to the hearing. Not less than 14 days before the hearing, Exchange staff shall provide to the respondent who requested the hearing, all documents that were considered in issuing the notice.

(3) Not less than seven days before the hearing, the parties shall exchange proposed exhibit and witness lists. The exhibit and witness lists shall be served by overnight courier.

(4) The EBCC may approve, modify or withdraw any and all sanctions, requirements, restrictions or limitations imposed by the notice and may impose any fitting sanction.

(5) Within 60 days of the date of the close of the hearing, the EBCC shall prepare a proposed written decision and provide it to the Board of Directors. The decision shall include:

(A) a statement describing the investigative or other origin of the notice issued under this Rule;

(B) the specific statutory or rule provision alleged to have been violated or providing the authority for the Exchange action;

(C) a statement setting forth the findings of fact with respect to any act or practice the respondent was alleged to have committed or omitted or any condition specified in the notice;

(D) the conclusions of the EBCC regarding the alleged violation or condition specified in the notice;

(E) a statement of the EBCC in support of the disposition of the principal issues raised in the proceeding; and

(F) a statement describing any sanction, requirement, restriction or limitation imposed, the reasons therefore, and the date upon which such sanction, requirement, restriction or limitation shall become effective.

(6) The Board of Directors may, on its own initiative, order review of a decision prepared by the EBCC pursuant to Rule 13.9 within 30 days after notice of the decision has been served on the OTP Firm, OTP Holder or an Associated Person of an OTP Firm or OTP Holder.

(7) The right to have any action pursuant to this Rule reviewed by the SEC is governed by Section 19 of the Exchange Act. The filing of an application for review by the SEC shall not stay the effectiveness of final Exchange action, unless the SEC otherwise orders.

Rules of the NYSE Arca Equities, Inc.

RULE 3 ORGANIZATION AND ADMINISTRATION

Rule 3.2. Equity Committees

(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) *Business Conduct Committee.*

(A) *Composition.* In addition to any members of the public on the Business Conduct Committee, the Business Conduct Committee shall have a minimum of one ETP Holder or Allied Person or Associated Person of an ETP Holder.

(B) *Functions and Authority.* The Business Conduct Committee shall, in accordance with the Bylaws, Rules and procedures of the Corporation, have the following functions and authority:

- (i) examine the business conduct and financial condition of ETP Holders and associated persons;
- (ii) conduct hearings and render decisions in summary disciplinary actions and proceedings and in expedited proceedings pursuant to Rule 11.9;
- (iii) impose appropriate sanctions of expulsion, suspension, fine, censure or any other fitting sanctions where the Committee finds that a violation within the disciplinary jurisdiction of the Corporation has been committed; and
- (iv) require the production of detailed financial reports of an ETP Holder and such other operational reports as it may deem relevant.

(C) This Committee shall have authority, whenever it appears that an ETP Holder is in violation of Rule 4, to direct a representative of such ETP Holder to appear before the Committee for examination upon 48 hours notice, either orally or in writing. After such examination, the Committee shall have authority to suspend such ETP Holder until the requirements of Rule 4 are fully met. Any such suspension directed by the Committee shall be subject to review by the Board. Such review shall not operate as a stay of the suspension unless specifically

allowed by the Board. In the event of a reversal of the suspension imposed by the Committee, an ETP Holder or officer, partner, director, stockholder, or representative thereof shall be prohibited from instituting a lawsuit in any forum against the Corporation or the members of the Committee, based in whole or in part upon the suspension imposed by the Committee.

(D) *Appeals*. Decisions of the Business Conduct Committee or sanctions imposed by the Regulatory Staff relating to disciplinary proceedings may be appealed in accordance with the Bylaws and Rule 10 of the Corporation.

Rule 11.9. Failure to Meet the Eligibility or Qualification Standards or Prerequisites for Access to Services

(a) Notice to ETP Holder or Associated Person of ETP Holder of Suspension, Cancellation, Bar, or Limitation or Prohibition on Access to Services

(1) If an ETP Holder or Associated Person of an ETP Holder does not meet the eligibility or qualification standards set forth in the Exchange's Rules, Exchange staff may provide written notice to such ETP Holder or Associated Person of an ETP Holder stating that the failure to become eligible or qualified will result in a suspension or cancellation of trading privileges or a suspension or bar from associating with any ETP Holder.

(2) If an ETP Holder or Associated person of an ETP Holder does not meet the prerequisites for access to services offered by the Exchange or an ETP Holder thereof or cannot be permitted to continue to have access to services offered by the Exchange or an ETP Holder thereof with safety to investors, creditors, ETP Holders, or the Exchange, Exchange staff may provide written notice to such ETP Holder or Associated Person of an ETP Holder limiting or prohibiting access to services offered by the Exchange or an ETP Holder thereof.

(b) Service of Notice

Except as provided below, Exchange staff shall serve the ETP Holder or Associated Person of an ETP Holder with such notice. A copy of a notice under this Rule that is served on an Associated Person of an ETP Holder also shall be served on such ETP Holder. When counsel for the ETP Holder or Associated Person of an ETP Holder agrees to accept service of such notice, then Exchange staff shall serve notice on counsel.

(c) Contents of Notice

A notice issued under this Rule shall state the specific grounds and include the factual basis for the Exchange action. The notice shall state when the Exchange action will take effect and explain what the respondent must do to avoid such action. The notice shall state that the respondent may file a written request for a hearing with the BCC. The

notice also shall inform the respondent of the applicable deadline for filing a request for a hearing and shall state that a request for a hearing must set forth with specificity any and all defenses to the Exchange action. In addition, the notice shall explain that the BCC may approve, modify or withdraw any and all sanctions or limitations imposed by the notice, and may impose any other fitting sanction.

(d) Effective Date of Limitation, Prohibition, Suspension, Cancellation or Bar

The limitation, prohibition, suspension, cancellation or bar referenced in a notice issued under this Rule shall become effective 14 days after service of the notice, except that the effective date for a notice of a limitation or prohibition on access to services offered by the Exchange or an ETP Holder thereof with respect to services to which the ETP Holder or Associated Person of an ETP Holder does not have access shall be upon service of the notice. A request for a hearing shall stay the effectiveness of the notice, except that the effectiveness of a notice of a limitation or prohibition on access to services offered by the Exchange or an ETP Holder thereof with respect to services to which the ETP Holder or Associated Person of an ETP Holder does not have access shall not be stayed by a request for a hearing.

(e) Request for Hearing

An ETP Holder or Associated Person of an ETP Holder served with a notice under this Rule may file with the BCC a written request for a hearing. A request for a hearing shall be made within 14 days after service of the notice. A request for a hearing must set forth with specificity any and all defenses to the Exchange action.

(f) Failure to Request Hearing

If an ETP Holder or Associated Person of an ETP Holder does not timely request a hearing, the limitation, prohibition, suspension, cancellation or bar specified in the notice shall become effective 14 days after service of the notice, except that the effective date for a notice of a limitation or prohibition on access to services offered by the Exchange or an ETP Holder with respect to services to which the ETP Holder or Associated Person of an ETP Holder does not have access shall be upon service of the notice. The notice shall constitute final Exchange action if the ETP Holder or Associated Person of an ETP Holder does not request a hearing within 14 days after service of the notice.

(g) Request for Termination of the Limitation, Prohibition or Suspension

An ETP Holder or Associated Person of an ETP Holder subject to a limitation, prohibition or suspension under this Rule may file a written request for termination of the limitation, prohibition or suspension on the ground of full compliance with the notice or decision. Such request shall be filed with the head of the Exchange department or office that issued the notice or, if another department or office is named as the party handling the matter on behalf of the issuing department or office, with the head of the department

or office that is so designated. The appropriate head of the department or office may grant relief for good cause shown.

(h) Hearing

The following procedures shall apply to hearings under this Rule.

(1) A hearing shall be held within 30 days after a respondent subject to a notice files a written request under paragraph (e) of this Rule.

(2) The BCC shall issue a notice stating the date, time, and place of the hearing at least 21 days prior to the hearing. Not less than 14 days before the hearing, Exchange staff shall provide to the respondent who requested the hearing, all documents that were considered in issuing the notice.

(3) Not less than seven days before the hearing, the parties shall exchange proposed exhibit and witness lists. The exhibit and witness lists shall be served by overnight courier.

(4) The BCC may approve, modify or withdraw any and all sanctions, requirements, restrictions or limitations imposed by the notice and may impose any fitting sanction.

(5) Within 60 days of the date of the close of the hearing, the BCC shall prepare a proposed written decision and provide it to the Board of Directors. The decision shall include:

(A) a statement describing the investigative or other origin of the notice issued under this Rule;

(B) the specific statutory or rule provision alleged to have been violated or providing the authority for the Exchange action;

(C) a statement setting forth the findings of fact with respect to any act or practice the respondent was alleged to have committed or omitted or any condition specified in the notice;

(D) the conclusions of the BCC regarding the alleged violation or condition specified in the notice;

(E) a statement of the BCC in support of the disposition of the principal issues raised in the proceeding; and

(F) a statement describing any sanction, requirement, restriction or limitation imposed, the reasons therefore, and the date upon which such sanction, requirement, restriction or limitation shall become effective.

(6) The Board of Directors may, on its own initiative, order review of a decision prepared by the BCC pursuant to Rule 11.9 within 30 days after notice of the decision has been served on the ETP Holder or Associated Person of an ETP Holder.

(7) The right to have any action pursuant to this Rule reviewed by the SEC is governed by Section 19 of the Exchange Act. The filing of an application for review by the SEC shall not stay the effectiveness of final Exchange action, unless the SEC otherwise orders.
