

Additions underlined
Deletions [bracketed]

NYSE Arca, Inc.

Rules of NYSE Arca, Inc.

RULE 10 DISCIPLINARY PROCEEDINGS AND APPEALS

Rule 10.2. Investigations and Regulatory Cooperation

(e) An OTP Holder, OTP Firm, or associated person of an OTP Firm must submit such trade data elements specified in Commentary .01 below in such automated format as may be prescribed by the Exchange from time to time, in regard to such transaction or transactions as may be the subject of a particular request for information made by the Exchange. Failure to submit such data in the required format will be considered obstructive of an Exchange inquiry or investigation and subject to formal disciplinary action.

Commentary :

.01

(A) If the transaction was a proprietary transaction effected or caused to be effected by the OTP Holder or OTP Firm for any account in which such OTP Holder, OTP Firm or associated person of an OTP Firm is directly or indirectly interested, such OTP Holder or OTP Firm shall submit or cause to be submitted the following information:

- (i) Clearing house number, or alpha symbol, as used by the OTP Holder or OTP Firm submitting the data;
- (ii) Clearing house number(s), or alpha symbol(s) as may be used from time to time, of the OTP Holder(s) or OTP Firm(s) on the opposite side of the transaction;

- (iii) Identifying symbol assigned to the security;
 - (iv) Date transaction was executed;
 - (v) Number of shares, or quantity of bonds or option contracts for each specific transaction and whether each transaction was a purchase, sale, short sale and, if an option contract, whether open long or short or close long or short;
 - (vi) Transaction price;
 - (vii) Account number; and
 - (viii) Market center where transaction was executed.
- (B) If the transaction was effected or caused to be effected by the OTP Holder or OTP Firm for any customer account, such OTP Holder or OTP Firm shall submit or cause to be submitted the following information:
- (i) Data elements (i) through (viii) as contained in paragraph (A) above; and
 - (ii) Customer name, address(es), branch office number, registered representative number, whether order was solicited or unsolicited, date account opened and employer name and the tax identification number(s).
 - (iii) If transaction was effected for a customer of a broker-dealer, whether the broker-dealer was acting as principal or agent on the transaction that is the subject of the Exchange's request.
- (C) In addition to the above trade data elements, an OTP Holder or OTP Firm shall submit such other information in such automated format as may be prescribed by the Exchange, as may from time to time be required.
- (D) The Exchange may grant exceptions, in such cases and for such time periods as it deems appropriate, from the requirement that the data elements prescribed in paragraphs (A) and (B) above be submitted to the Exchange in an automated format.
- (E) The Exchange will request information pursuant to this Rule only if the information is not available in the CAT because, for example, the transactions in question occurred before the firm was reporting information to the CAT or involved securities that are not reportable to the CAT.

RULE 10 DISCIPLINARY PROCEEDINGS, OTHER HEARINGS, AND APPEALS

Rule 10.2. Investigations and Regulatory Cooperation

(e) An ETP Holder or associated person of an ETP Holder must submit such trade data elements specified in Commentary .01 below in such automated format as may be prescribed by the Corporation from time to time, in regard to such transaction or transactions as may be the subject of a particular request for information made by the Corporation. Failure to submit such data in the required format will be considered obstructive of an inquiry or investigation and subject to formal disciplinary action.

Commentary:

.01 (A) If the transaction were a proprietary transaction effected or caused to be effected by the ETP Holder for any account in which such ETP Holder or associated person of an ETP Holder is directly or indirectly interested, such ETP Holder shall submit or cause to be submitted the following information:

- (i) Clearing house number(s), or alpha symbol(s), as used by the ETP Holder submitting the data;
- (ii) Clearing house number(s), or alpha symbol(s) as may be used from time to time, of the ETP Holder(s) on the opposite side of the transaction;
- (iii) Identifying symbol assigned to the security;
- (iv) Date transaction was executed;
- (v) Number of shares or quantity of bonds for each specific transaction and whether each transaction was a purchase, sale or short sale;
- (vi) Transaction price;
- (vii) Account number; and
- (viii) Market center where transaction was executed.

(B) If the transaction were effected or caused to be effected by the ETP Holder for any customer account, such ETP Holder shall submit or cause to be submitted the following information:

- (i) Data elements (i) through (viii) as contained in paragraph (A) above; and
- (ii) Customer name, address(es), branch office number, registered representative number, whether order was solicited or unsolicited, date account opened and employer name and the tax identification number(s).
- (iii) If the transaction were effected for a customer of a broker-dealer, whether the broker-dealer was acting as principal or agent on the transaction that is the subject of the Corporation's request.

(C) In addition to the above trade data elements, an ETP Holder shall submit such other information in such automated format as may be prescribed by the Corporation, as may from time to time be required.

(D) The Corporation may grant exceptions, in such cases and for such time periods as it deems appropriate, from the requirement that the data elements prescribed in paragraphs (A) and (B) above be submitted to the Corporation in an automated format.

(E) The Corporation will request information pursuant to this Rule only if the information is not available in the CAT because, for example, the transactions in question occurred before the firm was reporting information to the CAT or involved securities that are not reportable to the CAT.

[ORDER AUDIT TRAIL SYSTEM

Rule 7410. Definitions

For purposes of the Rule 7400 Series:

- (a) Terms shall have the same meaning as those defined in the Exchange Rules, unless otherwise specified.
- (b) "Bunched Order" shall mean two or more orders that are aggregated prior to execution.
- (c) "Customer" shall mean a person other than a broker or dealer.
- (d) "Electronic Communication Network" shall mean any electronic system that widely disseminates to third parties orders entered therein by an exchange market maker or

over-the-counter market maker, and permits such orders to be executed in whole or in part, and as further defined in Rule 600(b)(23) of SEC Regulation NMS.

- (e) "Electronic Order" shall mean an order captured by an ETP Holder in an electronic order-routing or execution system.
- (f) "Exchange System" shall mean the service provided by the Exchange that provides for the automated execution and reporting of transactions in NMS stocks.
- (g) "Index Arbitrage" shall mean a trading strategy in which pricing is based on discrepancies between a "basket" or group of stocks and the derivative index product (i.e. a basis trade) involving the purchase or sale of a "basket" or group of stocks in conjunction with the purchase or sale, or intended purchase or sale, of one or more derivative index products in an attempt to profit by the price difference between the "basket" or group of stocks and the derivative index products. While the purchase or sale of the stocks must be in conjunction with the purchase or sale of derivative index products, the transaction need not be executed contemporaneously to be considered index arbitrage. The term "derivative index products" refers to cash-settled options or futures contracts on index stock groups, and options on any such futures contracts.
- (h) "Intermarket sweep order" shall have the same meaning as contained in Rule 600(b)(30) of SEC Regulation NMS.
- (i) "Manual Order" shall mean an order that is captured by an ETP Holder other than in an electronic order-routing or execution system.
- (j) "NMS stock" shall have the same meaning as contained in Rule 600(b)(47) of SEC Regulation NMS.
- (k) "Order" shall mean any oral, written, or electronic instruction to effect a transaction in an NMS stock that is received by an ETP Holder from another person for handling or execution, or that is originated by a department of an ETP Holder for execution by the same or another ETP Holder, other than any such instruction to effect a proprietary transaction originated by a trading desk in the ordinary course of an ETP Holder's market making activities.
- (l) "Order Audit Trail System" shall mean the automated system owned and operated by FINRA that is designed to capture order information in NMS stocks reported by ETP Holders for integration with trade and quotation information to provide the Exchange with an accurate time sequenced record of orders and transactions.
- (m) "Program Trading" means either (A) index arbitrage or (B) any trading strategy involving the related purchase or sale of a "basket" or group of 15 or more stocks. Program trading includes the purchases or sales of stocks that are part of a coordinated trading strategy, even if the purchases or sales are neither entered nor

executed contemporaneously, nor part of a trading strategy involving options or futures contracts on an index stock group, or options on any such futures contracts, or otherwise relating to a stock market index.

- (n) "Reporting Agent" shall mean a third party that enters into any agreement with an ETP Holder pursuant to which the Reporting Agent agrees to fulfill such ETP Holder's obligations under Rule 7450.
- (o) "Reporting ETP Holder" shall mean an ETP Holder that receives or originates an order and has an obligation to record and report information under Rules 7440 and 7450. An ETP Holder shall not be considered a Reporting ETP Holder in connection with an order, if the following conditions are met:
 - (1) the ETP Holder engages in a non-discretionary order routing process, pursuant to which it immediately routes, by electronic or other means, all of its orders to a single receiving Reporting ETP Holder;
 - (2) the ETP Holder does not direct and does not maintain control over subsequent routing or execution by the receiving Reporting ETP Holder;
 - (3) the receiving Reporting ETP Holder records and reports all information required under Rules 7440 and 7450 with respect to the order; and
 - (4) the ETP Holder has a written agreement with the receiving Reporting ETP Holder specifying the respective functions and responsibilities of each party to effect full compliance with the requirements of Rules 7440 and 7450.
- (p) "Proprietary Trading Firm" shall mean an ETP Holder that trades its own capital and that does not have "customers," as that term is defined in NYSE Arca Equities Rule 7410(c), and that is not a FINRA member. The funds used by a Proprietary Trading firm must be exclusively firm funds and all trading must be in the firm's accounts. Traders must be owners of, employees of, or contractors to the firm.

Rule 7420. Applicability

- (a) Unless otherwise indicated, the requirements of the Rule 7400 Series are in addition to the requirements contained elsewhere in Exchange Rules.
- (b) Unless otherwise indicated, the requirements of the Rule 7400 Series shall apply to all ETP Holders and to their associated persons.
- (c) Unless otherwise indicated, the requirements of the Rule 7400 Series shall apply to all executed or unexecuted orders for all NMS stocks traded on the Exchange.

Rule 7430. Synchronization of ETP Holder Business Clocks

Each ETP Holder shall synchronize its business clocks that are used for purposes of recording the date and time of any event that must be recorded pursuant to the Rules of the Exchange, with reference to a time source as designated by the Exchange, and shall maintain the synchronization of such business clocks in conformity with such procedures as are prescribed by the Exchange.

Rule 7440. Recording of Order Information

(a) ETP Holders and associated persons shall comply with FINRA Rule 7440 as if such Rule were part of the Exchange's rules. The Exchange and FINRA are parties to the Regulatory Services Agreement pursuant to which FINRA has agreed to perform certain functions on behalf of the Exchange. Therefore, ETP Holders are complying with NYSE Arca Equities Rule 7440 by complying with FINRA Rule 7440 as written, including, for example, filing requirements and notifications. In addition, functions performed by FINRA, FINRA departments, and FINRA staff under NYSE Arca Equities Rule 7440 are being performed by FINRA on behalf of the Exchange.

(b) For purposes of this Rule, references to Rules 7420 through 7460 shall be construed as references to NYSE Arca Equities Rules 7420 through 7460.

(c) ETP Holders shall assign and enter a unique order identifier, in the form prescribed by the Exchange, to all orders that are electronically transmitted to the Exchange. An order identifier shall not be required for orders that are manually transmitted.

Rule 7450. Order Data Transmission Requirements

(a) Except as provided in paragraph (b), ETP Holders and associated persons shall comply with FINRA Rule 7450 as if such Rule were part of the Exchange's rules. The Exchange and FINRA are parties to the Regulatory Services Agreement pursuant to which FINRA has agreed to perform certain functions on behalf of the Exchange. Therefore, ETP Holders are complying with NYSE Arca Equities Rule 7450 by complying with FINRA Rule 7450 as written, including, for example, filing requirements and notifications. In addition, functions performed by FINRA, FINRA departments, and FINRA staff under NYSE Arca Equities Rule 7450 are being performed by FINRA on behalf of the Exchange.

(b) Proprietary Trading Firms shall be required to comply with FINRA Rule 7450 as if such Rule were part of the Exchange's rules, only when they receive a request from the Exchange to submit order information with respect to specific time periods identified in such request. Nothing in this Rule shall be construed to limit the obligations of Proprietary Trading Firms under any other Rule of the 7400 Series, including but not limited to, Rule 7440.

(c) For purposes of this Rule, references to Rule 7440 shall be construed as references to NYSE Arca Equities Rule 7440.

Rule 7460. Violation of Order Audit Trail System Rules

Failure of an ETP Holder or associated person to comply with any of the requirements of Rule 7410 through Rule 7460 may be considered conduct that is inconsistent with high standards of commercial honor and just and equitable principles of trade, in violation of Rule 2010.

Rule 7470. Exemption to the Order Recording and Data Transmission Requirements

(a) The Exchange, for good cause shown after taking into consideration all relevant factors, may exempt subject to specified terms and conditions, an ETP Holder from the recording and order data transmission requirements of Rules 7440 and 7450, respectively, for manual orders, if such exemption is consistent with the protection of investors and the public interest, and the ETP Holder meets the following criteria:

- (1) the ETP Holder and current control affiliates and associated persons have not been subject within the last five years to any final disciplinary action, and within the last ten years to any disciplinary action involving fraud;
- (2) the ETP Holder has annual revenues of less than \$2 million;
- (3) the ETP Holder does not conduct any market making activities in NMS stocks;
- (4) the ETP Holder does not execute principal transactions with its customers (with limited exception for principal transactions executed pursuant to error corrections); and
- (5) the ETP Holder does not conduct clearing or carrying activities for other firms.

(b) An exemption provided pursuant to this Rule shall not exceed a period of two years. At or prior to the expiration of a grant of exemptive relief under this Rule, an ETP Holder meeting the criteria set forth in paragraph (a) above may request a subsequent exemption, which will be considered at the time of the request consistent with the protection of investors and the public interest.

(c) This Rule shall be in effect until July 10, 2015.]
