

Additions underscored

Deletions [bracketed]

NYSE MKT LLC Rules

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Rule 123C - Equities. The Closing Procedures

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(9) Extreme Order Imbalances at or Near the Close

- (a) To avoid closing price dislocation that may result from an order entered into Exchange systems or represented to a DMM orally at or near the close, the Exchange may temporarily suspend the following:
- (1) The hours of operation to permit the solicitation and entry of orders into Exchange systems (Rule 52 - Equities), provided that:
- (i) Such orders are solicited solely to offset any imbalance in a security that may exist as of 4:00 p.m.;
- (ii) The Exchange solicits such offsetting interest from both on-Floor and off-Floor participants. Such solicitation requests shall include, at a minimum, the security symbol, the imbalance amount and side, the last sale price, and an order acceptance cut-off time. The order acceptance cut-off time will be a time period designated by the Exchange. [In no event will the order acceptance cut-off time be later than 4:30 p.m. (or 30 minutes after the scheduled close in the case of an earlier close)];
- (iii) Any interest entered in response to such solicitations must be: (A) entered no later than the order acceptance cut-off time indicated in the solicitation request; (B) offsetting interest as indicated in the solicitation request; (C) a limit order priced no worse than the last sale; and (D) irrevocable;
- (iv) The DMM will close the security the earlier of the order acceptance cut-off time or if the imbalance is paired off at or reasonably contiguous to the last sale price. For purposes of this Rule, a price reasonably contiguous to the last sale price is within cents of the last sale price and would be a price point that during a regular closing auction would not be considered a dislocating closing price as compared to the last sale price. All offsetting interest solicited pursuant to this section of the Rule will trade on parity; and
- (v) A Floor broker may represent offsetting interest pursuant to this rule without

first entering the details of the order into a designated Exchange database, as required by [NYSE] Rule 123 - Equities, so long as such orders are entered into a designated Exchange database on an "as of" basis immediately following execution of the order.

(2) The prohibition on canceling or reducing an MOC or LOC order after 3:58 p.m. Rule 123C(3) - Equities, provided that:

(i) The cancellation or reduction is necessary to correct a legitimate error; and

(ii) Execution of such an MOC or LOC order would cause significant price dislocation at the close.

(b) Only the DMM assigned to a particular security may request a temporary suspension under section (9)(a) of this Rule. A determination to declare such a temporary suspension may be made after 4 p.m. (or earlier, in the case of an earlier scheduled close) and will be made on a security-by-security basis. Such determination, as well as any entry or cancellation of orders or closing of a security under section (9)(a) of this Rule, must be supervised and approved by either an Executive Floor Governor or a qualified NYSE Euronext employee, as defined under Rule 46(b)(v) - Equities, and supervised by a qualified Exchange Officer, as defined in [NYSE] Rule 48(d) - Equities. Factors that may be considered when making such a determination include, but are not limited to, when the order(s) that impacted the imbalance were entered into Exchange systems or orally represented to the DMM, the impact of such order(s) on the closing price of the security, the volatility of the security during the trading session, and the ability of the DMM to commit capital to dampen the price dislocation.

(c) A temporary suspension under section (9)(a) of this Rule is in effect only for the particular security for which such suspension has been granted and for that trading day.

Supplementary Material:

.20 For purposes of Rule 123C(7)(b) - Equities, short sale orders for a covered security during a period when a Short Sale Price Test (as provided for in Rule 440B - Equities) is in effect, shall be treated as orders that have tick restrictions. The term "covered security" shall have the same meaning as such term has in Rule 201 of Regulation SHO.

.30 During a Short Sale Period (as provided for in Rule 440B(d) - Equities), Sell Short MOC and LOC orders will not be included in the Sell side closing volume, as currently provided for in Rule 123C(4)(a)(iv) - Equities. During a Short Sale Period, in addition to the interest specified in Rule 123C(4)(a)(vi)(A) - Equities, all Sell Short MOC and LOC interest priced equal to or below the last sale price will be included to offset the Buy Imbalance.

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