

Additions: Underlined
 Deletions: [Bracketed]

Rules of NYSE MKT LLC

Rule 103B – Equities. Security Allocation and Reallocation

III. ALLOCATION

The issuer may select its DMM unit directly or delegate the authority to the Exchange to select its DMM unit. After the Exchange provides written notice to DMM units that the issuer is listing on the Exchange, no individual associated with a DMM unit may contact such issuer, or the Exchange Selection Panel if applicable, until the allocation is made, except as otherwise provided below.

(A) [DMM Unit Selected by the]Issuer Selection of DMM Unit by Interview

- (1) The issuer [shall]will select a minimum of [two]four DMM units to interview from the pool of DMM units eligible to participate in the allocation process.
- (2) Interview Between the Issuer and DMM Units
 - (a) DMM units selected for an interview may provide material to the Exchange which will be given to the issuer prior to the scheduled interview. Such material may include a corporate overview of the DMM unit and the trading experience of the designated DMM. DMM units are prohibited from giving issuers information about other DMM units or any additional market performance data.
 - (b) Within five business days after the issuer selects the eligible DMM units to be interviewed (unless the Exchange has determined to permit a longer time period in a particular case), the issuer shall meet with representatives of each of the DMM units. At least one representative of the listing company must be a senior official of the rank of Corporate Secretary or above of that company, or a designee of such senior official. In the case of the listing of a structured product, a senior officer of the issuer may be present in lieu of the Corporate Secretary. [No more than three r]Representatives of each DMM unit [may]must participate in the meeting, each of whom must be employees of the member organization operating a DMM unit, and one of whom must be the individual DMM who is proposed to trade the company's security. If the DMM is unavailable to appear in person, a telephone interview with that DMM is

acceptable. Meetings shall normally be held at the Exchange, unless the Exchange has agreed that they may be held elsewhere.

- (c) Teleconference meetings will be permitted at the request of non-U.S. issuers, or for U.S. issuers in compelling circumstances.
- (d) Following its interview, a DMM unit may not have any contact with an issuer. If an issuer has a follow-up question regarding any DMM unit(s) it interviewed, it must be conveyed to the Exchange. The Exchange will contact the DMM unit(s) to which the question pertains and will provide any available information received from the DMM unit(s) to the listing company

(3) [Issuer's Selection of DMM Unit

- (a)] Within two business days of the issuer's interviews with the DMM units, the issuer [shall]must select its DMM unit in writing, signed by a senior official of the rank of Corporate Secretary or higher, or in the case of a structured product listing, a senior officer of the issuer, duly authorized to so act on behalf of the company. The Exchange [shall then]will confirm the allocation of the security to that DMM unit, at which time the security [shall]will be deemed to have been so allocated. An issuer may request an extension from the Exchange if the issuer is unable to complete its selection within the specified period.

(B) Exchange Selection of DMM Unit [Selected]by [the Exchange]Delegation

- (1) If the issuer delegates authority to the Exchange to select its DMM unit, an Exchange Selection Panel ("ESP") [shall]will be convened to select a DMM unit[based on a review of all information available to the issuer]. The ESP [shall]will consist of three Exchange employees[: (a) at least one member of the Exchange's Senior Management,] as designated by the Chief Executive Officer ("CEO") of the Exchange [or his or her designee, (b) any combination of two Exchange Senior Management or Exchange Floor Operations Staff, to be designated by the Executive Vice-President of Exchange Floor Operations or his/her designee; and (c) any combination of three non-DMM Executive Floor Governors ("EFGs) or non-DMM Floor Governors for a total of six members]. Such issuer may choose to submit a letter to the ESP indicating its preference and supporting justification for a particular DMM unit. The ESP may consider such letter in performing its duty to select a DMM unit for the issuer.
- (2) The Exchange Selection Panel [shall]will select the DMM unit [pursuant to the provisions of 103B (III)(A) above]and inform the issuer of its selection. The ESP may also interview one or more individuals associated with a DMM unit.
- (3) The selection of the DMM unit by the ESP [shall]will be made by majority vote[with any tie votes being decided by the CEO of the Exchange or his or her designee]. The Exchange [shall]will notify the DMM unit and the issuer. The

DMM unit [shall]will then be responsible for providing the issuer with the name of the DMM with the requisite experience and skill it believes is appropriate to trade the issuer's security.

[(2)](C) DMM One Year Obligation

[Whether the issuer or the Exchange selects the DMM unit to receive the security allocation, t]The individual DMM who is assigned the proposed security [shall]is be required to remain the assigned DMM for one year from the date that the issuer begins trading on the Exchange. The DMM unit may designate a different individual DMM within the year by notifying the Exchange of the change in DMM and setting forth the reasons for the change with the consent and approval of the issuer.

[(3)](D) Foreign listing considerations

The special characteristics of foreign issues often require the DMM unit to commit extra resources in order to be a presence in the foreign market. Therefore, in allocations involving foreign issues, DMM units must provide information about its commitment to establish and maintain relationships with arbitrage houses and foreign brokerage units, and to gain familiarity with various aspects of trading securities of foreign issuers.

VI. POLICY NOTES

(F) Allocation of Group of Closed-End Management Investment Companies ('Funds')

(1) Funds listing on the Exchange pursuant to this policy will be subject to the allocation process pursuant to Rule 103B - Equities, Section III. If the issuer of an initial Fund lists additional funds within nine months from the date of its initial listing, the issuer may choose to maintain the same DMM unit for those subsequently listed funds or it may select a different DMM unit from the group of eligible DMM units that the issuer interviewed or reviewed in the allocation process for its initial fund. The fund may also delegate the selection of its DMM unit to the Exchange if it so chooses pursuant to Rule 103B - Equities, Section III(B).

(G) Allocation Freeze Policy

In the event that a DMM unit: (i) loses its registration in a [specialty stock]DMM security as a result of proceedings under [Rules 475 or 476 or]the Rule 8000 or 9000 Series, as

applicable; or (ii) voluntarily withdraws its registration in a [specialty stock]DMM security as a result of possible proceedings under those rules, the unit will be ineligible to apply for future allocations for the six month period immediately following the reassignment of the security ("Allocation Prohibition").

(H) Allocation Sunset Policy

Allocation decisions shall remain effective with respect to any initial public offering listing company which lists on the Exchange within [twelve]eighteen months of such decision. In situations in which the selected DMM unit merges or is involved in a combination or the individual DMM who is proposed to trade the company's security is no longer with the selected DMM unit within the [twelve]eighteen-month period, the company may choose whether to stay with the selected DMM unit, or be referred to allocation. If an individual DMM chosen to trade the company's security is no longer with the selected DMM unit, the issuer may interview a replacement DMM from that DMM unit prior to deciding whether to stay with the selected DMM unit or be referred to allocation. If a listing company does not list within twelve months, the matter [shall]will be referred for allocation through the allocation process pursuant to NYSE Rule 103B, Section III.
