

Lynndyl, UT 84640
January 17, 2024

Virginia A. Countryman, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549-1090

RE: Proposed Rulemaking on Self Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing of Proposed Rule Change to Amend the NYSE Listed Company Manual to Adopt Listing Standards for Natural Asset Companies

Release No. 34-98665
File No. SR-NYSE-2023-09

Dear Secretary Countryman and others concerned the above item:

I farm and ranch in the Lynndyl, UT area. We utilize Federal, State and Private ground for our operation which helps provide food for the USA.

This proposal is a huge taking of property rights. Currently, the default situation is that Federal, State and Private lands are utilized to be productive and to produce food and resources our country needs, including, but not limited to food, mining and oil production that all provide for national security for our country. This proposal provides for holding of land and resources without producing anything, I believe that the result will be a lack of energy production and food for our country. It seems like we are putting so called environmental concerns above feeding our country and having the resources for transportation and electric production. There seems to be no rationality in taking these actions.

Also, currently land owners and users have rights to the air above and the water tied to the property this uses. Removing those rights is a taking pure and simple. In addition would these companies be able to charge for the air and water they control. You may say no, but I think there is a very good likelihood that will be the ultimate outcome. Neighboring landowners may also be impacted by the areas created which are in the general areas of one of the Natural Asset Company areas.

I understand that you are talking about a Stock Exchange rule, but you need to consider the dire effects of such a rule. You are not talking about just a rule but what impact that rule will have on our country. John Kerry a few months ago said we could not meet carbon goals with the production of food. It seems like this rule is trying to do the same thing. Nobody seems to care about eating until they are starving.

I also believe that solar installations in our area would be affected by this rule. They disturb large quantities of ground and make our highly erodible soils subject to erosion. At the end of their useful and actually fairly short economic life, they create high environmental impact by the left over panels.

Further to undertake this rule you are either changing or proposing to change accounting standards. This should not be done.

Overall, this rule can have dire consequences, much like your earlier derivative rules and

the meltdown that resulted in financial markets. The meltdown here would likely not only be in financial markets, but in food and commodity markets.

This rule makes an unholy alliance between so called private firms and the government to do what the government would unlikely be able to do on its own. Much like the collusion between social media companies and the government in the last election.

This rule has the potential to destroy rural economies and to make rural residents into, serfs, sharecroppers and slaves working for the holders of these rights, rather than having their own economic operations.

Our operation is a sustainable operation. The land year after year provides feed for our cattle and renews itself the next year. We manage the land so as to have ongoing grazing. Overall the land we use has improved over time. This is something that needs to continue.

One aspect of not grazing land is that fuel for fires increases over time. Then when a fire comes the result is much more pollution in the air, than there would be where grazing limits the size of fires. See California's history with wild fires. Also California, removed cattle from grazing lands near Los Angeles. Now instead of cattle producers paying for the right to graze, the government pays goat operations to graze. Goats are also ruminants like cattle. So other than costing additional money, not much was accomplished.

I am also incorporating the comments of the Wyoming Farm Bureau, which are attached below and which I agree with. Those comments show how plain rule language seems to prevent the use of land and asks for clarification of the rule.

Sincerely,



Greg Greathouse

January 10, 2024

Vanessa A. Countryman, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549-1090

RE: Proposed Rulemaking on Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing of Proposed Rule Change To Amend the NYSE Listed Company Manual To Adopt Listing Standards for Natural Asset Companies
Release No. 34-98665
File No. SR-NYSE-2023-09

Dear Secretary Countryman:

As Wyoming's largest general agricultural organization, the Wyoming Farm Bureau Federation (WyFB) appreciates the opportunity to provide comments and express concerns about the Security and Exchange Commission's proposed rulemaking regarding listing standards for Natural Asset Companies.

We write to request clarification of and to offer limited comments on the public notice issued by the Securities and Exchange Commission on October 4, 2023, titled "Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing of Proposed Rule Change To Amend the NYSE Listed Company Manual To Adopt Listing Standards for Natural Asset Companies" (the "Proposed Rule").

The Proposed Rule defines a Natural Asset Company ("NAC") as "a corporation whose primary purpose is to actively manage, maintain, restore (as applicable), and grow the value of natural assets and their production of ecosystem services. In addition, where doing so is consistent with the company's primary purpose, the company will seek to conduct sustainable revenue-generating operations. Sustainable operations are those activities that do not cause any material adverse impact on the condition of the natural assets under a NAC's control and that seek to replenish the natural resources being used...."

Noting that the basis for the Proposed Rule cites agriculture as "contributing to the loss of natural habitat and soil degradation," please confirm the following relating to the Proposed Rule's impact on independent property holders' rights, including:

- 1) A NAC has no enhanced or elevated property rights relative to any other property owner or leaseholder; for example, the rights of an unaffiliated, non-NAC farmer or rancher who diverts water from a river system for the purpose of growing food, fiber, or fuel upstream or downstream of a NAC asset is not affected by the Proposed Rule.

- 2) Relative to a similarly situated lessee or license-holder on federal lands, the Proposed Rule affords NACs no enhanced or elevated rights to access water flowing through federal lands or to dictate or restrict water access rights upstream or downstream of those federal lands.
- 3) The Proposed Rule affords NACs no elevated rights to bind any other property holder to conform to its decision making on what constitutes a "material adverse impact" or to mitigate a potential material adverse impact.
- 4) The Proposed Rule affords NACs no elevated or special rights, over and above those available to any other business or property holder, to impose its sustainability prerogatives.

The Proposed Rule prevents NACs from participating in "unsustainable activities" by stating: "The NAC will be prohibited from engaging directly or indirectly in unsustainable activities. These are defined as activities that cause any material adverse impact on the condition of the natural assets under its control, and that extract resources without replenishing them (including, but not limited to, traditional fossil fuel development, mining, unsustainable logging, or perpetuating industrial agriculture). The NAC will be prohibited from using its funds to finance such unsustainable activities." Because "perpetuating industrial agriculture" is described as an unsustainable activity, we ask that you further clarify the following:

- 5) Under the Proposed Rule, what does "industrial agriculture" mean and why is "perpetuating industrial agriculture" considered unsustainable?
- 6) Does mere participation in an "industrial agriculture" enterprise constitute "perpetuating" an unsustainable activity, or is something more required for industrial agriculture to be considered unsustainable?
- 7) Referencing the questions outlined above, if a farmer or rancher diverts water from a river for the purposes of growing food, fiber, or fuel, the Proposed Rule appears to suggest the water resource would be deemed "extract[ed]" without being "replenish[ed]"; would this water diversion be an example of a "material adverse impact" on the river?

The Commission further seeks feedback on the "licensing arrangement for NACs as proposed and the sufficiency of the proposal regarding such licensing or other legal arrangements that a NAC would be permitted to enter into." The Proposed Rule appears to authorize NACs to license a variety of management activities and rights affecting land, including mineral rights, water rights, or air rights running with the land, whether private or public, but does not provide thorough treatment of licensing of federal lands in the United States. Accordingly, we ask that you please clarify (a) if such licenses on federal lands would depend upon or otherwise be linked to the Bureau of Land Management's proposal of April 3, 2023, to create "conservation leases" on federal lands; and (b) what other existing or proposed authorities for "licensing" activities (or absence or cessation of activity) on federal lands, if any, are contemplated under the Proposed Rule?

With respect to private lands, the proposal does not address states' governance of real property ownership and transfers within their respective boundaries. Importantly, according to the National Agricultural Law Center, "approximately twenty-four states specifically forbid or limit nonresident aliens, foreign businesses and corporations, and foreign governments from acquiring or owning an interest in agricultural land within their state." Accordingly, please clarify that the Proposed Rule would do nothing to impair state laws impacting the foreign ownership of land.

As outlined above, the Proposed Rule raises significant practical and policy issues that impact the management and control of our nation's natural resources and our farming and ranching communities. Moreover, it broadly casts as "unsustainable" the industry that feeds our nation and the world. The WyFB encourages the Commission to carefully consider and respond to the questions raised here as it reviews the potential impacts of this Proposed Rule and further recommends the Commission eschew non-evidence-based assertions concerning agricultural sustainability going forward.

Best regards,

A handwritten signature in cursive script that reads "Kelly Carpenter". The signature is written in black ink and is positioned above the typed name.

Kelly Carpenter

National Affairs Associate

Wyoming Farm Bureau Federation