

Additions: Underlined
 Deletions: [Bracketed]

Rules of New York Stock Exchange LLC

Pillar Platform Rules (Rules 1P - 13P)

Rule 7P EQUITIES TRADING

Section 3. Exchange Trading

Rule 7.31. Orders and Modifiers

(c) Auction-Only Order. A Limit or Market Order that is to be traded only in an auction pursuant to the Rule 7.35 Series (for Auction-Eligible Securities) or routed pursuant to Rule 7.34 (for UTP Securities). MOO, MOC, LOC, and Closing IO Orders are not available to DMMs.

(2) The Exchange will accept the following Auction-Only Orders designated for a closing auction when it begins accepting orders for a trading day as provided for in Rule 7.34(a)(1).

(A) Limit-on-Close Order (“LOC Order”). A LOC Order is a Limit Order that is to be traded only during a closing auction.

(B) Market-on-Close Order (“MOC Order”). A MOC Order is a Market Order that is to be traded only during a closing auction.

(C) Closing D Order. A Closing D Order is a Limit Order to buy (sell) with an instruction to exercise discretion in the Closing Auction up (down) to a designated undisplayed price.

- (i) A Closing D Order may be entered only by a Floor broker or DMM[only].
- (ii) On arrival, a Closing D Order will be processed as a Limit Order and may trade or route prior to the Closing Auction, provided that a Closing D Order entered by a DMM in an NYSE-listed security will not be eligible to trade in a Core Open Auction or Trading Halt Auction. The Exchange will reject a Closing D Order that is sent by a DMM in an NYSE-listed security either before the Core Open Auction or during a trading halt or pause, provided that the Exchange will accept such orders beginning ten minutes before the scheduled end of Core Trading Hours even if the security remains halted or paused or never opened. The Exchange will cancel a Closing D Order entered by a DMM in an NYSE-listed security if the security is halted or paused earlier than 10 minutes before the scheduled end of Core Trading Hours.
- (iii) A Closing D Order in an Auction-Eligible Security entered by a Floor broker may include a Yielding Modifier. Until the Closing Auction, a Closing D Order with a Yielding Modifier will be processed as a Yielding Order. A Closing D Order with a Yielding Modifier is ranked Priority 4 - Yielding Orders.
- (iv) Based on the instruction of the Floor broker or DMM, a Closing D Order in a UTP Security will be routed to the primary listing market as either a MOC or LOC Order.

Rule 7.35 Series. Auctions

Rule 7.35. General

(a) *Definitions.* The following are definitions for purposes of Rule 7P:

- (9) “DMM Interest” means all buy and sell interest entered by a DMM unit in its assigned securities and includes:
 - (A) “DMM Auction Liquidity” means non-displayed buy and sell interest that is (i) entered by a DMM either manually on the Trading Floor or as part of the DMM unit’s electronic message to conduct an Auction; (ii) designated for an Auction only; and (iii) not entered as an order or modifier as defined in Rule 7.31. For purpose of ranking and allocation in a[n] Core Open Auction or Trading Halt Auction, DMM Auction Liquidity is ranked Priority 2 - Display Orders; and

(B) “DMM Orders” means orders, as defined under Rule 7.31, entered by a DMM unit, excluding Closing D Orders entered by a DMM. DMM orders are ranked as provided for in Rule 7.31; and

(C) “DMM After-Auction Orders” means DMM [o]Orders[, as defined under Rule 7.31,] entered by a DMM unit before either the Core Open or Trading Halt Auction that do not participate in an Auction and are intended instead to maintain price continuity with reasonable depth immediately following an Auction. Once entered on the Exchange Book, DMM After-Auction Orders are ranked as provided for in Rule 7.31.

(b) *Auction Ranking*. Orders are ranked for purposes of how they are included in Auction Imbalance Information or for an Auction allocation as follows:

(1) *Price*. Orders are ranked based on the price at which they would participate in an Auction. The ranking price will be:

(A) for Limit Orders, the limit price;

(B) for Opening D Orders, the undisplayed discretionary price;

(C) for Closing D Orders:

(i) up to five minutes before the end of Core Trading Hours, the limit price; and

(ii) beginning five minutes before the end of Core Trading Hours, the undisplayed discretionary price;

(D) for DMM Interest, the Imbalance Reference Price (if included in Core Open or Trading Halt Auction Imbalance Information) or Auction Price (for Auction allocation); and

Rule 7.35B. DMM-Facilitated Closing Auctions

(a) *DMM and Floor Broker Responsibilities*. It is the responsibility of each DMM to ensure that registered securities close as soon after the end of Core Trading Hours as possible, while at the same time not unduly hasty, particularly when at a price disparity from the Exchange Last Sale Price.

(2) *DMM Interest*: A DMM may enter [or cancel] DMM Auction Liquidity[Interest] after the end of Core Trading Hours [in order]only to [supply liquidity as needed to

meet the DMM's obligation to facilitate the Closing Auction in a fair and orderly manner]offset any Unpaired Quantity at the Closing Auction Price. Offsetting at-priced Yielding Orders will not be included in the calculation of the Unpaired Quantity that a DMM may offset with DMM Auction Liquidity. The entry of DMM Auction Liquidity[Interest] after the end of Core Trading Hours will not be subject to Limit Order Price Protection. DMM Orders will not be eligible to participate in the Closing Auction, will not be included in the Auction Imbalance Information for the Closing Auction, and will be cancelled at the end of Core Trading Hours.

(g) *Determining an Auction Price.* The DMM is responsible for determining the Auction Price for a Closing Auction under this Rule. If there is an Imbalance of any size[.];

- (1) the DMM must select an Auction Price at which all better-priced orders on the Side of the Imbalance can be satisfied; and
- (2) if the Side of the Imbalance is to buy (sell), the Auction Price must be at or above (below) the last-published Imbalance Reference Price and not above (below) the last-published non-zero Continuous Book Clearing Price.

(h) *Auction Allocation.* Once an Auction Price has been determined, orders will be allocated as follows:

- (1) Better-priced orders, including Yielding Orders and the reserve interest of Reserve Orders, entered by the Book Participant or a Floor Broker Participant, and Closing D Orders entered by either a Floor Broker or DMM, are guaranteed to participate in the Closing Auction at the Auction Price.
- (2) At-priced orders and DMM Auction Liquidity[Interest of any price] are not guaranteed to participate in the Closing Auction and will be allocated in the following order:
 - (A) First, orders ranked Priority 2- Displayed Orders and Closing D Orders will be allocated on parity by Participant pursuant to Rule 7.37(b)(2) - (7). For allocation purposes, Closing D Orders entered by a DMM in securities that are assigned to that DMM will be included in the DMM Participant and Closing D Orders entered by a DMM in securities not assigned to that DMM will be included in the Book Participant.
 - (B) Next, orders ranked Priority 3 - Non-Displayed Orders will be allocated on parity by Participant pursuant to Rule 7.37(b)(2) - (7).
 - (C) Next, LOC Orders will be allocated on time.
 - (D) Next, Closing IO Orders opposite to the Side of the Unpaired Quantity will be allocated on time.

(i) Closing IO Orders will not participate in the Closing Auction if there is no Unpaired Quantity at the Auction Price.

(E) Next, DMM Auction Liquidity.

(F) Next, the display quantity of orders ranked Priority 4 - Yielding Orders and Closing D Orders with a Yielding Modifier will be allocated on time.

~~[(F)]~~(G) Next, the non-display quantity of orders ranked Priority 4 - Yielding Orders will be allocated on time.

(3) DMM Participant Allocation.

(A) DMM Self-Trade Prevention. If DMM Auction Liquidity to buy (sell) would trade with a Closing D Order(s) to sell (buy) entered by the DMM, the locking/crossing interest will be subject to STP Decrement and Cancel, as described in Rule 7.31(i)(2)(C)(i). If there is more than one Closing D Order to sell (buy) to be cancelled, such orders will be cancelled in price/time sequence, from lowest (highest) price first, and then at each price, from oldest to newest. [At-priced DMM Orders will be placed on the allocation wheel for the Closing Auction based on the time of entry and any other orders or interest from such DMM will join that position on the allocation wheel. If the only DMM Interest available to participate in a Closing Auction is DMM Auction Liquidity or better-priced DMM Orders or both, such DMM Interest will be placed last on the allocation wheel.]

(B) A parity allocation to the DMM Participant will be allocated in price-time priority.

(j) *Temporary Rule Suspensions.*

(2) *Extreme Order Imbalances at or Near the Close.* 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 end of Core Trading Hours, the Exchange may temporarily suspend the following:

(A) The requirement to enter all order instructions by the end of Core Trading Hours (Rule 7.34(a)(2)(B)) to permit the solicitation and entry of orders into Exchange systems, provided that:

(iii) If the Side of the Imbalance is to buy (sell), during the Solicitation Period, the Exchange will accept only sell (buy) Limit Orders [and Floor Broker Interest] with a limit price equal to or higher (lower) than the Exchange Last Sale Price. Such orders will not be subject to the Limit Order Price Check and will not be routed to an Away Market. DMM Orders will be rejected during the Solicitation Period. The Exchange will reject all other orders and requests to cancel any orders, regardless of the time of entry of the original order. Orders entered during the Solicitation Period will be included in the calculation of the Continuous Book Clearing Price;

Rule 7.35C. Exchange-Facilitated Auctions

(a) If a DMM cannot facilitate an Auction for one or more securities in which the DMM is registered under Rules 7.35A or 7.35B, the Exchange will conduct the Auction for such security or securities electronically as provided for in this Rule, provided that the Exchange will not facilitate a Direct Listing Auction.

(1) If the Exchange facilitates an Auction, DMM Interest will not be eligible to participate if such Auction results in a trade, and will be eligible to participate if such Auction results in a quote, provided that, Closing D Orders entered by a DMM would be eligible to participate in an Exchange-facilitated Closing Auction.

Rule 98. Operation of a DMM Unit

(c) Operation of a DMM unit.

[5. The member organization must daily provide the Exchange with net position information in DMM securities by the DMM unit and any independent trading unit of which it is part for such time periods and in the manner prescribed by the Exchange.

A. The phrase “net position information in DMM securities” in subsection (c)(5) means the DMM unit’s inventory of securities exclusive of pending, unexecuted orders and, as used in this Rule, is independent of any reference to position information in connection with an interpretation of Rule 7.16 or Regulation SHO. Consistent with Rule 7.16(c), a member organization must mark all sell orders as “long,” “short” or “short exempt” in accordance with the provisions of Rule 200 of Regulation SHO and related SEC FAQs 2.5, 2.5A, 2.5B, 2.5C and 2.6.]

[6.]5. The DMM unit may not operate as a specialist or market maker on the Exchange or the NYSE American LLC equities or options trading floors in related products, unless specifically permitted in Exchange rules.

[7.]6. The member organization shall maintain information barriers between the DMM unit and any investment banking or research departments of the member organization. No DMM or DMM unit may be directly supervised or controlled by an individual associated with an approved person or the member organization who is assigned to any investment banking or research departments.

Rule 104. Dealings and Responsibilities of DMMs

(a) DMMs registered in one or more securities traded on the Exchange must engage in a course of dealings for their own account to assist in the maintenance of a fair and orderly market insofar as reasonably practicable. The responsibilities and duties of a DMM specifically include, but are not limited to, the following:

2. Facilitate openings and reopenings, including the Midday Auction, for each of the securities in which the DMM is registered as required under Exchange rules. This may include supplying liquidity as needed. (See Rule [123D]7.35A for additional responsibilities of DMMs with respect to Core Open Auctions and Trading Halt Auctions[openings and Rule 13 with respect to Reserve Order interest procedures at the opening].) DMM and DMM unit algorithms will have access to aggregate order information in order to comply with this requirement. [(See Supplementary Material .05 of this 104 with respect to odd-lot order information to the DMM unit algorithm.)]
3. Facilitate the close of trading for each of the securities in which the DMM is registered as required by Exchange rules. This may include supplying liquidity as needed. (See Rule [123C]7.35B for additional responsibilities of DMMs with respect to Closing Auctions[closes and Rule 13 with respect to Reserve Order interest procedures at the close].) DMM and DMM unit algorithms will have access to aggregate order information in order to comply with this requirement.

(b) DMM Unit Algorithms

1. DMM units shall have the ability to employ algorithms for quoting and trading consistent with NYSE and SEC regulations.
2. [Exchange systems shall enforce the proper sequencing of incoming orders and algorithmically-generated messages and will prevent incoming DMM interest from trading with resting DMM interest. If the incoming DMM interest would trade with resting DMM interest only, the incoming DMM interest will be cancelled. If the

incoming DMM interest would trade with interest other than DMM interest, the resting DMM interest will be cancelled.]Unless otherwise specified in Rule 7.31, DMM unit algorithms may use the orders and modifiers set forth in Rule 7.31.

3. Except as provided for in paragraphs (a)(2) and (a)(3) of this Rule, the DMM unit's system employing algorithms will have access to information with respect to orders entered on the Exchange[, Floor Broker agency interest files or reserve interest,] to the extent such information is made publicly available. DMM unit algorithms will receive the same information with respect to orders entered on the Exchange[, Floor Broker agency interest files or reserve interest] as is disseminated to the public by the Exchange and shall receive such information no sooner than it is available to other market participants.
4. [The DMM unit's algorithm may place within Exchange systems trading interest to be known as a "Capital Commitment Schedule". (See Rule 1000 concerning the operation of the Capital Commitment Schedule.)
- 5.] All DMM unit trades via an algorithm must comply with all SEC and Exchange rules, policies and procedures governing DMM unit trading
- [6. DMM units may not enter the following orders and modifiers: Market Orders, MOO Orders, CO Orders, MOC Orders, LOC Orders, or Buy Minus Zero Plus Instructions.]

(c) [A DMM unit may maintain reserve interest consistent with Exchange rules governing Reserve Orders. Such reserve interest is eligible for execution in manual transactions.

(d) A DMM unit may provide algorithmically-generated price improvement to all or part of an incoming order that can be executed at or within the Exchange BBO through the use of Capital Commitment Schedule interest (see Rule 1000). Any orders eligible for execution in Exchange systems at the price of the DMM unit's interest will trade on parity with such interest, as will any displayed interest representing a d-Quote enabling such interest to trade at the same price as the DMM unit's interest.

(e) DMM units shall provide contra side liquidity as needed for the execution of odd-lot quantities that are eligible to be executed as part of the opening, re-opening and closing transactions but remain unpaired after the DMM has paired all other eligible round lot sized interest.

(f) Functions of DMMs

1. Any member who expects to act as a DMM in any listed security must be registered as a DMM. See Rule 103 for registration requirements for DMMs.
2. The function of a member acting as a DMM on the Floor of the Exchange includes the maintenance, in so far as reasonably practicable, of a fair and orderly market on the Exchange in the securities in which he or she is so acting. The maintenance of a

fair and orderly market implies the maintenance of price continuity with reasonable depth, to the extent possible consistent with the ability of participants to use reserve orders, and the minimizing of the effects of temporary disparity between supply and demand. In connection with the maintenance of a fair and orderly market, it is commonly desirable that a member acting as DMM engage to a reasonable degree under existing circumstances in dealings for the DMM's own account when lack of price continuity, lack of depth, or disparity between supply and demand exists or is reasonably to be anticipated.

3. The Exchange will supply DMMs with suggested Depth Guidelines for each security in which a DMM is registered. The administration of the Depth Guidelines will be contained in notices periodically issued to all DMMs. In connection with a DMM's responsibility to maintain a fair and orderly market, DMMs will be expected to quote and trade with reference to the Depth Guidelines where necessary.
4. DMMs are designated as market maker on the Exchange for all purposes under the Securities Exchange Act of 1934 and the rules and regulations thereunder.
5. The requirements Rule 104(f)(2) and (3) will be operative with respect to ETPs upon implementation of the applicable Depth Guidelines by the Exchange, but in any event no later than eighteen weeks after ETPs listed on the Exchange pursuant to Rules 5P and 8P begin trading.

[(g)](d) Transactions by DMMs

1. Transactions on the Exchange by a DMM for the DMM's account are to be effected in a reasonable and orderly manner in relation to the condition of the general market and the market in the particular security.
 - A. An "Aggressing Transaction" is a DMM unit transaction that:
 - i. is a purchase (sale) that reaches across the market to trade as the contra-side to the Exchange published offer (bid); and
 - ii. is priced above (below) the last differently-priced trade on the Exchange and above (below) the last differently-priced published offer (bid) on the Exchange.
 - [B. *Prohibited Transactions.* Aggressing Transactions during the last ten minutes prior to the scheduled close of trading that would result in a new high (low) price for a security on the Exchange for the day at the time of the DMM's transaction are prohibited, unless such transaction would match another market's better bid or offer price, bring the price of that security into parity with an underlying or related security or asset, or would liquidate or decrease the position of the DMM unit.

- i. The phrase “the position of the DMM unit” in subsection (g)(1)(B) means the DMM unit’s inventory of securities exclusive of pending, unexecuted orders and has the same meaning as “net position information in DMM securities” in Rule 98(c)(5).]
2. *Re-Entry Obligations.* The DMM unit's obligation to maintain a fair and orderly market may require re-entry on the opposite side of the market after effecting one or more transactions. Such re-entry should be commensurate with the size of the transaction(s) and the immediate and anticipated needs of the market, provided that:
 - A. Following an Aggressing Transaction, other than an Aggressing Transaction involving an ETP, the DMM unit must re-enter the opposite side of the market at or before the applicable Price Participation Point (“PPP”) for that security commensurate with the size of the Aggressing Transaction.
 - B. Following an Aggressing Transaction, other than an Aggressing Transaction involving an ETP, that (1) is 10,000 shares or more or has a market value of \$200,000 or more and (2) exceeds 50% of the published offer (bid) size, the DMM unit must immediately re-enter the opposite side of the market at or before the applicable PPP for that security commensurate with the size of the Aggressing Transaction.
3. *PPP Guidelines.*
 - A. The Exchange will periodically issue PPP Guidelines that identify the price at or before which a DMM unit is expected to re-enter the market following an Aggressing Transaction. PPPs are only minimum guidelines and compliance with them does not guarantee that a DMM unit is meeting its obligations.
 - B. Notwithstanding that a security may not have reached the PPP, the DMM unit may be required to re-enter the market immediately after an Aggressing Transaction based on the price and/or volume of the DMM unit’s trading in reference to the market in the security at the time of such trading. In such situations, DMM units may or may not rely on the fact and circumstance that there may have been one or more independent trades following the DMM unit’s trading to justify a failure to re-enter the market.

[(h)](e) Trading Floor Functions of DMMs

- i. A DMM may perform the following Trading Floor functions:
 - A. maintain order among Floor brokers manually trading at the DMM’s assigned panel;
 - B. bring Floor brokers together to facilitate trading, which may include the DMM as a buyer or seller;

- C. assist a Floor broker with respect to an order by providing information regarding the status of a Floor broker's orders, helping to resolve errors or questioned trades, adjusting errors, and cancelling or inputting Floor broker agency interest on behalf of a Floor broker; and
 - D. research the status of orders or questioned trades on his or her own initiative or at the request of the Exchange or a Floor broker when a Floor broker's handheld device is not operational, when there is activity indicating that a potentially erroneous order was entered or a potentially erroneous trade was executed, or when there otherwise is an indication that improper activity may be occurring.
- ii. The Exchange may make systems available to a DMM at the post that display the following information about securities in which the DMM is registered: (A) aggregated buying and selling interest; and (B) [the price and size of any individual order or Floor broker agency interest file and the entering and clearing firm information for such order, except that the display shall exclude any order or portion thereof that a market participant has elected not to display to a DMM; and (C)] post-trade information. A DMM may not use any information provided by Exchange systems pursuant to this subparagraph (ii) in a manner that would violate Exchange rules or federal securities laws or regulations.
 - iii. The DMM may provide market information that is available to the DMM at the post as described in subparagraph [(h)](e)(ii) to: (A) respond to an inquiry from a Floor broker in the normal course of business; or (B) visitors to the Trading Floor for the purpose of demonstrating methods of trading; provided, however, that a Floor broker may not submit an inquiry pursuant to this subparagraph [(h)](e)(iii) by electronic means and the DMM may not use electronic means to transmit market information to a Floor broker in response to a Floor broker's inquiry pursuant to this subparagraph [(h)](e)(iii).

[(i)](f) Temporary DMMs.

[(j)](g) Communication with Issuers of Listed Securities.
