

Section VI(B) and, if applicable, pursuant to Section VI(C)(3) of the Plan.

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III. Operating Committee

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(E) Conflicts and Recusals

A Participant may recuse itself from voting on any matter under consideration by the Operating Committee if the Participant determines that voting on such matter raises a conflict of interest. Except as provided in Sections V(B)(2), and V(B)(3), and V(B)(4) of the Plan, no Participant is automatically recused from voting on any matter.

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V. Selection Committee

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(B) Voting

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(2) No Bidding Participant shall vote on whether a Shortlisted Bidder will be permitted to revise its Bid pursuant to Section VI(C)(2) or Section VI(D)(1) below if a Bid submitted by or including the Participant or an Affiliate of the Participant is a Shortlisted Bid.

(3) No Bidding Participant shall vote in the process narrowing the set of Shortlisted Bidders as set forth in Section VI(C)(3) if a Bid submitted by or including the Participant or an Affiliate of the Participant is a Shortlisted Bid.

(4) No Bidding Participant shall vote in the second round set forth in Section VI(E)(4) below if a Bid submitted by or including the Participant or an Affiliate of the Participant is part of the second round.

(5) All votes by the Selection Committee shall be confidential and non-public. All such votes will be tabulated by an independent third party approved by the Operating Committee, and a Participant's individual votes will not be disclosed to other Participants or to the public.

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VI. RFP Bid Evaluation and Plan Processor Selection

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(C) Formulation of the CAT NMS Plan

(1) The Selection Committee shall review the Shortlisted Bids to identify optimal proposed solutions for the consolidated audit trail and provide descriptions of such proposed solutions for inclusion in the CAT NMS Plan. This process may, but is not required to, include iterative discussions with Shortlisted Bidders to address any aspects of an optimal proposed solution

that were not fully addressed in a particular Bid.

(2) Prior to the approval of the CAT NMS Plan, all Shortlisted Bidders will be permitted to revise their Bids one or more times if the Selection Committee determines, by majority vote, that such revision(s) are necessary or appropriate.

(3) Prior to approval of the CAT NMS Plan, and either before or after any revisions to Shortlisted Bids are accepted, the Selection Committee may determine, by at least a two-thirds vote, to narrow the number of Shortlisted Bids to three Bids, in accordance with the process in this Paragraph (C)(3).

(a) Each Voting Senior Officer shall select a first, second, and third choice from among the Shortlisted Bids.

(b) A weighted score shall be assigned to each choice as follows:

- First—3 points.
- Second—2 points.
- Third—1 point.

(c) The three Shortlisted Bids receiving the highest cumulative scores will be the new set of Shortlisted Bids.

(d) In the event of a tie that would result in more than three final Shortlisted Bids, the votes shall be recounted, omitting each Voting Senior Officer's third choice, in order to break the tie. If this recount produces a tie that would result in a number of final Shortlisted Bids larger than or equal to that from the initial count, the results of the initial count shall constitute the final set of Shortlisted Bids.

(e) To the extent there are Non-SRO Bids that are Shortlisted Bids, the final Shortlisted Bids selected pursuant to this Section VI(C)(3) must, if possible, include at least one Non-SRO Bid. If following the vote set forth in this Section VI(C)(3), no Non-SRO Bid was selected as a final Shortlisted Bid, the Non-SRO Bid receiving the highest cumulative votes shall be retained as a Shortlisted Bid.

(f) The third party tabulating votes, as specified in Section V(B)(5), shall identify to the Selection Committee the new set of Shortlisted Bids, but shall keep confidential the individual scores and rankings of the Shortlisted Bids from the process in this Paragraph (C)(3).

(4) The Participants shall incorporate information on optimal proposed solutions in the CAT NMS Plan, including cost-benefit information as required by SEC Rule 613.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-74211; File No. SR-BX-2015-008]

Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of Proposed Rule Change by NASDAQ OMX BX, Inc. Relating to a Typographical Error

February 5, 2015.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4² thereunder, notice is hereby given that, on January 29, 2015, NASDAQ OMX BX, Inc. (“BX” or “Exchange”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to modify the BX Rulebook at Options Chapter VI, Section 1 to correct a typographical error in a previous rule change.

The Exchange requests that the Commission waive the 30-day operative delay period contained in Exchange Act Rule 19b-4(f)(6)(iii).³

The text of the proposed rule change is available on the Exchange's Web site at <http://nasdaqomxbx.cchwallstreet.com>, at the principal office of the Exchange, and at the Commission's Public Reference Room.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 17 CFR 240.19b-4(f)(6)(iii).

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange is proposing to modify the Exchange's Rulebook at Chapter VI, Section 1 to correct a typographical error associated with the numbering in the Rulebook. The Exchange filed a proposed rule change which was recently approved,⁴ which caused duplicative numbering in the Rulebook. The purpose of this filing is administrative in nature; the Exchange solely desires to correct the numbering in Chapter VI, Section 1. There are no substantive changes being made in this proposed rule change.

Specifically, the Exchange proposes to renumber the second (1) in Chapter IV, Section 1(e), related to a Directed Order, and continue numbering the paragraphs thereafter. The Exchange is also proposing to remove Chapter IV, Sections 1(e)(4) and (7) which are currently reserved.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act⁵ in general, and furthers the objectives of Section 6(b)(5) of the Act⁶ in particular, in that it is designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general to protect investors and the public interest, by correcting a typographical error in the BX Rulebook. The Exchange believes that correcting the error will avoid confusion when referring to the Rulebook. The proposed amendments are non-substantive.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act. The proposed rule change corrects a typographical error in the Rulebook and is non-substantive. This proposed rule change will not impact competition in any respect.

⁴ Securities Exchange Act Release No. 34-73784 (December 8, 2014), 79 FR 73930 (December 12, 2014) (SR-BX-2014-049). The filing attempted to add new subsection (e)(1) to BX Options Chapter VI, Section 1, a subsection that already contained other text.

⁵ 15 U.S.C. 78f(b).

⁶ 15 U.S.C. 78f(b)(5).

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others

No written comments were either solicited or received.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Because the proposed rule change does not (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act⁷ and Rule 19b-4(f)(6) thereunder.⁸

The Exchange has asked the Commission to waive the 30-day operative delay so that the proposal may become operative immediately upon filing. The Exchange states that the proposal does not affect the protection of investors or the public interest, because it is designed solely to correct a typographical error. Similarly, the Exchange states that the change does not impact competition in any respect. The Exchange notes that a waiver of the 30-day operative delay will allow the correction to the Rulebook to take effect immediately, thereby avoiding any confusion when referring to the Rulebook. For this reason, the Commission believes that waiver of the 30-day operative delay is consistent with the protection of investors and the public interest. Therefore, the Commission designates the proposed rule change to be operative upon filing.⁹

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings

⁷ 15 U.S.C. 78s(b)(3)(A).

⁸ 17 CFR 240.19b-4(f)(6). As required under Rule 19b-4(f)(6)(iii), the Exchange provided the Commission with written notice of its intent to file the proposed rule change, along with a brief description and the text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission.

⁹ For purposes only of waiving the 30-day operative delay, the Commission has also considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

to determine whether the proposed rule should be approved or disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an email to rule-comments@sec.gov. Please include File Number SR-BX-2015-008 on the subject line.

Paper Comments

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-1090.

All submissions should refer to File Number SR-BX-2015-008. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for Web site viewing and printing in the Commission's Public Reference Room, 100 F Street NE., Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-BX-2015-008 and should be submitted on or before March 4, 2015.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁰

Brent J. Fields,

Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-74209; File No. SR-NYSEMKT-2015-09]

Self-Regulatory Organizations; NYSE MKT LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Part 8 of the NYSE MKT Company Guide to (i) Require the Chief Executive Officers of Listed Companies to Provide Annual Certification with Respect to the Company's Compliance with the Requirements of Part 8 of the Company Guide, (ii) Require Listed Companies to Submit Annual and Interim Written Affirmations, and (iii) Make Certain Other Clarifying Changes

February 5, 2015.

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the "Act")² and Rule 19b-4 thereunder,³ notice is hereby given that on February 3, 2015, NYSE MKT LLC (the "Exchange" or "NYSE MKT") filed with the Securities and Exchange Commission (the "Commission") the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to amend Part 8 of the NYSE MKT Company Guide (the "Company Guide") to (i) require the chief executive officers (each, a "CEO") of listed companies to provide annual certification with respect to the company's compliance with the requirements of Part 8 of the Company Guide, (ii) require listed companies to submit annual and interim written affirmations, and (iii) make certain other clarifying changes. The text of the proposed rule change is available on the Exchange's Web site at www.nyse.com, at the principal office of the Exchange,

and at the Commission's Public Reference Room.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the proposed rule change. The text of those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and the Statutory Basis for, the Proposed Rule Change

1. Purpose

NYSE MKT proposes to amend Part 8 of the Company Guide to (i) require the CEOs of listed companies to provide annual certification with respect to the company's compliance with the requirements of Part 8 of the Company Guide, (ii) require listed companies to submit annual and interim written affirmations, and (iii) make certain other clarifying changes. Part 8 of the Company Guide sets forth the Exchange's requirements with respect to listed company corporate governance, including majority board independence, independence requirements for audit committee and compensation committee members, and that executive compensation and director nominations must be under the jurisdiction of fully independent compensation and nominating committees or be determined by a majority of the independent directors acting as a group.

The Exchange proposes to add a new Section 810(a) to Part 8 of the Company Guide that would require each listed company CEO, subject to certain exceptions discussed below, to certify to the Exchange each year that he or she is not aware of any violation by the listed company of the NYSE MKT corporate governance listing standards set forth in Part 8 of the Company Guide, qualifying the certification to the extent necessary to reflect any violations of which the CEO is aware. A blank copy of the CEO certification form required by Section 810(a) will be posted on the Exchange's Web site.

The Exchange proposes to add a new Section 810(b) to Part 8 of the Company Guide that would require each listed company CEO to promptly notify the

Exchange in writing after any executive officer of the listed company becomes aware of any noncompliance with any applicable provisions of Part 8.

The Exchange proposes to add a new Section 810(c) to Part 8 of the Company Guide that would require each listed company to submit an executed written affirmation of compliance with Part 8 of the Company Guide annually to the Exchange. In addition, each listed company would be required to promptly submit an interim written affirmation after becoming aware of any noncompliance with Part 8 of the Company Guide or in the event of any change in the composition of its board of directors or the audit, compensation or nominating committees thereof. If the interim written affirmation relates to noncompliance with Part 8 of the Company Guide and is being submitted to the Exchange to satisfy the notice requirement of Section 810(b), it must be signed by the company's CEO. Blank copies of the affirmation forms required by Section 810(c) will be posted on the Exchange's Web site.

The Exchange believes that the proposed additions to Part 8 of the Company Guide will focus the CEO and senior management of listed companies on compliance with the Exchange's corporate governance requirements. Commentary to the proposed Section 810(a) would include a statement to this effect. The Exchange notes that proposed Section 810 is comparable to Section 303A.12 of the NYSE Listed Company Manual and that part of the rationale for adopting proposed Section 810 is to harmonize NYSE MKT's requirements more closely with those of the NYSE, as the two exchanges are under common ownership and regulated by the same staff in NYSE Regulation.

With certain exceptions noted below, Part 8 of the Company Guide is generally not applicable to asset-backed issuers and other passive business organizations (such as royalty trusts) or to derivatives and special purpose securities listed pursuant to Exchange Rules 1000, and 1200 and Sections 106, 107 and 118B as well as to issuers that only have debt or preferred stock listed on the Exchange. However, to the extent Rule 10A-3 under the Act requires such issuers to comply with Section 803 of the Company Guide, the Exchange proposes to amend Sections 801(c) and 801(g) to clarify that such issuers must also comply with new Sections 810(b) and 810(c). Because such issuers need only comply with Section 803 to the extent required by Rule 10A-3 under the Act, the Exchange will be able to obtain all relevant information to

¹⁰ 17 CFR 200.30-3(a)(12).

¹¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.