

**NYSE REGULATION, INC.
NOMINATING & GOVERNANCE COMMITTEE
CHARTER
Adopted September 5, 2007**

Purpose

The Nominating & Governance Committee (the “Committee”) is appointed by the Board of NYSE Regulation, Inc. (the “Corporation”) and is charged with (i) nominating to the Board candidates for the Board of Directors, including nominating, and determining the eligibility of, candidates proposed by petition to serve as Non-Affiliated Directors of the Corporation, (ii) reviewing the Corporation’s governance principles and practices, (iii) establishing and overseeing the self-assessment by the Board, (iv) recommending director compensation, and (v) succession planning for the Chief Executive Officer.

Committee Membership

The Committee shall consist of no fewer than three members, all of whom shall be Directors satisfying the independence requirements for Directors (i.e. Directors other than the Chief Executive Officer). A majority of Committee members shall be Non-Affiliated Directors, as defined in the Corporation’s Bylaws. The members and the Chairman of the Committee shall be appointed by the Board on the recommendation of the Chairman of the Board. The members of the Committee may be removed by the Board.

Procedures

A majority of the members of the Committee will constitute a quorum of the Committee, except as may be otherwise required by law or the Corporation’s Certificate of Incorporation and Bylaws. Participation in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence in person at a meeting. The act of a majority of the members of the Committee present at any meeting at which a quorum is present shall be the act of the Committee. The Chairman of the Committee, in consultation with other members of the Committee, shall set meeting agendas.

Committee Authority and Responsibilities

1. The Committee shall recommend to the Board candidates to be elected or appointed to the Board, and as necessary to fill vacancies and newly created directorships and determine the eligibility of any proposed nominees.
2. The Committee shall designate as Non-Affiliated Regulation Director Candidates for election to serve on the Board those candidates recommended as Fair Representation Candidates by the Director Candidate Recommendation Committee of the Corporation (the “DCRC”), including those candidates which emerge from the petition process, as described in the Corporation’s Bylaws.

3. The Committee shall (i) coordinate with and consult with the Nominating & Governance Committee of NYSE Euronext in identifying and determining the independence of Non-Affiliated Directors; (ii) coordinate with and consult with the DCRC in connection with the DCRC's recommendations for Fair Representation Candidates for election to serve as Non-Affiliated Directors and (iii) coordinate with and consult with both the DCRC and the NYSE Market Director Candidate Recommendation Committee in connection with the recommendations for "fair representation candidates" for election to serve as "non affiliated directors" of New York Stock Exchange LLC.
4. The Committee shall conduct the Board's annual governance review, including review and recommendations with respect to the corporate governance guidelines applicable to the Corporation.
5. The Committee shall annually review and make recommendations to the Board with respect to the compensation and benefits of directors and may seek the advice and assistance of the Human Resources & Compensation Committee of NYSE Euronext in preparing its recommendations.
6. The Committee shall establish an appropriate process for and oversee the self-assessment of the Board (including board self-assessment, committee self-assessments and director assessments), and oversee the evaluation of executive officers.
7. The Committee shall periodically report to the Board on succession planning. The Committee will work with the entire Board to identify and evaluate potential successors to the Chief Executive Officer. The Chairman and the Chief Executive Officer should at all times make available their recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. The Committee may seek the advice and assistance of the Human Resources & Compensation Committee of NYSE Euronext in reviewing the succession plan and preparing its report.
8. The Committee shall have the authority to direct and supervise investigations into any matter brought to its attention within the scope of its duties, including allegations of misconduct by Directors or by committee members.
9. The Committee shall have the authority to obtain advice and assistance from internal or external legal or other consultants or advisors, and to incur such expenses as the Committee in its discretion determines necessary and appropriate in carrying out its work.
10. The Committee may form and delegate authority to subcommittees when appropriate.