

OMB APPROVAL	
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Page 1 of <input type="text" value="17"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No. SR - <input type="text" value="2006"/> - <input type="text" value="028"/> Amendment No. <input type="text"/>
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Proposed Rule Change by National Association of Securities Dealers
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial <input checked="" type="checkbox"/>	Amendment <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) <input checked="" type="checkbox"/>	Section 19(b)(3)(A) <input type="checkbox"/>	Section 19(b)(3)(B) <input type="checkbox"/>
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action <input type="checkbox"/>	Date Expires <input type="text"/>	<input type="checkbox"/> 19b-4(a)(1) <input type="checkbox"/> 19b-4(a)(4) <input type="checkbox"/> 19b-4(b)(2) <input type="checkbox"/> 19b-4(b)(6) <input type="checkbox"/> 19b-4(f)(3) <input type="checkbox"/> 19b-4(f)(6)		

HTML (with embedded images) HTML (with all images downloaded)

Description
Provide a brief description of the proposed rule change (limit 250 characters).

A proposed rule change to allow Nasdaq to take certain actions on behalf of its issuers in connection with the Nasdaq transition to a national securities exchange.

Contact Information
Provide the name, telephone number and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the proposed rule change.

First Name Last Name
 Title
 E-mail
 Telephone Fax

Signature
Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date
 By Executive Vice President and General Counsel
 (Name) (Title)

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

Edward S. Knight

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change

Add Remove View

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

Add Remove View

Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

Add Remove View

Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

Add Remove View

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

Add Remove View

If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of Proposed Rule Change

Pursuant to the provisions of Section 19(b)(1) under the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² the National Association of Securities Dealers, Inc. (“NASD”), through its subsidiary, The Nasdaq Stock Market, Inc. (“Nasdaq”), is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to adopt Rule 4130 to allow Nasdaq to file an application with the Commission or another appropriate regulator on behalf of its issuers to register their listed securities under Section 12(b) of the Act, or seek a temporary exception from Section 12, in connection with Nasdaq’s transition to a national securities exchange.

(a) The text of the proposed rule change is below. Proposed new language is underlined; proposed deletions are in brackets.³

4130. Permission to Act on Behalf of Issuer

In connection with The NASDAQ Stock Market LLC (the “Nasdaq Exchange”) commencing operations as a national securities exchange, each issuer authorizes Nasdaq and the Nasdaq Exchange to file an application to register under Section 12(b) of the Act any class of the issuer’s securities that is listed on Nasdaq on the day immediately preceding the day the Nasdaq Exchange commences such operations; provided, however, that this provision shall not be applicable to any security that the issuer informs Nasdaq, pursuant to procedures set forth by Nasdaq, should not be so registered. The application to register under Section 12(b) of the Act will be filed with the Commission or, for those securities subject to Section 12(i) of the Act, with the appropriate banking regulator specified in Section 12(i). The authorization in this paragraph includes allowing Nasdaq

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ Changes are marked to the rule text that appears in the electronic NASD Manual found at www.nasd.com. No pending rule filings would affect the text of this rule. Because of the nature of this rule, no conforming change will be made to the rules of The NASDAQ Stock Market LLC. See Securities Exchange Act Release No. 53128 (January 13, 2006), 71 FR 3550 (January 23, 2006).

and the Nasdaq Exchange to request any appropriate regulatory relief from the provisions of Section 12.

* * * * *

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The Board of Directors of Nasdaq approved the proposed rule change at its meeting on December 13, 2005 and the Board of Governors of the NASD had an opportunity to review the proposed rule change at its meeting on December 14, 2005, which authorized the filing of the rule change with the Commission. The staff of Nasdaq has provided an opportunity for the staff of NASD Regulation, Inc. to consult with respect to the proposed rule change, pursuant to the Plan of Allocation and Delegation of Functions by NASD to Subsidiaries. No other action by the NASD is necessary for the filing of the rule change.

Nasdaq will implement the proposed rule immediately upon approval.

Questions regarding this rule filing may be directed to Arnold Golub, Associate General Counsel, The Nasdaq Stock Market, Inc. at (301) 978-8075 (telephone) or (301) 978-8472 (fax).

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

a. Purpose

On January 13, 2006, the Commission approved Nasdaq's application to register one of its subsidiaries, The Nasdaq Stock Market LLC ("Nasdaq Exchange"), as a

national securities exchange.⁴ Once the Nasdaq Exchange begins operation, securities listed on Nasdaq will need to have been registered under Section 12(b) of the Act so that brokers and dealers may effect transactions in these securities on the Nasdaq Exchange consistent with Section 12(a) of the Act.⁵ Accordingly, absent relief from the Commission and other regulators, Nasdaq's transition to the Nasdaq Exchange would require approximately 3,200 Nasdaq National Market and Capital Market issuers to register their Nasdaq-listed securities under Section 12(b) of the Act. This process would require each issuer to file a registration statement with the Commission or other appropriate regulator.⁶ Nasdaq would then be required to certify to the Commission and the Banking Regulators that each issuer's securities are approved for listing and registration.

Nasdaq believes that this registration process would be confusing and would place an unnecessary cost and administrative burden on issuers, on the Commission and Banking Regulators, and on Nasdaq, and would not be in the public interest. For the great majority of issuers whose securities are currently listed on Nasdaq, this additional registration process would not result in any significant benefit to the marketplace or investors because they would not receive any additional information regarding the

⁴ Securities Exchange Act Release No. 53128 (January 13, 2006), 71 FR 3550 (January 23, 2006).

⁵ Section 12(a) of the Act, 15 U.S.C. 78l(a). As discussed in footnote 10, Nasdaq anticipates that it will seek relief from the Section 12(b) registration requirement during a limited transition period for certain securities that are currently exempt from registration under Section 12(g).

⁶ Section 12(i) of the Act requires filings relating to certain financial institutions to be made with the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, or the Office of Thrift Supervision (collectively, the "Banking Regulators"). 15 U.S.C. 78l(i).

security. Nasdaq issuers whose securities are registered under Sections 12(b) or 12(g) of the Act would have already filed a registration statement pursuant to the Act to register those securities. Similarly, issuers registered under the Investment Company Act of 1940 (the “1940 Act”) will have filed detailed information with the Commission.⁷ There are also no material differences in the regulatory requirements for issuers whose securities are registered under Section 12(b) and those whose securities are registered under Section 12(g) or are exempted pursuant to Section 12(g)(2)(B) of the Act that would negatively impact investors or place additional burdens on the issuers.⁸

As a result, Nasdaq proposes to file a single application for registration on behalf of these issuers by means of a letter to the Commission and Banking Regulators. To provide notice of Nasdaq’s plan to seek Section 12(b) registration on behalf of its issuers and to assure sufficient authority for Nasdaq to make this application, however, Nasdaq has proposed adopting a rule specifically permitting Nasdaq and the Nasdaq Exchange to take this action.

Prior to filing this application, Nasdaq will provide notice to each issuer and will allow any issuer that does not wish to register under Section 12(b) the ability to opt-out of

⁷ In particular, each registered investment company has filed a registration statement with the Commission under the 1940 Act and has made periodic filings under the 1940 Act identical in form to those required of investment companies that have registered their securities under Section 12(b) of the Act.

⁸ Nasdaq believes that the only differences relate to how the issuer identifies itself on the cover of its periodic reports (e.g., as registered under Section 12(b) instead of Section 12(g)) and the process surrounding a decision to delist or deregister. Nasdaq also notes that an issuer registered under the 1940 Act will satisfy its obligation to file reports under the Act through the filing of reports that it is already required to make under the 1940 Act.

Nasdaq's request to the Commission and Banking Regulators.⁹ Nasdaq expects to provide companies 10 business days to request to opt-out of Nasdaq's application on their behalf under Section 12(b). The result of an issuer choosing to opt-out would be that the issuer's securities would be ineligible to be listed and traded on the Nasdaq Exchange as of the operational date; such issuers would instead trade on the pink sheets or OTC Bulletin Board unless the issuer filed a Section 12(b) registration statement with the Commission in connection with listing on Nasdaq or on another national securities exchange. Following this opt-out period, Nasdaq will submit a letter to the Commission and Banking Regulators requesting that such letter serve as the application for registration under Section 12(b), as well as the Nasdaq Exchange's certification of such application, for all those issuers with securities registered under Section 12(b) or 12(g) or exempt from registration under Section 12(g)(2)(B) and listed on Nasdaq on the day immediately preceding Nasdaq's operation as a national securities exchange.¹⁰ Nasdaq will notify issuers when this relief is granted.¹¹

⁹ Nasdaq will make this notification via e-mail to the issuer's e-mail address on file with Nasdaq, or, if no e-mail address is available, via facsimile. Nasdaq will also issue a press release describing this process and post information about this process to its website.

¹⁰ Nasdaq also anticipates that this letter will seek relief from the registration requirement for securities currently exempt from registration under Section 12(g)(2)(G) of the Act and Rule 12g3-2(b) thereunder to allow these securities to trade on the Nasdaq Exchange during a limited transition period. The proposed rule would specifically permit Nasdaq to request such regulatory relief. Nasdaq would follow the same notice and opt-out procedures for these companies.

¹¹ Nasdaq will make this notification in the same manner as the earlier notification, including the issuance of a press release. See footnote 9, supra.

b. Statutory Basis

Nasdaq believes that the proposed rule change is consistent with the provisions of Section 15A of the Act,¹² in general and with Section 15A(b)(6) of the Act,¹³ 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 to protect investors and the public interest. The proposed rule change would allow Nasdaq's issuers to seamlessly transition to the Nasdaq Exchange, thus removing a potential impediment to the mechanism of a free and open market and protecting the public interest.

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

Nasdaq does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended.

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

Written comments were neither solicited nor received.

6. Extension of Time Period for Commission Action

Nasdaq does not consent at this time to an extension of the time period for Commission action specified in Section 19(b)(2) of the Act.

¹² 15 U.S.C. 78o-3.

¹³ 15 U.S.C. 78o-3(b)(6).

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

Nasdaq requests that the Commission approve the proposed rule change immediately following the close of the comment period, a date that is prior to the 30th day after the date of publication of notice of this filing. Nasdaq believes that there is good cause to accelerate approval of this proposal because the Commission has already considered the issues surrounding Nasdaq's application for the Nasdaq Exchange to become a national securities exchange and has approved that application.¹⁴ The proposed rule change will reduce the cost and administrative burdens associated with the transition of issuers from trading on Nasdaq to trading on the Nasdaq Exchange and will assure that this transition can occur as quickly as possible.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

Not applicable.

9. Exhibits

1. Completed notice of proposed rule change for publication in the Federal Register.

¹⁴ Securities Exchange Act Release No. 53128 (January 13, 2006), 71 FR 3550 (January 23, 2006).

EXHIBIT 1SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-NASD-2006-028)

February XX, 2006

Self-Regulatory Organizations; National Association of Securities Dealers, Inc.; Notice of Filing of Proposed Rule Change to Allow Nasdaq to Take Certain Actions on behalf of Its Issuers in Connection with Nasdaq's Transition to a National Securities Exchange.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on February 23, 2006, the National Association of Securities Dealers, Inc. ("NASD"), through its subsidiary, The Nasdaq Stock Market, Inc. ("Nasdaq"), filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by Nasdaq. 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 the Substance of the Proposed Rule Change

Nasdaq proposes to adopt Rule 4130 to allow Nasdaq to file an application with the Commission or another appropriate regulator on behalf of its issuers to register their listed securities under Section 12(b) of the Act, or seek a temporary exception from Section 12, in connection with Nasdaq's transition to a national securities exchange. Nasdaq will implement the proposed rule upon approval. The text of the proposed rule change is below. Proposed new language is in italics; proposed deletions are in

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

brackets.³

4130. Permission to Act on Behalf of Issuer

In connection with The NASDAQ Stock Market LLC (the “Nasdaq Exchange”) commencing operations as a national securities exchange, each issuer authorizes Nasdaq and the Nasdaq Exchange to file an application to register under Section 12(b) of the Act any class of the issuer’s securities that is listed on Nasdaq on the day immediately preceding the day the Nasdaq Exchange commences such operations; provided, however, that this provision shall not be applicable to any security that the issuer informs Nasdaq, pursuant to procedures set forth by Nasdaq, should not be so registered. The application to register under Section 12(b) of the Act will be filed with the Commission or, for those securities subject to Section 12(i) of the Act, with the appropriate banking regulator specified in Section 12(i). The authorization in this paragraph includes allowing Nasdaq and the Nasdaq Exchange to request any appropriate regulatory relief from the provisions of Section 12.

* * * * *

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

In its filing with the Commission, Nasdaq 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. Nasdaq has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

³ Changes are marked to the rule text that appears in the electronic NASD Manual found at www.nasd.com. No pending rule filings would affect the text of this rule. Because of the nature of this rule, no conforming change will be made to the rules of The NASDAQ Stock Market LLC. See Securities Exchange Act Release No. 53128 (January 13, 2006), 71 FR 3550 January 23, 2006).

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

1. Purpose

On January 13, 2006, the Commission approved Nasdaq's application to register one of its subsidiaries, The Nasdaq Stock Market LLC ("Nasdaq Exchange"), as a national securities exchange.⁴ Once the Nasdaq Exchange begins operation, securities listed on Nasdaq will need to have been registered under Section 12(b) of the Act so that brokers and dealers may effect transactions in these securities on the Nasdaq Exchange consistent with Section 12(a) of the Act.⁵ Accordingly, absent relief from the Commission and other regulators, Nasdaq's transition to the Nasdaq Exchange would require approximately 3,200 Nasdaq National Market and Capital Market issuers to register their Nasdaq-listed securities under Section 12(b) of the Act. This process would require each issuer to file a registration statement with the Commission or other appropriate regulator.⁶ Nasdaq would then be required to certify to the Commission and the Banking Regulators that each issuer's securities are approved for listing and registration.

⁴ Securities Exchange Act Release No. 53128 (January 13, 2006), 71 FR 3550 (January 23, 2006).

⁵ Section 12(a) of the Act, 15 U.S.C. 78l(a). As discussed in footnote 10, Nasdaq anticipates that it will seek relief from the Section 12(b) registration requirement during a limited transition period for certain securities that are currently exempt from registration under Section 12(g).

⁶ Section 12(i) of the Act requires filings relating to certain financial institutions to be made with the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, or the Office of Thrift Supervision (collectively, the "Banking Regulators"). 15 U.S.C. 78l(i).

Nasdaq believes that this registration process would be confusing and would place an unnecessary cost and administrative burden on issuers, on the Commission and Banking Regulators, and on Nasdaq, and would not be in the public interest. For the great majority of issuers whose securities are currently listed on Nasdaq, this additional registration process would not result in any significant benefit to the marketplace or investors because they would not receive any additional information regarding the security. Nasdaq issuers whose securities are registered under Sections 12(b) or 12(g) of the Act would have already filed a registration statement pursuant to the Act to register those securities. Similarly, issuers registered under the Investment Company Act of 1940 (the “1940 Act”) will have filed detailed information with the Commission.⁷ There are also no material differences in the regulatory requirements for issuers whose securities are registered under Section 12(b) and those whose securities are registered under Section 12(g) or are exempted pursuant to Section 12(g)(2)(B) of the Act that would negatively impact investors or place additional burdens on the issuers.⁸

As a result, Nasdaq proposes to file a single application for registration on behalf of these issuers by means of a letter to the Commission and Banking Regulators. To provide notice of Nasdaq’s plan to seek Section 12(b) registration on behalf of its issuers

⁷ In particular, each registered investment company has filed a registration statement with the Commission under the 1940 Act and has made periodic filings under the 1940 Act identical in form to those required of investment companies that have registered their securities under Section 12(b) of the Act.

⁸ Nasdaq believes that the only differences relate to how the issuer identifies itself on the cover of its periodic reports (e.g., as registered under Section 12(b) instead of Section 12(g)) and the process surrounding a decision to delist or deregister. Nasdaq also notes that an issuer registered under the 1940 Act will satisfy its obligation to file reports under the Act through the filing of reports that it is already required to make under the 1940 Act.

and to assure sufficient authority for Nasdaq to make this application, however, Nasdaq has proposed adopting a rule specifically permitting Nasdaq and the Nasdaq Exchange to take this action.

Prior to filing this application, Nasdaq will provide notice to each issuer and will allow any issuer that does not wish to register under Section 12(b) the ability to opt-out of Nasdaq's request to the Commission and Banking Regulators.⁹ Nasdaq expects to provide companies 10 business days to request to opt-out of Nasdaq's application on their behalf under Section 12(b). The result of an issuer choosing to opt-out would be that the issuer's securities would be ineligible to be listed and traded on the Nasdaq Exchange as of the operational date; such issuers would instead trade on the pink sheets or OTC Bulletin Board unless the issuer filed a Section 12(b) registration statement with the Commission in connection with listing on Nasdaq or on another national securities exchange. Following this opt-out period, Nasdaq will submit a letter to the Commission and Banking Regulators requesting that such letter serve as the application for registration under Section 12(b), as well as the Nasdaq Exchange's certification of such application, for all those issuers with securities registered under Section 12(b) or 12(g) or exempt from registration under Section 12(g)(2)(B) and listed on Nasdaq on the day immediately preceding Nasdaq's operation as a national securities exchange.¹⁰ Nasdaq

⁹ Nasdaq will make this notification via e-mail to the issuer's e-mail address on file with Nasdaq, or, if no e-mail address is available, via facsimile. Nasdaq will also issue a press release describing this process and post information about this process to its website.

¹⁰ Nasdaq also anticipates that this letter will seek relief from the registration requirement for securities currently exempt from registration under Section 12(g)(2)(G) of the Act and Rule 12g3-2(b) thereunder to allow these securities to trade on the Nasdaq Exchange during a limited transition period. The proposed

will notify issuers when this relief is granted.¹¹

2. Statutory Basis

Nasdaq believes that the proposed rule change is consistent with the provisions of Section 15A of the Act,¹² in general and with Section 15A(b)(6) of the Act,¹³ 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 to protect investors and the public interest. The proposed rule change would allow Nasdaq's issuers to seamlessly transition to the Nasdaq Exchange, thus removing a potential impediment to the mechanism of a free and open market and protecting the public interest.

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

Nasdaq does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended.

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

Written comments were neither solicited nor received.

rule would specifically permit Nasdaq to request such regulatory relief. Nasdaq would follow the same notice and opt-out procedures for these companies.

¹¹ Nasdaq will make this notification in the same manner as the earlier notification, including the issuance of a press release. See footnote 9, supra.

¹² 15 U.S.C. 78o-3.

¹³ 15 U.S.C. 78o-3(b)(6).

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

Within 35 days of the date of publication of this notice in the Federal Register or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

- A. by order approve such proposed rule change, or
- B. institute proceedings to determine whether the proposed rule change should be 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, as amended, 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 e-mail to rule-comments@sec.gov. Please include File Number SR-NASD-2006-028 on the subject line.

Paper comments:

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

All submissions should refer to File Number SR-NASD-2006-028. This file number should be included on the subject line if e-mail 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 inspection and copying in the Commission's Public Reference Room. Copies of such filing also will be available for inspection and copying at the principal office of the NASD. 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-NASD-2006-028 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.¹⁴

Nancy M. Morris
Secretary

¹⁴ 17 CFR 200.30-3(a)(12).