

OMB APPROVAL	
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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 type="checkbox"/>	Amendment <input checked="" type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) <input type="checkbox"/>	Section 19(b)(3)(A) <input checked="" type="checkbox"/>	Section 19(b)(3)(B) <input type="checkbox"/>
Pilot <input type="checkbox"/>			Rule		
Extension of Time Period for Commission Action <input type="checkbox"/>			<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input checked="" type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

Initial Description of Rule Change      Proposed Rule Change Description

**Description**

Provide a brief description of the proposed rule change.

**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: John      Last Name: Yetter  
 Title: Associate General Counsel  
 E-mail: John.Yetter  
 Telephone: (301) 978-8497      Fax: (301) 978-8472

**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: 06/12/2006  
 By: Edward S. Knight      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

*Edward S. Knight*

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFF 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**

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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**

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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**

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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**

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item 1 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**

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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.

The National Association of Securities Dealers, Inc., through its subsidiary, The Nasdaq Stock Market, Inc. ("Nasdaq"), is filing this partial amendment to SR-NASD-2006-057, which was filed on May 1, 2006, to make the following corrections to the rule text and the discussion of the proposal.

1. On pages 8 and 18 of the original filing, delete the text of proposed Rule 7010(i)(7) and insert the following:

(7) When a market participant enters an order into Nasdaq's Brut or Inet systems that is sent to a Nasdaq Market Center market participant that charges an access fee to Brut or Inet, the market participant entering the order shall be charged (i) the applicable execution fee of the Nasdaq Facilities, or (ii) in the case of executions against Quotes/Orders at less than \$1.00 per share, a pass-through of the access fee charged to Brut or Inet.

2. On pages 10 and 20 of the original filing, delete the paragraph that begins "Nasdaq is also adding rule text ..." and insert the following paragraph in lieu thereof:

Nasdaq is also adding rule text to clarify the fee to be charged with respect to orders that are entered into Brut or Inet and then sent to a Nasdaq Market Center participant that charges an access fee to Brut or Inet. When the execution price of the stock is greater than \$1.00, Nasdaq charges its usual order execution fee of \$0.0028 or \$0.003, which will generally approximate the access fee charged to Brut or Inet. In the case of stocks price at \$1.00 or less, Nasdaq's order execution fee of 0.1% of the total transaction cost would not allow it to recoup the access fee charged to Brut or Inet. Accordingly, in those cases, Nasdaq passes through the ECN access fee to the market participant that entered the order into Brut or Inet.

3. On pages 10 and 21 of the original filing, delete the sentence that reads "The proposed rule change reduces fees for routing to Amex in most cases, broadens the availability of a reduced fee to access liquidity and route orders, and clarifies the application of Nasdaq's current fee schedule to orders routed from Brut or Inet, through the Nasdaq Market Center, to an order delivery ECN." and insert the following sentence in lieu thereof: "The proposed rule change reduces fees for routing to Amex in most cases, broadens the availability of a reduced fee to access liquidity and route orders, and clarifies the fee charged with respect to orders entered into Brut or Inet and sent for execution to a Nasdaq Market Center participant that charges an access fee."