

- Form  
 11361. Units of Delivery—Stocks  
 11362. Units of Delivery—Bonds  
 11363. Units of Delivery—Unit Investment Trust Securities  
 11364. Units of Delivery—Certificates of Deposit for Bonds  
 IM-11364. Trading Securities As “Units” or Bonds “With Stock”  
 11400. DELIVERY OF SECURITIES WITH DRAFT ATTACHED  
 11410. Acceptance of Draft  
 11500. DELIVERY OF SECURITIES WITH RESTRICTIONS  
 11510. Delivery of Temporary Certificates  
 11520. Delivery of Mutilated Securities  
 11530. Delivery of Securities Called for Redemption or Which Are Deemed Worthless  
 11540. Delivery Under Government Regulations  
 11550. Assignments and Powers of Substitution; Delivery of Registered Securities  
 IM-11550. Uniform Transfer Instructions Form  
 11560. Certificate of Company Whose Transfer Books Are Closed  
 IM-11560. Sample Ownership Transfer Indemnification Stamp  
 11570. Certificates in Various Names  
 11571. Certificate in Name of Corporation  
 IM-11571. Sample Certificate and Authorizing Resolution/Certificate of Incumbency  
 11572. Certificate in Name of Firm  
 11573. Certificate in Name of Dissolved Firm Succeeded by New Firm  
 11574. Certificate in Name of Deceased Person, Trustee, etc.  
 IM-11574. Sample Limited Partnership Change of Trustee Form  
 11600. DELIVERY OF BONDS AND OTHER EVIDENCES OF INDEBTEDNESS  
 11610. Liability for Expenses  
 11620. Computation of Interest  
 11630. Due-Bills and Due-Bill Checks  
 IM-11630. Sample Due-Bill Forms  
 11640. Claims for Dividends, Rights, Interest, etc.  
 11650. Transfer Fees  
 11700. RECLAMATIONS AND REJECTIONS  
 11710. General Provisions  
 IM-11710. Uniform Reclamation Form  
 11720. Irregular Delivery—Transfer Refused—Lost or Stolen Securities  
 IM-11720. Obligations of Members Who Discover Securities in Their Possession to Which They Are Not Entitled  
 11730. Called Securities  
 11740. Marking to the Market

800. CLOSE-OUT PROCEDURES  
 11810. Buying-In  
 IM-11810. Sample Buy-In Forms  
 11820. Selling-Out  
 11840. Rights and Warrants  
 IM-11840. Sample Letter of Indemnity  
 11860. Acceptance and Settlement of COD Orders  
 11870. Customer Account Transfer Contracts  
 IM-11870. Sample Transfer Instruction Forms  
 11880. Settlement of Syndicate Accounts

### III. Date of Effectiveness of the Proposed Plan and Timing for Commission Action

Pursuant to Section 17(d)(1) of the Act<sup>9</sup> and Rule 17d-2 thereunder,<sup>10</sup> after May 8, 2006, the Commission may, by written notice, declare the plan submitted by Nasdaq and NASD, File No. 4-517, effective if the Commission finds that the plan is necessary or appropriate in the public interest and for the protection of investors, to foster cooperation and coordination among self-regulatory organizations, or to remove impediments to and foster the development of the national market system and a national system for the clearance and settlement of securities transactions and in conformity with the factors set forth in Section 17(d) of the Act.

### IV. Solicitation of Comments

In order to assist the Commission in determining whether to approve this plan and to relieve Nasdaq of those responsibilities designated to NASD, interested persons are invited to submit written data, views, and arguments concerning the foregoing. Comments may be submitted by any of the following methods:

#### *Electronic Comments*

- Use the Commission’s Internet comment form (<http://www.sec.gov/rules/other.shtml>), or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number 4-517 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 4-517. This file number should be included on the subject line if e-mail

<sup>9</sup> 15 U.S.C. 78q(d)(1).

<sup>10</sup> 17 CFR 240.17d-2.

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/other.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed plan that are filed with the Commission, and all written communications relating to the proposed plan 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 the plan 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 4-517 and should be submitted on or before May 8, 2006.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>11</sup>

Nancy M. Morris,  
Secretary.

[FR Doc. E6-5693 Filed 4-14-06; 8:45 am]

BILLING CODE 8010-01-P

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-53623; File No. 4-514]

### Self-Regulatory Organizations; Order Approving Minor Rule Violation Plan for The NASDAQ Stock Market LLC

April 10, 2006.

On February 22, 2006, The NASDAQ Stock Market LLC (“Nasdaq” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”) a proposed minor rule violation plan (“MRVP”) pursuant to Section 19(d)(1) of the Securities Exchange Act of 1934 (“Act”),<sup>1</sup> and Rule 19d-1(c)(2) thereunder.<sup>2</sup> The proposed MRVP was published for public comment on March 16, 2006.<sup>3</sup> The Commission received no comments on the proposal. This order approves Nasdaq’s proposed MRVP.

<sup>11</sup> 17 CFR 200.30-3(a)(34).

<sup>1</sup> 15 U.S.C. 78s(d)(1).

<sup>2</sup> 17 CFR 240.19d-1(c)(2).

<sup>3</sup> See Securities Exchange Act Release No. 53428 (March 7, 2006), 71 FR 13645.

Nasdaq's MRVP specifies those uncontested minor rule violations with sanctions not exceeding \$2,500 which would not be subject to the provisions of Rule 19d-1(c)(1) under the Act<sup>4</sup> requiring that a self-regulatory organization promptly file notice with the Commission of any final disciplinary action taken with respect to any person or organization.<sup>5</sup> In accordance with paragraph (c)(2) of Rule 19d-1 of the Act, Nasdaq proposes to designate certain specified rule violations as minor rule violations, and requests that it be relieved of the reporting requirements regarding such violations, provided it gives notice of such violations to the Commission on a quarterly basis. Nasdaq proposes to include in its proposed MRVP the policies and procedures currently included in Nasdaq Rule 9216(b) ("Procedure for Violations Under Plan Pursuant to SEC Rule 19d-1(c)(2)") and the rule violations currently included in Nasdaq Rule IM-9216 ("Violations Appropriate for Disposition Under Plan Pursuant to SEC Rule 19d-1(c)(2)").<sup>6</sup>

Pursuant to Nasdaq's proposed MRVP, under Rule 9216(b) and IM-9216, Nasdaq or the Nasdaq Review Counsel may impose a fine (not to exceed \$2,500) and/or a censure on a member or an associated person with respect to any rule listed in IM-9216. If the person against whom the fine or censure is imposed does not dispute the violation, the Department of

Enforcement or the Department of Market Regulation may prepare and request that such person execute a minor rule violation plan letter. In such a letter, the member or associated person accepts a finding of violation, consents to the imposition of sanctions, and agrees to waive the right to a hearing before a Hearing Panel (or, if applicable, an Extended Hearing Panel); any right of appeal to the Nasdaq Review Council, the Commission, or the courts; and any other challenge to the validity of the letter. The letter will describe the act or practice engaged in or omitted; the rule, regulation, or statutory provision violated; and the sanction or sanctions to be imposed.

If a member or associated person executes the minor rule violation plan letter, the letter is submitted to the Nasdaq Review Council. The Office of Disciplinary Affairs may accept the letter or refer it to the Nasdaq Review Council for acceptance or rejection. Similarly, the Review Subcommittee of the Nasdaq Review Council may accept or reject the letter or refer it to the Nasdaq Review Council for acceptance or rejection. If the letter is rejected, Nasdaq may take any other appropriate disciplinary action with respect to the alleged violation or violations.

Nasdaq proposed that the quarterly report of actions taken on minor rule violations under Rule 9216(b) and IM-9216 would list for each violation: Nasdaq's internal file number for the case, the name of the individual and/or organization, the nature of the violation, the specific rule provision(s) violated, the sanction imposed, the number of times the rule violation has occurred, and the date of disposition.

The Commission finds that the proposed MRVP is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange. In particular, the Commission believes that the proposal is consistent with Section 6(b)(5) of the Act,<sup>7</sup> which requires that the rules of an exchange be designed to promote just and equitable principles of trade, to remove impediments and to perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. The Commission also believes that that proposal is consistent with Sections 6(b)(1) and 6(b)(6) of the Act<sup>8</sup> which require that the rules of an exchange enforce compliance with, and provide appropriate discipline for, violations of the Commission and Exchange rules. In

addition, because the MRVP offer procedural rights to a person sanctioned under Rule 9216(b), the Commission believes that Rule 9216(b) provides a fair procedure for the disciplining of members and persons associated with members, consistent with Sections 6(b)(7) and 6(d)(1) of the Act.<sup>9</sup>

Finally, the Commission finds that the proposal is consistent with the public interest, the protection of investors, or otherwise in furtherance of the purposes of the Act, as required by Rule 19d-1(c)(2) under the Act,<sup>10</sup> because the MRVP strengthens Nasdaq's ability to carry out its oversight and enforcement responsibilities as a self-regulatory organization in cases where full disciplinary proceedings are unsuitable in view of the minor nature of the particular violation.

In approving this proposal, the Commission in no way minimizes the importance of compliance with Exchange rules and all other rules subject to the imposition of sanctions under Rule 9216(b). The Commission believes that the violation of any self-regulatory organization's rules, as well as Commission rules, is a serious matter. However, Rule 9216(b) provides a reasonable means of addressing violations that do not rise to the level of requiring formal disciplinary proceedings, while providing greater flexibility in handling certain violations. The Commission expects that Nasdaq will continue to conduct surveillance with due diligence and make a determination based on its findings, on a case-by-case basis, whether a sanction under the MRVP is appropriate, or whether a violation requires formal disciplinary action.

*It is therefore ordered*, pursuant to Rule 19d-1(c)(2) under the Act,<sup>11</sup> that the proposed MRVP for Nasdaq, File No. 4-514, be, and hereby is, approved.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>12</sup>

**Nancy M. Morris,**

*Secretary.*

[FR Doc. E6-5653 Filed 4-14-06; 8:45 am]

**BILLING CODE 8010-01-P**

<sup>4</sup> 17 CFR 240.19d-1(c)(1).

<sup>5</sup> The Commission adopted amendments to paragraph (c) of Rule 19d-1 to allow self-regulatory organizations ("SROs") to submit for Commission approval plans for the abbreviated reporting of minor disciplinary infractions. See Securities Exchange Act Release No. 21013 (June 1, 1984), 49 FR 23828 (June 8, 1984). Any disciplinary action taken by an SRO against any person for violation of a rule of the SRO which has been designated as a minor rule violation pursuant to such a plan filed with the Commission shall not be considered "final" for purposes of Section 19(d)(1) of the Act if the sanction imposed consists of a fine not exceeding \$2,500 and the sanctioned person has not sought an adjudication, including a hearing, or otherwise exhausted his administrative remedies.

<sup>6</sup> On January 13, 2006, the Commission approved Nasdaq's application for registration as a national securities exchange, including the rules governing the Nasdaq exchange. Securities Exchange Act Release No. 53128, 71 FR 3550 (January 23, 2006). In the approval order, the Commission noted that Nasdaq Rule 9216(b) and IM-9216 provided for the imposition of fines for minor rule violations pursuant to a minor rule violation plan. Accordingly, the Commission noted that as a condition to the operation of the Nasdaq Exchange, Nasdaq must file a minor rule violation plan with the Commission. Nasdaq represented that modifications may be made to IM-9216 in the future. Nasdaq proposed that when amendments to IM-9216 are made pursuant to a rule filing submitted under Rule 19b-4 of the Act, such a filing would automatically be deemed a request by Nasdaq for Commission approval of a modification to its MRVP.

<sup>7</sup> 15 U.S.C. 78f(b)(5).

<sup>8</sup> 15 U.S.C. 78f(b)(1) and 78f(b)(6).

<sup>9</sup> 15 U.S.C. 78f(b)(7) and 78f(d)(1).

<sup>10</sup> 17 CFR 240.19d-1(c)(2).

<sup>11</sup> *Id.*

<sup>12</sup> 17 CFR 200.30-3(a)(44).