organization is exempt until December 2, 2012 from the requirements in Rule 17g–5(a)(3) (17 CFR 240.17g–5(a)(3)) for credit ratings where:

(1) The issuer of the security or money market instrument is not a U.S. person (as defined under Securities Act Rule 902(k)); and

(2) The nationally recognized statistical rating organization has a reasonable basis to conclude that the structured finance product will be offered and sold upon issuance, and that any arranger linked to the structured finance product will effect transactions of the structured finance product after issuance, only in transactions that occur outside the U.S.

By the Commission.

**Elizabeth M. Murphy,**

*Secretary.*

[FR Doc. 2011–30053 Filed 11–21–11; 8:45 am]

**BILLING CODE 8011–01–P**

---

## SECURITIES AND EXCHANGE COMMISSION

**[Release No. 34–65761; File No. SR–NASDAQ–2011–152]**

## Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Adopt a ''Post-Only'' Order Type

November 16, 2011.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 19b–4 [2] thereunder, notice is hereby given that on November 8, 2011, The NASDAQ Stock Market LLC (the ''Exchange'' or ''NASDAQ'') filed with the Securities and Exchange Commission (''SEC'' or ''Commission'') the proposed rule change as described in Items I, II, and III, 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

NASDAQ is filing with the Commission a proposal for the NASDAQ Options Market (''NOM'') to amend Chapter VI, Trading Systems, Section 1, Definitions, and Section 6, Acceptance of Quotes and Orders, to adopt a ''Post-Only Order,'' as described further below.

The text of the proposed rule change is available at *http://nasdaq.cchwallstreet.com/,* at NASDAQ's principal office, 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.

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

1. Purpose

The purpose of the proposed rule change is to introduce a new order type to NOM which is intended to attract new business. Specifically, a Post-Only Order is an order that will not remove liquidity from the System. A Post-Only Order is to be ranked and executed on the Exchange or cancelled, as appropriate, without routing away to another market. Post-Only Orders are evaluated at the time of entry with respect to locking or crossing other orders as follows: (i) if a Post-Only Order would lock or cross an order on the System, the order will be re-priced to $.01 below the current low offer (for bids) or above the current best bid (for offers) and displayed by the System at one minimum price increment below the current low offer (for bids) or above the current best bid (for offers); and (ii) if a Post-Only Order would not lock or cross an order on the System but would lock or cross the national best bid or offer as reflected in the protected quotation of another market center, the order will be handled pursuant to Chapter VI, Section 7(b)(3)(C).

The following examples illustrate how a Post-Only Order will be handled. If NOM is the only options market on the NBBO with a market of $1.00–$1.05, and Exchange B had a market of $ 0.99–$1.07, then a Post-Only Order to buy at $1.05 would be handled as follows: Because the price on the buy order is equal to the lowest NOM offer ($1.05), and because NOM's offer is better than any other market's offer, the order would be processed pursuant to Chapter VI, Section 1(e)(11)(i), such that the order would be re-priced to $1.04 and displayed at $1.04. Similarly, if a market participant were to enter a Post-Only order to buy at $1.06, a price which crosses the NOM market, the result would be the same: the order would be re-priced to $1.04 and displayed at $1.04.

As a second example, if NOM is not part of the NBBO, because NOM's market is $1.00–$1.06, and the NBBO is Market B with a market of $1.01–$1.04, then a Post-Only Order to buy at $1.05 would be handled as follows: Because it would lock the NBBO (the NBO is $1.04), but not the NOM BBO, it would be processed as explained in Chapter VI, Section 1 (e)(11)(ii) and Chapter VI, Section 7(b)(3)(c): It would be re-priced to $1.04 and displayed at $1.03. In this case, the Post-Only Order to buy at $1.05 is being treated the same as a non-Post Only limit order that is designated as non-routable. Similarly, if a market participant were to enter a Post-Only order to buy at $1.05, a price which crosses the NBBO, the result would be the same: The order would be re-priced to $1.04 and displayed at $1.03.

Post-Only Orders received prior to the opening cross or after market close will not be accepted. Post-Only Orders may not have a time-in-force designation of Good Til Cancelled (''GTC'').[3]

The Exchange proposes to add this definition to its rules in Chapter VI as new Section 1(e)(11). The Exchange also proposes to refer to Post-Only Orders in Section 6(a)(2) of its rules, where there is a list of order types. Many equities and options markets currently have similar orders, and the definition of this new order type is consistent with the definitions contained in other exchanges' rules.[4] In addition, repricing to avoid locking and crossing other markets currently applies to nonroutable orders on NOM pursuant to Chapter VI, Section 7(b)(3)(C) in the same way.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act [5] in general, and furthers the objectives of Section 6(b)(5) of the Act [6] in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, and to remove impediments to and perfect the mechanisms of a free and open market

---

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] *See* NOM Rules, Chapter VI, Section 1(g).

[4] *See e.g.,* BATS Rule 21.1(d)(9).

[5] 15 U.S.C. 78f(b).

[6] 15 U.S.C. 78f(b)(5).

and a national market system, and, in general, to protect investors and the public interest, because it offers an additional order type on NOM, which should offer investors new trading opportunities on the Exchange, consistent with just and equitable principles of trade. Furthermore, the Post-Only Order is designed to encourage displayed liquidity and offer NOM market participants greater flexibility to post liquidity on NOM, consistent with removing impediments to and perfecting the mechanisms of a free and open market and a national market system.

*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.

*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 foregoing 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 after the date of the filing, or such shorter time as the Commission may designate, it has become effective pursuant to 19(b)(3)(A) of the Act [7] and Rule 19b–4(f)(6) [8] thereunder.

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

[7] 15 U.S.C. 78s(b)(3)(A).

[8] 17 CFR 240.19b–4(f)(6). In addition, Rule 19b–4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file 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. The Exchange has satisfied this requirement.

**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–NASDAQ–2011–152 on the subject line.

*Paper Comments*

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

All submissions should refer to File Number SR–NASDAQ–2011–152. 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 a.m. and 3 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–NASDAQ–2011–152 and should be submitted on or before December 13, 2011.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[9]

**Kevin M. O'Neill,**

*Deputy Secretary.*

[FR Doc. 2011–30056 Filed 11–21–11; 8:45 am]

**BILLING CODE 8011–01–P**

## SECURITIES AND EXCHANGE COMMISSION

**[Release No. 34–65763; File No. SR–BX–2011–077]**

## Self-Regulatory Organizations; NASDAQ OMX BX, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Add Good-Till-Cancelled and Discretionary Orders

November 16,2011.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 19b–4 [2] thereunder, notice is hereby given that on November 10, 2011, NASDAQ OMX BX, Inc. (''Exchange'' or ''BX'') 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**

BX is filing with the Commission a proposed rule change to adopt the following two new Time in Force conditions in Rule 4751(h): System Hours Good-till-Cancelled (''SGTC'') and Market Hours GTC (''MGTC''), as described below. BX also proposes to amend Rules 4751(f), 4755, Order Entry Parameters, and 4756, Entry and Display of Quotes and Orders, to add Discretionary Orders.

The text of the proposed rule change is available at *http://nasdaqomxbx.cchwallstreet.com/,* at BX's principal office, 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

[9] 17 CFR 200.30–3(a)(12).

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.