

Required fields are shown with yellow backgrounds and asterisks.

Filing by NASDAQ PHLX LLC  
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 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"/>		Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input checked="" type="checkbox"/> 19b-4(f)(6)	

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) * <input type="checkbox"/>	Section 806(e)(2) * <input type="checkbox"/>
	Section 3C(b)(2) * <input type="checkbox"/>

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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**Description**

Provide a brief description of the action (limit 250 characters, required when Initial is checked \*).

Proposal to delete Rule 971, entitled Termination of Memberships and Equity Trading Permits and Leases and A B C Agreements Relating to Memberships and ETP Use Agreements, to delete Rule 972, entitled Continuation of Status After the NASDAQ OMX Merger, and to make conforming changes to other rules.

**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 action.

First Name * John	Last Name * Yetter
Title * Vice President	
E-mail * John.Yetter@nasdaq.com	
Telephone * (301) 978-8497	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.

(Title \*)

Date 04/08/2016	Executive Vice President and General Counsel
By Edward S. Knight	
(Name *)	



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.

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 \***

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 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies \***

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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, security-based swap submission, or advance notice 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 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**

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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.

1. Text of the Proposed Rule Change

(a) NASDAQ PHLX LLC (“Phlx” or “Exchange”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> is filing with the Securities and Exchange Commission (“Commission”) a proposal to delete Rule 971, entitled “Termination of Memberships and Equity Trading Permits and Leases and A-B-C Agreements Relating to Memberships and ETP Use Agreements,” to delete Rule 972, entitled “Continuation of Status After the NASDAQ OMX Merger,” and to make conforming changes to other rules.

A notice of the proposed rule change for publication in the Federal Register is at Exhibit 1 and the text of the amended Exchange rules is at Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of the Exchange pursuant to authority delegated by the Board of Directors of the Exchange on July 1, 2015. Exchange staff will advise the Board of Directors of any action taken pursuant to delegated authority. No other action by the Exchange is necessary for the filing of the rule change.

Questions and comments on the proposed rule change may be directed to John M. Yetter, Vice President, Nasdaq, Inc., at (301) 978-8497.

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

<sup>2</sup> 17 CFR 240.19b-4.

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

a. Purpose

The Exchange proposes to delete certain Phlx rules in order to remove outdated material from the Exchange's Rulebook. Specifically, the Exchange proposes to delete Rule 971, entitled "Termination of Memberships and Equity Trading Permits and Leases and A-B-C Agreements Relating to Memberships and ETP Use Agreements"; and Rule 972, entitled "Continuation of Status After the NASDAQ OMX Merger." The Exchange also proposes to make conforming changes to rules that reference the rules that are being deleted.

Rule 971 pertained to the demutualization of the Exchange in 2004. As provided in the rule, demutualization resulted in the termination of memberships and equity trading permits ("ETP"),<sup>3</sup> as well as leases and "A-B-C Agreements" relating to memberships and "ETP Use Agreements."<sup>4</sup> As a result of demutualization, the Exchange moved from a seat-based model of membership, under which memberships were limited in number, to a model under which status as a member organization and associated trading privileges were available to any broker-dealer qualified under the Exchange's rules. To assist in the effectuation of this change, Rule 971 made it clear that all rights existing under the

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<sup>3</sup> ETPs were rights created by the rules of the Exchange that provided the ability to transact cash equities through the exchange but without having the ownership rights associated with membership.

<sup>4</sup> Leases reflected the ownership interest of a member in the exchange prior to demutualization. A-B-C Agreements allowed a member of the exchange, a natural person associated with the broker-dealer, to contribute the use of the membership to the broker-dealer with which he or she was associated. Similarly, ETP Use Agreements allowed an individual ETP holder to contribute its use to the broker-dealer with which he or she was associated.

former model were being terminated. Since the rule fully achieved its purpose at the time of demutualization 2004, the Exchange believes that maintaining the rule in the Exchange's rulebook is no longer necessary.

Rule 972 pertains to the merger in 2008 through which The NASDAQ OMX Group, Inc. (since, renamed Nasdaq, Inc.) acquired ownership of the Exchange. The rule provides that the status of members, inactive nominees, and member organizations under Exchange rules would not be affected by the acquisition, and that likewise any existing suspension would not be affected. Since the rule fully achieved its purpose at the time of the acquisition of the Exchange in 2008, the Exchange believes that maintaining the rule in the Exchange's rulebook is no longer necessary.

The Exchange is also amending Rules 908 ("Rights and Privileges of A-1 Permits") and 3202 ("Application of Other Rules of the Exchange") to remove references to Rule 972, and amending Rule 900 ("Administration of Rules by Membership Department") to remove references to Rules 971 and 972.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,<sup>5</sup> in general, and furthers the objectives of Section 6(b)(5) of the Act,<sup>6</sup> 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, to remove impediments to and

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

<sup>6</sup> 15 U.S.C. 78f(b)(5).

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 Exchange believes that Rules 971 and 972 are no longer necessary, since they fully achieved their purposes at the time of the Exchange's demutualization and its acquisition by The NASDAQ OMX Group, Inc., respectively. Accordingly, removing the rules from the Exchange's rulebook will perfect the mechanism of a free and open market by eliminating rules that are unnecessary and potentially confusing to member organizations.

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

The proposed rule change does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange's proposed amendments seek to delete certain obsolete rules. Because the change will not alter the rights or obligations of member organizations in any respect, the Exchange believes that the change will not affect competition in any respect.

5. 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.

6. Extension of Time Period for Commission Action

Not applicable.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)<sup>7</sup> of the Act and Rule 19b-4(f)(6) thereunder<sup>8</sup> in that it effects a change that: (i) does not

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<sup>7</sup> 15 U.S.C. 78s(b)(3)(A).

significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest.

The Exchange believes that the elimination of Rules 971 and 972 does not significantly affect the protection of investors or the public interest because the current rules are obsolete. The Exchange further believes that the proposed elimination of these rules will not alter the rights or obligations of member organizations in any respect and therefore will not affect competition in any respect.

Furthermore, Rule 19b-4(f)(6)(iii) requires a self-regulatory organization to give the Commission written notice of its intent to file a proposed rule change under that subsection at least five business days prior to the date of filing, or such shorter time as designated by the Commission. The Exchange has provided such notice.

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: (i) necessary or appropriate in the public interest; (ii) for the protection of investors; or (iii) 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.

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

The proposed rule change is not based on the rules of another self-regulatory organization or of the Commission.

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<sup>8</sup> 17 CFR 240.19b-4(f)(6).

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

1. Notice of proposed rule for publication in the Federal Register.

5. Proposed Rule Text.



**EXHIBIT 1**

SECURITIES AND EXCHANGE COMMISSION  
(Release No. \_\_\_\_\_ ; File No. SR-Phlx-2016-49)

April \_\_, 2016

Self-Regulatory Organizations; NASDAQ PHLX LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Delete Obsolete Rules.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on April 8, 2016, NASDAQ PHLX LLC (“Phlx” or “Exchange”) 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

The Exchange proposes to delete Rule 971, entitled “Termination of Memberships and Equity Trading Permits and Leases and A-B-C Agreements Relating to Memberships and ETP Use Agreements,” to delete Rule 972, entitled “Continuation of Status After the NASDAQ OMX Merger,” and to make conforming changes to other rules. The text of the proposed rule change is available on the Exchange’s Website at <http://www.nasdaqtrader.com/micro.aspx?id=PHLXRulefilings>, at the principal office of the Exchange, and at the Commission’s Public Reference Room.

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

<sup>2</sup> 17 CFR 240.19b-4.

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 Exchange proposes to delete certain Phlx rules in order to remove outdated material from the Exchange's Rulebook. Specifically, the Exchange proposes to delete Rule 971, entitled "Termination of Memberships and Equity Trading Permits and Leases and A-B-C Agreements Relating to Memberships and ETP Use Agreements"; and Rule 972, entitled "Continuation of Status After the NASDAQ OMX Merger." The Exchange also proposes to make conforming changes to rules that reference the rules that are being deleted.

Rule 971 pertained to the demutualization of the Exchange in 2004. As provided in the rule, demutualization resulted in the termination of memberships and equity trading permits ("ETP"),<sup>3</sup> as well as leases and "A-B-C Agreements" relating to memberships and "ETP Use Agreements."<sup>4</sup> As a result of demutualization, the Exchange moved from

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<sup>3</sup> ETPs were rights created by the rules of the Exchange that provided the ability to transact cash equities through the exchange but without having the ownership rights associated with membership.

<sup>4</sup> Leases reflected the ownership interest of a member in the exchange prior to demutualization. A-B-C Agreements allowed a member of the exchange, a

a seat-based model of membership, under which memberships were limited in number, to a model under which status as a member organization and associated trading privileges were available to any broker-dealer qualified under the Exchange's rules. To assist in the effectuation of this change, Rule 971 made it clear that all rights existing under the former model were being terminated. Since the rule fully achieved its purpose at the time of demutualization 2004, the Exchange believes that maintaining the rule in the Exchange's rulebook is no longer necessary.

Rule 972 pertains to the merger in 2008 through which The NASDAQ OMX Group, Inc. (since, renamed Nasdaq, Inc.) acquired ownership of the Exchange. The rule provides that the status of members, inactive nominees, and member organizations under Exchange rules would not be affected by the acquisition, and that likewise any existing suspension would not be affected. Since the rule fully achieved its purpose at the time of the acquisition of the Exchange in 2008, the Exchange believes that maintaining the rule in the Exchange's rulebook is no longer necessary.

The Exchange is also amending Rules 908 ("Rights and Privileges of A-1 Permits") and 3202 ("Application of Other Rules of the Exchange") to remove references to Rule 972, and amending Rule 900 ("Administration of Rules by Membership Department") to remove references to Rules 971 and 972.

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natural person associated with the broker-dealer, to contribute the use of the membership to the broker-dealer with which he or she was associated. Similarly, ETP Use Agreements allowed an individual ETP holder to contribute its use to the broker-dealer with which he or she was associated.

## 2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,<sup>5</sup> in general, and furthers the objectives of Section 6(b)(5) of the Act,<sup>6</sup> 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, to remove impediments to and 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 Exchange believes that Rules 971 and 972 are no longer necessary, since they were fully effective at the time of the Exchange's demutualization and its acquisition by The NASDAQ OMX Group, Inc., respectively. Accordingly, removing the rules from the Exchange's rulebook will perfect the mechanism of a free and open market by eliminating rules that are unnecessary and potentially confusing to member organizations.

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

The proposed rule change does not impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange's proposed amendments seek to delete certain obsolete rules. Because the change will not alter the rights or obligations of member organizations in any respect, the Exchange believes that the change will not affect competition in any respect.

### 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.

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

<sup>6</sup> 15 U.S.C. 78f(b)(5).

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 from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>7</sup> and subparagraph (f)(6) of Rule 19b-4 thereunder.<sup>8</sup>

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: (i) necessary or appropriate in the public interest; (ii) for the protection of investors; or (iii) 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. The Exchange has provided the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change.

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:

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<sup>7</sup> 15 U.S.C. 78s(b)(3)(a)(iii).

<sup>8</sup> 17 CFR 240.19b-4(f)(6).

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-Phlx-2016-49 on the subject line.

Paper comments:

- Send paper comments in triplicate to Brent J. Fields, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-Phlx-2016-49. 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 website 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 10:00 a.m. and 3:00 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-Phlx-2016-49 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>9</sup>

Robert W. Errett  
Deputy Secretary

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<sup>9</sup> 17 CFR 200.30-3(a)(12).

**EXHIBIT 5**

*New text is underlined, deleted text in brackets.*

**NASDAQ PHLX Rules**

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**Rule 900. Administration of Rules by Membership Department**

The Membership Department shall administer Rules 901 to 949[ and 971 and 972], inclusive.

\* \* \* \* \*

**Rule 908. Rights and Privileges of A-1 Permits**

(a) No change.

(b) A Series A-1 permit shall only be issued to an individual who is a natural person of at least twenty-one (21) years of age. A Series A-1 permit shall only be issued to a corporation who meets the eligibility and application requirements set forth in the By-Laws and Rules[, including, without limitation, Rule 972], and no individual shall hold more than a single Series A-1 permit. Series A-1 permits issued in accordance with this Rule 908 shall be in such limited or unlimited number and may be issued from time to time by the Exchange, in each case as determined by the Board of Directors in its sole discretion.

(i) No change.

(c) – (h) No change.

\* \* \* \* \*

**[Transitional Rules Relating To Demutualization Of The Exchange (Rules 971—972)]****[Rule 971. Termination of Memberships and Equity Trading Permits and Leases and A-B-C Agreements Relating to Memberships and ETP Use Agreements]**

[All memberships, and equity trading permits and all leases of, and A-B-C Agreement with respect to, memberships and all ETP Use Agreements in existence at the time of the Merger: (a) shall terminate with immediate effect as of the close of trading on the day the Merger becomes effective (the "termination date") without any further action on the part of any party thereto, and the Exchange shall have no liability to, and no party to any such lease, A-B-C Agreement or ETP Use Agreement shall have any right, claim or recourse



against the Exchange, as a result of such termination; and (b) from and after the effective time of the Merger, shall no longer serve as or otherwise provide any means of access to trading on the Exchange's floor and/or facilities. All accrued obligations and obligations that would have survived such termination, if such termination had occurred in accordance with the respective terms of such memberships, equity trading permits, leases, A-B-C Agreements and/or ETP Use Agreements, including, without limitation, all obligations to the Exchange in respect of fees, dues or other charges, relating to such memberships, equity trading permits, leases, A-B-C Agreements and/or ETP Use Agreements shall survive the Merger and be satisfied and settled as though such memberships, equity trading permits, leases, A-B-C Agreements and ETP Use Agreements had expired in accordance with their terms on the termination date.]

**[Rule 972. Continuation of Status After the NASDAQ OMX Merger]**

[Each member, inactive nominee and member organization holding such status immediately prior to the effective time of the NASDAQ OMX Merger and that, at such time, is not subject to any suspension of such status shall, from and after the NASDAQ OMX Merger, maintain such status as a member, inactive nominee or member organization.]

[Any member or member organization of the Exchange prior to the NASDAQ OMX Merger that, as of the effective date of the NASDAQ OMX Merger, has been suspended shall continue to be suspended after the NASDAQ OMX Merger until such suspension is lifted.]

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**Rule 3202. Application of Other Rules of the Exchange**

The following Rules of the Exchange shall be applicable to market participants trading on PSX.

The Limited Liability Company Agreement of the Exchange

The By-Laws of the Exchange

Rule 1. Definitions

Rule 50. Failure to Pay Dues, Fees and Other Charges

Rule 52. Fees, Dues and Other Charges

Rule 53. Liability for Dues Until Transfer or Military Service

Rule 56. Effect of Suspension or Termination on Payment of Fees

Rule 57. Members' Contracts

Rule 58. Exchange Contracts

Rule 59. Deliveries through Registered Clearing Agencies

Rule 62. Disapproval of Business

Rule 63. Effect of Suspension or Termination

Rule 64. Office Vacated by Suspension or Termination

Rule 70. Suspension for Insolvency on Declaration

Rule 71. Suspension for Insolvency on Advice to Committee on Business Conduct

Rule 72. Investigation of Insolvency

Rule 73. Time for Settlement of Insolvent Member

Rule 74. Reinstatement of Insolvent Member

Rule 75. Disciplinary Measures During Suspension for Insolvency

Rule 76. Rights of Member Suspended for Insolvency

Rule 98. Emergency Committee

Rule 103. Dealings on the Exchange - Securities

Rule 112. Bids and Offers - "When Issued"

Rule 128. Price and Execution Binding

Rule 133. Trading Halts Due to Extraordinary Market Volatility

Rule 274. Payment on Delivery - Collect on Delivery

Rule 279. Book-Entry Settlement

Rule 431. Ex-dividend, Ex-rights

Rule 432. Ex-warrants

Rule 433. Buyer Entitled to Dividend, etc.

Rule 434. Claims for Dividend, etc.

Rule 451. Taking or Supplying Securities Named in Order

Rule 452. Limitations on Members' Trading Because of Customers' Orders

Rule 453. Successive Transactions by Members

Rule 455. Short Sales

Rule 600. Registration

Rule 601. Office, Other Than Main Offices

Rule 602. Status Verification

Rule 603. Control of Offices

Rule 605. Advertisements, Market Letters, Research Reports and Sales Literature

Rule 607. Covered Sales Fee

Rule 610. Notification of Changes in Business Operations

Rule 611. Principal Registration Requirements

Rule 612. Categories of Principal Registration

Rule 613. Representative Registration

Rule 614. Persons Exempt from Registration

Rule 615. Waiver of Requirements

Rule 616. Electronic Filing Requirements for Uniform Forms

Rule 623. Fingerprinting

Rule 625. Training

Rule 640. Continuing Education for Registered Persons

Rule 651. Exchange's Costs of Defending Legal Proceedings

Rule 652. Limitation of Exchange Liability and Reimbursement of Certain Expenses  
(paragraphs (b), (c), (d), and (e) only)

Rule 703. Financial Responsibility and Reporting

Rule 704. Assignment of Interest of Partner

Rule 705. Members Must Carry

Rule 707. Conduct Inconsistent with Just and Equitable Principles of Trade

Rule 708. Acts Detrimental to the Interest or Welfare of the Exchange

Rule 712. Independent Audit

Rule 721. Proper and Adequate Margin

Rule 722. Miscellaneous Securities Margin Accounts

Rule 723. Prohibition on Free-Riding in Cash Accounts

Rule 741. Customers' Securities

Rule 742. Restrictions on Pledge of Customers' Securities

Rule 745. Partial Payments

Rule 746. Diligence as to Accounts

Rule 747. Approval of Accounts

Rule 748. Supervision

Rule 749. Transactions for Employees of Exchange, etc.

Rule 750. Speculative Transactions for Employees of Certain Employers

Rule 751. Accounts of Employees of Member Organizations

Rule 752. Statements to Be Sent to Customers

Rule 753. Notwithstanding Power of Attorney

Rule 754. Employees' Discretion as to Customers' Accounts

Rule 756. Accounts of General Partners

Rule 757. Anti-Money Laundering Compliance Program

Rule 760. Maintenance, Retention and Furnishing of Books, Records and Other Information

Rule 761. Supervisory Procedures Relating to ITSFEA and to Prevention of Misuse of Material Nonpublic Information

Rule 762. Telemarketing

Rule 763. Recommendations to Customers (Suitability)

Rule 764. Best Execution and Interpositioning

Rule 771. Excessive Trading of Members

Rule 772 Trading for Joint Account

Rule 773. Participation in Joint Accounts

Rule 777. Guarantees Not Permitted

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