SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–63786; File Nos. SR–NASDAQ–2011–013, SR–PHLX–2011–08, SR–BX–2011–04]

Self-Regulatory Organizations; The NASDAQ Stock Market LLC; NASDAQ OMX PHLX LLC; NASDAQ OMX BX, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Changes Relating to a Stockholders' Agreement Between the NASDAQ OMX Group, Inc. and Investor AB

January 27, 2011.

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 January 19, 2011, The NASDAQ Stock Market LLC ("NASDAQ Exchange") and NASDAQ OMX PHLX LLC ("PHLX"), and, on January 20, 2011, NASDAQ OMX BX, Inc. ("BX") (collectively, the "NASDAQ OMX Exchange Subsidiaries") filed with the Securities and Exchange Commission ("Commission" or "SEC") the proposed rule changes as described in Items I and II below, which Items have been substantially prepared by the NASDAQ OMX Exchange Subsidiaries. The Commission is publishing this notice to solicit comments on the proposed rule changes from interested persons.

I. Self-Regulatory Organizations' Statement of the Terms of the Substance of the Proposed Rule Changes

The NASDAQ OMX Exchange Subsidiaries are filing the proposed rule changes regarding a stockholders' agreement between the NASDAQ OMX Exchange Subsidiaries' parent corporation, NASDAQ OMX, and Investor AB, a corporation organized under the laws of Sweden ("Investor Stockholders' Agreement"). The NASDAQ OMX Exchange Subsidiaries propose to implement these changes upon filing of these proposed rule changes. There is no proposed rule text.

II. Self-Regulatory Organizations' Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Changes

In their filings with the Commission, each of the NASDAQ OMX Exchange Subsidiaries included statements concerning the purpose of and basis for its proposed rule change and discussed any comments it received on its proposed rule change. The text of these statements may be examined at the places specified in Item IV below. Each of the NASDAQ OMX Exchange Subsidiaries has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organizations' Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Changes

1. Purpose

On December 16, 2010, NASDAQ OMX entered into an agreement to repurchase approximately 22.8 million shares of NASDAQ OMX common stock, $0.01 par value per share, for $21.82 per share (approximately $497 million in aggregate) from Borse Dubai Limited ("Borse Dubai") (the "Stock Repurchase"). Also on December 16, 2010, Nomura International plc ("Nomura") agreed to purchase 8 million shares of NASDAQ OMX common stock from Borse Dubai ("Nomura Purchase"). The Stock Repurchase and Nomura Purchase closed on December 21, 2010.

On December 16, 2010, NASDAQ OMX and Investor AB also entered into the Investor Stockholders' Agreement, relating to 8 million shares of NASDAQ OMX common stock that Investor AB may purchase pursuant to a forward share purchase agreement with Nomura. The Investor Stockholders' Agreement will generally become effective after all applicable regulatory reviews or consents have been completed or obtained, and the purchase by Investor AB of 8 million shares of NASDAQ OMX common stock from Nomura has been completed (the "Transaction"). After the completion of the Transaction, it is anticipated that Investor AB would be the beneficial owner of approximately 9.7% of the outstanding capital stock of NASDAQ OMX.

The NASDAQ OMX shares to be acquired by Investor AB from Nomura are, and will be, subject to Article Fourth of NASDAQ OMX's Restated Certificate of Incorporation,[3] which provides that no person who is the beneficial owner of voting securities of NASDAQ OMX in excess of 5% of the then-outstanding shares of stock generally entitled to vote ("Excess Securities") may vote such Excess Securities.

Prior to the closing of the Stock Repurchase and the Nomura Purchase, under the existing Stockholders' Agreement between NASDAQ OMX and Borse Dubai ("Borse Dubai Stockholders' Agreement") Borse Dubai had the right to recommend two persons reasonably acceptable to the NASDAQ OMX Nominating Committee (or any successor committee serving such function) ("Nominating Committee") to serve as directors of NASDAQ OMX (the "Borse Dubai Designees"). In addition, under the Borse Dubai Stockholders' Agreement, NASDAQ OMX had agreed to use reasonable best efforts to cause appointment of one of the Borse Dubai Designees to the Audit, Executive, Finance and Management Compensation committees of the Board, and to cause the appointment of another person designated by Borse Dubai to serve on the Nominating Committee, but in each case only if such designees met the requirements for service on such committee. By operation of the Borse Dubai Stockholders' Agreement, the sale of approximately 30.8 million shares of NASDAQ OMX common stock by Borse Dubai resulted in a reduction in the Borse Dubai Designees from two to one and in the forfeit of the right to designate a member to the specified Board committees.[4] As a result, as of December 21, 2010, Borse Dubai is entitled to nominate one Borse Dubai Designee to serve as a director of NASDAQ OMX and has no rights with regard to Board committee membership.

Under the Investor Stockholders' Agreement, among other things, Investor AB will have the right to recommend one person reasonably acceptable to the Nominating Committee to serve as a director of NASDAQ OMX (the "Investor Board Designee"). NASDAQ OMX will: (i) Include the Investor Board Designee on each slate of nominees proposed by management of NASDAQ OMX; (ii) recommend the election of the Investor Board Designee to the stockholders of NASDAQ OMX; and (iii) otherwise use reasonable best efforts to cause the Investor Board Designee to be elected to the Board. NASDAQ OMX also has agreed to use reasonable best efforts to: (i) Cause the appointment of the Investor Board Designee to a committee of the Board reasonably agreed by Investor AB and NASDAQ OMX, and (ii) cause the appointment of one person designated by Investor AB who shall not be an Investor Board Designee and who shall be reasonably acceptable to the Nominating Committee to a committee of the Board reasonably agreed to by

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

[2] 17 CFR 240.19b–4.

[3] As amended most recently on May 11, 2009. *See* Securities Exchange Act Release No. 59858 (May 4, 2009), 74 FR 22191 (May 12, 2009)(SR–NASDAQ–2009–039).

[4] The provisions relating to the Borse Dubai Designees remained in effect as long as Borse Dubai maintained at least 50% of 42,901,148 shares of NASDAQ OMX common stock that had been acquired by Borse Dubai Limited. As long as Borse Dubai maintains at least 25% of these shares, it will be entitled to propose one director for nomination, but will have no rights with regard to committees.

Investor AB and NASDAQ OMX ("Additional Committee Designee"), in each of the foregoing subject to applicable law, regulation, stock exchange listing standard or committee composition standards. The provisions relating to the Investor Board Designee and committee membership remain in effect as long as Investor AB beneficially owns at least 5% of the outstanding capital stock of NASDAQ OMX.

The Investor Stockholders' Agreement relates solely to the Board of NASDAQ OMX, and not to the boards of any of its subsidiaries, including the board of directors of the NASDAQ OMX Exchange Subsidiaries. Nevertheless, the provisions of the Investor Stockholders' Agreement described above could be considered a proposed rule change of a subsidiary that is a self-regulatory organization ("SRO"), if the provisions were viewed as affecting the influence that a significant stockholder of the parent corporation might be seen as exercising over the business and affairs of the SRO in its capacity as a wholly owned subsidiary of the parent corporation. Accordingly, senior management of the NASDAQ OMX Exchange Subsidiaries, through delegated authority of their governing boards, have determined that the proposed changes should be filed with the Commission, and the governing boards of BSECC and SCCP have each reviewed the proposed changes and determined that they should be filed with the Commission.[5]

In general, directors of NASDAQ OMX, including the Investor Board Designee, must be nominated by a Nominating Committee,[6] the composition of which is subject to the requirements of the NASDAQ OMX By-Laws and NASDAQ Exchange Rule 5605(e),[7] and must then be elected by the stockholders of NASDAQ OMX. The NASDAQ OMX Board is currently composed of 15 members and is expected to increase to 16 members upon the closing of the Transaction. Thus, the Investor Board Designee would represent approximately 6% of the NASDAQ OMX Board.

Board committees are subject to compositional requirements established by the NASDAQ OMX By-Laws; moreover, the Audit, Management Compensation, and Nominating Committees are subject to independence requirements established by NASDAQ Exchange Rule 5605 and, in the case of the Audit Committee, by SEC Section 10A and Rule 10A–3 of the Act.[8] Thus, the affiliations of the Investor Board Designee and Additional Committee Designee and the judgment of the NASDAQ OMX Board of Directors with regard to his or her independence will be taken into account in considering eligibility for service on these committees.

2. Statutory Basis

The NASDAQ OMX Exchange Subsidiaries believe that their respective proposed rule changes are consistent with the provisions of Section 6 of the Act,[9] in general, and with Sections 6(b)(1) and (b)(5) of the Act,[10] in particular, in that the proposals enable the NASDAQ OMX Exchange Subsidiaries to be so organized as to have the capacity to be able to carry out the purposes of the Act and to comply with and enforce compliance by members and persons associated with members with provisions of the Act, the rules and regulations thereunder, and SRO rules, and 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 regulating, clearing, settling, processing information with respect to, and 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.

B. Self-Regulatory Organizations' Statement on Burden on Competition

The NASDAQ OMX Exchange Subsidiaries do not believe that the proposed rule changes 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 Organizations' Statement on Comments on the Proposed Rule Changes Received From Members, Participants, or Others

Written comments were neither solicited nor received.

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

Because the foregoing proposed rule changes do 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 dates on which they were filed, or such shorter time as the Commission may designate, they have become effective pursuant to Section 19(b)(3)(A) of the Act[11] and Rule 19b–4(f)(6) thereunder.[12]

A proposed rule change filed under 19b–4(f)(6) may not become operative prior to 30 days after the date of filing unless the Commission designates a shorter time if such action is consistent with the protection of investors and the public interest.[13] The NASDAQ OMX Exchange Subsidiaries have requested that the Commission waive the 30-day operative delay set forth in Rule 19b–4(f)(6)(iii) under the Act[14] to ensure that the filing is effective and therefore does not delay the closing of the Transaction. The parties to the Transaction expect all regulatory actions necessary for the closing of the Transaction to be completed as early as January 2011. The Commission believes that the earlier operative date is consistent with the protection of investors and the public interest. Accordingly, the Commission designates the proposal to be operative upon filing with the Commission.[15]

[5] The NASDAQ OMX Exchange Subsidiaries, BSECC and SCCP are each submitting this filing pursuant to Section 19(b)(3)(A) of the Act, 15 U.S.C. 78s(b)(3)(A)(iii).

[6] An exception to the requirement of nomination by the Nominating Committee exists for nominations by a stockholder who is conducting a proxy contest and who complies with the strict requirements of the NASDAQ OMX By-Laws governing direct stockholder nomination. The Investor Board Designee would not be nominated by Investor AB under these provisions.

[7] The NASDAQ OMX By-Laws provide that the Nominating Committee shall be appointed annually by the Board of Directors and shall consist of four or five directors, each of whom shall be an independent director within the meaning of the rules of the NASDAQ OMX Exchange Subsidiaries. The number of Non-Industry Directors (*i.e,* directors without material ties to the securities industry) on the Nominating Committee shall equal or exceed the number of Industry Directors and at least two members of the committee shall be Public Directors (*i.e.,* directors who have no material business relationship with a broker or dealer, NASDAQ OMX or its affiliates, or FINRA). Rule 5605(e), which governs NASDAQ OMX as a company whose securities are listed on the Exchange, requires Nominating Committee members to satisfy the definition of "independence" in NASDAQ Exchange Rule 5605 and IM–5605 and to otherwise be deemed independent by the Board of Directors.

[8] 17 CFR 240.10A–3.

[9] 15 U.S.C. 78f.

[10] 15 U.S.C. 78f(b)(1), (5).

[11] 15 U.S.C. 78s(b)(3)(A).

[12] 17 CFR 240.19b–4(f)(6).

[13] 17 CFR 240.19b–4(f)(6). In addition, Rule 19b–4(f)(6)(iii) requires that a SRO submit to 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, or such shorter time as designated by the Commission. The Commission notes that the NASDAQ OMX Exchange Subsidiaries have satisfied the five-day pre-filing notice requirement.

[14] 17 CFR 240.19b–4(f)(6)(iii).

[15] For purposes only of waiving the 30-day operative delay of this proposal, the Commission

Continued

At any time within 60 days of the filing of the respective proposed rule change by the applicable NASDAQ OMX Exchange Subsidiary, 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.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule changes are 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 Nos. SR–NASDAQ–2011–013, SR–PHLX–2011–08, and SR–BX–2011–04 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 Nos. SR–NASDAQ–2011–013, SR–PHLX–2011–08, and SR–BX–2011–04. These file numbers 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 changes that are filed with the Commission, and all written communications relating to the proposed rule changes 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 20549–1090, on official business days between the hours of 10 a.m. and 3 p.m. Copies of such filings also will be available for inspection and copying at the principal offices of the NASDAQ OMX Exchange Subsidiaries. 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 Nos. SR–NASDAQ–2011–013, SR–PHLX–2011–08, and SR–BX–2011–04 and should be submitted on or before February 24, 2011.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[16]

Elizabeth M. Murphy,

Secretary.

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has considered the proposed rules' impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

[16] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[File No. 500–1]

Andresmin Gold Corp., Order of Suspension of Trading

February 1, 2011.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of Andresmin Gold Corp. because it has not filed any periodic reports since the period ended December 31, 2005.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above-listed company.

Therefore, it is ordered, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the securities of the above-listed company is suspended for the period from 9:30 a.m. EST on February 1, 2011, through 11:59 p.m. EST on February 14, 2011.

By the Commission.

Elizabeth M. Murphy,

Secretary.

[FR Doc. 2011–2502 Filed 2–1–11; 4:15 pm]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[File No. 500–1]

Eternal Technologies Group, Inc., Order of Suspension of Trading

February 1, 2011.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of Eternal Technologies Group, Inc. because it has not filed any periodic reports since the period ended September 30, 2008.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above-listed company.

Therefore, it is ordered, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the securities of the above-listed company is suspended for the period from 9:30 a.m. EST on February 1, 2011, through 11:59 p.m. EST on February 14, 2011.

By the Commission.

Elizabeth M. Murphy,

Secretary.

[FR Doc. 2011–2495 Filed 2–1–11; 4:15 pm]

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SMALL BUSINESS ADMINISTRATION

Federal Register Meeting Notice: Advisory Committee on Veterans Business Affairs

AGENCY: U.S. Small Business Administration.

ACTION: Notice of open Federal Advisory Committee meeting.

SUMMARY: The SBA is issuing this notice to announce the location, date, time, and agenda for the next meeting of the Advisory Committee on Veterans Business Affairs. The meeting will be open to the public.

DATES: Thursday, February 17, 2011 from 9 a.m. to 5 p.m. in the Eisenhower Conference Room, side b, located on the 2nd floor.

ADDRESSES: U.S. Small Business Administration, 409 3rd Street, SW., Washington, DC 20416.

SUPPLEMENTARY INFORMATION: Pursuant to section 10(a)(2) of the Federal Advisory Committee Act (5 U.S.C., Appendix 2), SBA announces the meeting of the Advisory Committee on Veterans Business Affairs. The Advisory Committee on Veterans Business Affairs serves as an independent source of advice and policy recommendation to