

JOAN C. CONLEY
SENIOR VICE PRESIDENT
& CORPORATE SECRETARY
9600 BLACKWELL ROAD
ROCKVILLE, MD 20850
P: +1 301 978 8735
F: +1 301 978 5055
E: joan.conley@nasdaqomx.com

May 20, 2008

Nancy M. Morris
Secretary
US Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: "Naked" Short Selling Anti-Fraud Rule (S7-08-08)

Dear Ms. Morris:

The NASDAQ OMX Group, Inc. ("NASDAQ OMX Group") welcomes the opportunity to comment on the Securities and Exchange Commission's proposed rulemaking related to "naked" short selling. We are glad to see the Commission address fraud in the marketplace through such rulemaking and through enforcement actions. Such actions in this area are critical to assure continued investor confidence in the market.

While the Commission already has authority to take action against market participants that make misrepresentations about their ability or intent to deliver shares, we agree that adopting proposed Rule 10b-21 will highlight the illegality of these activities and could, as a result, deter such activities.

The NASDAQ OMX Group believes that the proposed rule should apply, as proposed, to all equity securities, and not just to sales of "threshold securities." The proposed rule highlights the illegality of misrepresentations, and those misrepresentations are no less problematic, or illegal, when made concerning securities that are not threshold securities.

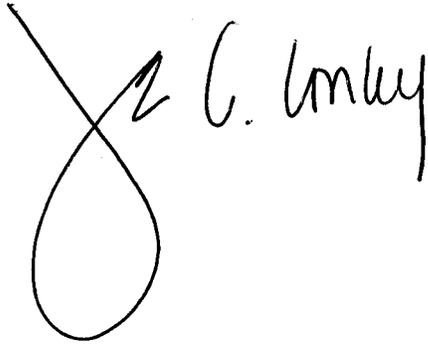
Further, and for similar reasons, The NASDAQ OMX Group supports expanding the rule to misrepresentations made to any person, and not just to misrepresentations made to broker-dealers, participants of a registered clearing agency, or purchasers. By drafting the rule with the widest possible scope, the Commission would highlight, and could deter, all such misrepresentations. Of course the Commission would still have the ability to focus on misrepresentations made to certain persons by choosing which cases to bring as enforcement actions.

Nancy M. Morris
May 20, 2008
Page 2

Finally, The NASDAQ OMX Group believes that the proposed rule will be effective only if supported by an active enforcement program by the Commission.

Issues surrounding illegal short selling are extremely important to NASDAQ-listed companies. As such, we commend the Commission's actions to adopt the proposed rule and encourage you to bolster investor confidence by closely monitoring short sale activity, reporting your findings, taking enforcement actions against those who would manipulate the market, and finding additional ways to incrementally improve the regulation of naked short selling.

Sincerely,

A handwritten signature in black ink, consisting of a large, stylized initial 'Z' followed by the name 'C. Conley' in a cursive script.