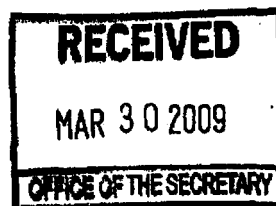


Keith Paul Bishop

March 22, 2009

Elizabeth M. Murphy
Secretary
U.S. Securities & Exchange Commission
100 F Street, NE
Washington, DC 20549



Petition for Rulemaking with Respect to Rule 146(b)

4-580

Dear Ms. Murphy

Pursuant to Securities and Exchange Commission ("Commission") Rule of Practice 192(a), I hereby petition the Commission to amend Rule 146 (17 C.F.R. §230.146) to amend the reference to Tier 1 of the Philadelphia Stock Exchange, Inc. in paragraph (b)(ii). The Commission included Tier 1 of the Philadelphia Stock Exchange, Inc. when it adopted Rule 146(b) in 1998. See Commission Release No. 33-7494, 34-39542. On July 24, 2008, by The NASDAQ OMX Group, Inc. acquired the Philadelphia Stock Exchange, Inc. See Securities Exchange Act Release Nos. 58179 (July 17, 2008), 73 FR 42874 (July 23, 2008) (SR-Phlx-2008-31); and 58183 (July 17, 2008), 73 FR 42850 (July 23, 2008) (SR-NASDAQ-2008-035). Effective August 18, 2008, the name of the Philadelphia Stock Exchange, Inc. was changed to "NASDAQ OMX PHLX, Inc." See Commission Release No. 34-58380. Effective October 24, 2008, the NASDAQ OMX PHLX, Inc. terminated its equity trading platform. As a result of these changes, Rule 146(b) should be amended at a minimum to reflect the current name of the former Philadelphia Stock Exchange, Inc., to wit "NASDAQ OMX PHLX, Inc." Updating the name of the exchange in Rule 146 would limit confusion about the status of the NASDAQ OMX PHLX, Inc.

Before making this change, however, I urge the Commission to review the current standards of the NASDAQ OMX PHLX, Inc. with respect to the listing and trading of securities. In fact, the Commission when it adopted Rule 146(b) noted that "Congress intended for the Commission to monitor the listing requirements of the regional exchanges, consistent with its supervisory authority under the Securities Exchange Act of 1934 ("Exchange Act"), to ensure the continued integrity of these markets and the protection of investors." Commission Release No. 33-7494, 34-39542.

By way of background, I previously served as California's Commissioner of Corporations, Interim Savings & Loan Commissioner, and Deputy Secretary and General Counsel of the Business, Transportation & Housing Agency. I am a former member of the California Senate Commission on Corporate Governance, Shareholder Rights and Securities Transactions. I also previously served as Co-Chairman of the Corporations Committee of the Business Law Section of the California State Bar and

Ms. Elizabeth M. Murphy

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Chairman of the Business & Corporate Law Section of the Orange County Bar Association. Please note, however, I am writing solely in my individual capacity and not on behalf of any other person or entity.

If the Commission should have any questions regarding the foregoing, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Keith Paul Bishop", with a long horizontal flourish extending to the right.

Keith Paul Bishop