

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-58990; File No. SR-BSE-2008-36)

November 20, 2008

Self-Regulatory Organizations; Boston Stock Exchange, Inc.; Notice of Filing of Proposed Rule Change Relating to Delisting Standards.

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 November 3, 2008, the Boston Stock Exchange, Inc. (the “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule as described in Items I, II, and III below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to adopt a Rule whereby the Exchange may determine to delist a security due to extraordinary circumstances under which the Exchange has terminated its Listing Program in connection with the discontinuation of trading in all securities listed on its market. The text of the proposed rule change is available from the principal office of the Exchange, at the Commission’s Public Reference Room, and is also available at http://www.nasdaqtrader.com/Trader.aspx?id=Boston_Stock_Exchange.

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 self-regulatory organization 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 in the

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

places specified in Item IV below. The self-regulatory organization 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

On September 5, 2007, the Exchange announced that it was terminating its programs for listing and trading cash equities. In addition to that announcement, in October 2007, all issuers were given additional notice that the Listings programs had ceased. However, not all issuers have formally delisted. At this point, the Exchange has determined it is appropriate to formally delist the securities of the twenty-nine issuers that currently have listings with the Exchange. Since there may not be a basis for delisting all of these securities under the rules of the Exchange as currently in effect, the Exchange is proposing to adopt a rule to be used in rare and unusual circumstances. Specifically, the new rule will provide that the Exchange may determine to delist a security due to extraordinary circumstances under which the Exchange has terminated its Listing Program in connection with the discontinuation of trading in all securities listed on its market.

This rule will only be utilized after a delisting determination is made by the Board of Directors or its designee, and:

- (1.) at least 15 days before issuing its delisting determination, notice is provided to companies; and
- (2.) as soon as practicable after the issuance of the delisting determination notice is provided to the company and the SEC of such delisting determination.
- (3.) The notice to the company of the delisting determination shall inform the company of the opportunity to appeal.

This rule will provide the Exchange an additional tool to maintain the quality of and public confidence in its market, to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and to protect investors and the public interest.

The Exchange would use this authority to delist on the grounds that it is not currently operating a listing program and, therefore, it is in the public interest that the Exchange not maintain any appearance of having any listings on the Exchange as long as programs for listing and trading cash equities and related activity have ceased. In addition, prior to implementing any involuntary delistings, the Exchange will contact each issuer and suggest that it file a Form 25 to effect a voluntary delisting. Issuers may initiate a voluntary delisting before the Exchange issues any determination. Thereafter, the Exchange will move to delist for those issuers that do not act in accordance with that suggestion. Moreover, issuers that are involuntarily delisted under the rule being adopted in this filing will have the appeal right provided for by new Section 2(c)(3) of Chapter XXVII of the Rules of the Exchange.³

The NASDAQ OMX Group, Inc. (“NASDAQ OMX”), has acquired the Exchange. NASDAQ OMX expects that the Exchange will resume a program for listing and trading cash equities. Accordingly, the Exchange believes it is appropriate to leave all of its listing rules, as amended, in place pending rule changes to its listing rules. Upon the resumption of a listing business by the Exchange, delisted issuers may be eligible for relisting if their securities meet the applicable standards of the Exchange.

³ The Commission notes that the appeals procedures proposed in new Section 2(c)(3) of Chapter XXVII are identical to the appeals procedures currently set forth in Section 2(b)(2) of Chapter XXVII.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of Section 6 of the Act,⁴ in general, and with Section 6(b)(5) of the Act,⁵ in particular, in that the proposal 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. This proposed rule change promotes the protection of investors and the public interest because the Exchange will not maintain any appearance of having any listings on the Exchange as long as all programs for listing and trading cash equities and related activity have ceased.

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

The Exchange does not believe that the proposed rule change 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 Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

Written comments were neither solicited nor received.

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

Within 35 days of the date of publication of this notice in the Federal Register or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds

⁴ 15 U.S.C. 78f.

⁵ 15 U.S.C. 78f(b)(5).

such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

- (a) by order approve such proposed rule change, or
- (b) institute proceedings to determine whether the proposed rule change should be disapproved.

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.stml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-BSE-2008-36 on the subject line.

Paper Comments:

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

All submissions should refer to File Number SR-BSE-2008-36. The 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 inspection and copying 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 such filings also will be available for inspection and copying at the principal office of the BSE. 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-BSE-2008-36 and should be submitted on or before [date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁵

Florence E. Harmon
Acting Secretary

⁵ 17 CFR 200.30-3(a)(12).