

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-56932; File No. SR-NYSEArca-2007-112)

December 7, 2007

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Order Granting Accelerated Approval of a Proposed Rule Change to List and Trade Shares of the iShares S&P GSCI Commodity-Indexed Trust

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 December 7, 2007, NYSE Arca, Inc. (“NYSE Arca” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I and II below, which Items have been substantially prepared by the Exchange. This order provides notice of the proposed rule change, and approves the proposed rule change on an accelerated basis.

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

NYSE Arca, through its wholly owned subsidiary NYSE Arca Equities, Inc. (“NYSE Arca Equities”), proposes to list and trade under NYSE Arca Equities Rule 8.203 shares (“Shares”) of the iShares[®] S&P GSCI[™] Commodity-Indexed Trust (“Trust”).³ The Trust issues units of beneficial interest (i.e., the Shares) representing fractional undivided beneficial interests in the net assets of the Trust. The text of the proposed rule change is available on the Exchange’s Web site at <http://www.nyse.com>, at the Exchange’s principal office, and at the Commission’s Public Reference Room.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ iShares[®] is a registered trademark of Barclays Global Investors, N.A. “S&P GSCI” is a trademark of Standard & Poor’s (“S&P” or “Index Sponsor”), a division of The McGraw-Hill Companies, Inc.

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 III 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 list and trade the Shares under NYSE Arca Equities Rule 8.203. The objective of the Trust is for the performance of the Shares to correspond generally to the performance of the S&P GSCI™ Total Return Index, before payment of the Trust's and the Investing Pool's (as described below) expenses and liabilities (the "Total Return Index"). The Trust is currently listed on the New York Stock Exchange LLC ("NYSE") and trades on NYSE Arca pursuant to unlisted trading privileges. Following Commission approval of this proposed rule change, the Trust will transfer listing from NYSE to NYSE Arca,⁴ and will not trade on NYSE. The Exchange represents that the Shares satisfy the requirements of NYSE Arca Equities Rule 8.203 and thereby qualify for listing on the Exchange.

The commodity component of the Total Return Index is comprised of a group of commodities included in the S&P GSCI™ Commodity Index ("S&P GSCI™" or "Index"), which

⁴ See Securities Exchange Act Release No. 54013 (June 16, 2006), 71 FR 36372 (June 26, 2006) (SR-NYSE-2006-17) ("NYSE Order") (approving listing and trading of the Shares on NYSE); Securities Exchange Act Release No. 54025 (June 21, 2006), 71 FR 36856 (June 28, 2006) (SR-NYSEArca-2006-12) (approving, among other things, the trading of the Shares on NYSE Arca pursuant to unlisted trading privileges).

is a production-weighted index of the prices of a diversified group of futures contracts on physical commodities. The Total Return Index reflects the return of the S&P GSCI™ Excess Return Index (“S&P GSCI™ -ER”), described below, together with the return on specified U.S. Treasury securities that are deemed to have been held to collateralize a hypothetical long position in the futures contracts comprising the S&P GSCI™ -ER.

The S&P GSCI™ -ER is calculated based on the same commodities as those in the Total Return Index and S&P GSCI™ Index and reflects the returns that are potentially available through a rolling uncollateralized investment in the contracts comprising the S&P GSCI™ Index. The S&P GSCI™ -ER does not reflect the return on U.S. Treasury securities used to collateralize positions in futures contracts comprising that index.⁵

The Trust will attempt to approximate the Total Return Index by holding interests in an Investing Pool (described below) which, in turn, holds futures contracts on the S&P GSCI™ -ER (“CERFs”), together with cash or other short-term securities used to collateralize the futures positions.

a. The Trust and Investing Pool

The Trust is a Delaware statutory trust that issues units of beneficial interest called Shares, representing fractional undivided beneficial interests in its net assets. Substantially all of the assets of the Trust consist of holdings of the limited liability company interests of a specified

⁵ S&P acquired the S&P GSCI™ (formerly known as the “Goldman Sachs Commodity Index”), the S&P GSCI™ -ER and the Total Return Index from Goldman Sachs & Co., the prior Index Sponsor, effective May 2007. The Sponsor, defined *infra*, filed Form S-1 for iShares® GSCI™ Commodity-Indexed Trust on July 22, 2005. See Registration No. 333-126810 and Registration No. 333-142259 (Trust prospectus dated May 11, 2007). These filings are referred to collectively herein as the “Registration Statement.” According to the Registration Statement, S&P has represented that it will not modify the determination methodology for the S&P GSCI™ Total Return Index from that existing on the date of transfer (May 9, 2007) for at least one year. Thereafter, there can be no assurance as to whether the methodology will be changed.

commodity pool (“Investing Pool Interests”), which are the only securities in which the Trust may invest. Specifically, the Trust holds interests in the iShares[®] S&P GSCI[™] Commodity-Indexed Investing Pool (“Investing Pool”).

The Investing Pool holds long positions in futures contracts on the S&P GSCI[™]-ER and will post margin in the form of cash or short-term securities to collateralize these futures positions. Trading on the Chicago Mercantile Exchange (“CME”) Globex electronic trading platform of CERFs based on the GSCI-ER Index commenced effective March 12, 2006 for trade date March 13, 2006.

The Trust and the Investing Pool are each commodity pools managed by a commodity pool operator registered as such with the Commodity Futures Trading Commission (“CFTC”). According to the Registration Statement, neither the Trust nor the Investing Pool is an investment company registered under the Investment Company Act of 1940.⁶

b. The Sponsor and Trustee

The sponsor of the Trust (“Sponsor”) is Barclays Global Investors International, Inc. The Sponsor’s primary business function is to act as Sponsor and commodity pool operator of the Trust and Manager of the Investing Pool, as discussed below.⁷ The Advisor to the Investing Pool is Barclays Global Fund Advisors, a California corporation and an indirect subsidiary of Barclays Bank PLC.

Barclays Global Investors International, Inc. also serves as the Manager of the Investing Pool, in which capacity it serves as commodity pool operator of the Investing Pool and is responsible for its administration. The Manager arranges for and pays the costs of organizing the

⁶ 15 U.S.C. 80a.

⁷ Barclays Global Investors International, Inc. is a commodity pool operator registered with the CFTC.

Investing Pool. The Manager has delegated some of its responsibilities for administering the Investing Pool to the Administrator, State Street Bank and Trust Company which, in turn, has employed the Investing Pool Administrator and the Tax Administrator (PriceWaterhouse Coopers) to maintain various records on behalf of the Investing Pool.

The trustee of the Trust (“Trustee”) is Barclays Global Investors, N.A., a national banking association affiliated with the Sponsor. The Trustee is responsible for the day-to-day administration of the Trust.⁸ Pursuant to NYSE Arca Equities Rule 8.203(e)(4)(ii), a change in the Trustee would require prior notice to and approval by the Exchange. The Exchange notes that both the Sponsor and the Trustee will establish firewall procedures with respect to personnel who have access to information concerning changes and adjustments to components of the Trust to prevent the use and dissemination of material non-public information.

c. The Investing Pool

The Investing Pool holds long positions in CERFs, which are cash-settled futures contracts listed on the CME that have a term of approximately five years after listing and whose settlement at expiration is based on the value of the S&P GSCI™ -ER at that time. The Investing Pool also earns interest on the assets used to collateralize its holdings of CERFs.

A detailed description of the Trust, the Investing Pool, characteristics and calculation of the S&P GSCI™ Total Return Index, the S&P GSCI™ Index, and S&P GSCI™ -ER, characteristics and valuation of CERFs, computation of the Trust’s net asset value, creation and

⁸ Except as otherwise specifically noted, the information provided by the Exchange in its proposed rule change relating to the Trust and the Shares, commodities markets, and related information is based entirely on information included in the Registration Statement.

redemption procedures, and Trust fees is included in the NYSE Order⁹ and the Registration Statement.¹⁰

d. The Index Committee and Index Advisory Panel

The Index Sponsor has established an Index Committee to oversee the daily management and operations of the S&P GSCI™, and is responsible for all analytical methods and calculations. The Index Committee is comprised of three full-time professional members of S&P's staff and two members of Goldman Sachs Group. At each meeting, the Index Committee reviews any issues that may affect index constituents, statistics comparing the composition of the indices to the market, commodities that are being considered as candidates for addition to an index, and any significant market events. In addition, the Index Committee may revise index policy covering rules for selecting commodities, or other matters.

S&P considers information about changes to its indices and related matters to be potentially market moving and material. Therefore, all Index Committee discussions are confidential.¹¹

In addition, the Index Sponsor has established an Index Advisory Panel to assist it with the operation of the S&P GSCI™. The principal purpose of the Index Advisory Panel is to advise the Index Sponsor with respect to, among other things, the calculation of the S&P GSCI™, the effectiveness of the S&P GSCI™ as a measure of commodity futures market performance and the need for changes in the composition or the methodology of the S&P GSCI™. The Index

⁹ See supra at note 4.

¹⁰ See supra at note 5.

¹¹ The Exchange states that, in this instance, it will apply Commentary .01(b)(1) of NYSE Arca Equities Rule 5.2(j)(3) to the Shares. This provision requires, among other things, that the Index Committee implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the Index.

Advisory Panel acts solely in an advisory and consultative capacity. All decisions with respect to the composition, calculation and operation of the S&P GSCI™ are made by the Index Committee.

The Index Advisory Panel generally meets in October of each year. Prior to the meeting, the Index Sponsor determines the commodities to be included in the S&P GSCI™ for the following calendar year and the weighting factors for each commodity. The Index Advisory Panel's members receive the proposed composition of the S&P GSCI™ in advance of the meeting and discuss the composition at the meeting. The Index Sponsor also consults the Index Advisory Panel on any other significant matters with respect to the calculation and operation of the S&P GSCI™. The Index Advisory Panel may, if necessary or practicable, meet at other times during the year as issues arise that warrant its consideration.

The contracts currently included in the S&P GSCI™ are all futures contracts traded on the New York Mercantile Exchange, Inc. ("NYM"), ICE Futures ("ICE") and its subsidiary, the New York Board of Trade ("NYBOT"), the CME, the Chicago Board of Trade ("CBT"), the Coffee, Sugar & Cocoa Exchange, Inc. ("CSC"), the Kansas City Board of Trade ("KBT"), the COMEX Division of the New York Mercantile Exchange, Inc. ("CMX") and the London Metal Exchange ("LME").

The futures contracts currently included in the S&P GSCI™, their percentage dollar weights (as of August 13, 2007), their market symbols and the exchanges on which they are traded, trading hours (New York Time), Average Daily Trading Volume ("ADTV") for January 2007 through July, 2007, and units per contract are as follows:

Commodity	Weight 8/13/07	ADTV (Contracts)	Market Symbol	Trading Facility	Units
WTI Crude Oil	36.03%	203,372	CL	NYM	1,000 index points
Brent Crude Oil	14.61%	237,534	LCO	ICE	1,000 barrels

Natural Gas	7.16%	112,312	NG	NYM	42,000 US Gallons
Heating Oil	5.79%	71,276	HO	NYM	42,000 US Gallons
Gas Oil	5.17%	89,636	LGO	ICE	100 metric tons
Copper	4.06%	14,894	MCU	NYM	25,000 lbs.
Chicago Wheat	3.84%	76,630	W	CBT	5,000 bushels
Aluminum	3.01%	155,886	MAL	LME	25 metric tons
Corn	2.96%	248,132	C	CBT	5,000 bushels
Live Cattle	2.61%	36,530	LC	CME	40,000 lbs.
Gold	2.00%	90,592	GC	NYM	100 Troy ounces
Soybeans	1.98%	122,705	S	CBT	5,000 bushels
Lean Hogs	1.50%	30,698	LH	CME	40,000 lbs.
Kansas City					
Wheat	1.31%	17,476	KW	KBT	5,000 bushels
RBOB Gas	1.28%	80,211	RB	NYM	50,000 X PADD
Nickel	1.11%	14,543	MNI	LME	6 metric tons
Zinc	1.10%	48,483	MZN	LME	25 metric tons
Sugar	1.03%	26,452	SB	NYBOT	112,000 lbs.
Cotton	0.91%	26,452	CT	NYBOT	50,000 lbs.
Coffee	0.72%	20,664	KC	NYBOT	37,500lbs.
Lead	0.70%	16,998	MPB	LME	25 metric tons
Feeder Cattle	0.63%	4,416	FC	CME	50,000 lbs.
Silver	0.27%	24,458	SI	NYM	5,000 troy ounces
Cocoa	0.21%	13,582	CC	NYBOT	10 metric tons

The hours of trading (New York Time) of the commodities in the charts above are as follows:

Commodity	Trading Facility	Trading Hours (NY Time)
Crude Oil	NYM	10am-2:30pm
Brent Crude Oil	ICE	8:00pm-5:00pm (next day)
Natural Gas	NYM	10:00am-2:30pm
Heating Oil	NYM	10:05am-2:30pm
RBOB Gasoline	NYM	10:05am-2:30pm
Gas Oil	ICE	8:00pm-5:00pm (next day)
Live Cattle	CME	10:05am-2:00pm
Wheat	CBT	10:30am-2:15pm
Aluminum	LME	6:55am-12:00pm
Corn	CBT	10:30am-2:15pm
Copper	LME	7:00am-12:00 pm
Soybeans	CBT	10:30am – 2:15 pm
Lean Hogs	CME	9:10am-1:00pm

Gold	CMX	8:20am-1:30pm
Sugar	CSC	9:00am-12:00pm
Cotton	NYC	10:30am-2:15pm
Red Wheat	KBT	10:30am-2:15pm
Coffee	CSC	9:15am-12:30pm
Standard Lead	LME	7:05am-11:50am
Feeder Cattle	CME	10:05am-2:00pm
Zinc	LME	7:10am-11:55am
Primary Nickel	LME	7:10am-11:55am
Cocoa	CSC	8:00am-11:50am
Silver	CMX	8:25am-1:25pm

e. Dissemination of Information Relating to the Shares

The Web site for the Trust (www.ishares.com), which is publicly accessible at no charge, contains the following information: (a) the prior Business Day's¹² net asset value ("NAV"), calculated on a per Share basis, and the reported closing price; (b) the mid-point of the bid-ask price¹³ in relation to the NAV as of the time the NAV is calculated (the "Bid-Ask Price"); (c) calculation of the premium or discount of such price against such NAV; (d) data in chart form displaying the frequency distribution of discounts and premiums of the Bid-Ask Price against the NAV, within appropriate ranges for each of the four previous calendar quarters; (e) the prospectus; (f) the holdings of the Trust, including CERFs, cash and Treasury securities; (g) the Basket Amount;¹⁴ and (h) other applicable quantitative information.

The NAV for the Shares is calculated and disseminated daily. In addition, during the NYSE Arca Core Trading Session (i.e., 9:30 a.m. to 4:15 p.m., New York Time) for the Trust,

¹² The Trust's Registration Statement defines "Business Day" as any day (1) on which none of the following occurs: (a) the NYSE is closed for regular trading, (b) the CME is closed for regular trading or (c) the Federal Reserve transfer system is closed for cash wire transfers; or (2) the Trustee determines that it is able to conduct business.

¹³ The bid-ask price of Shares is determined using the highest bid and lowest offer as of the time of calculation of the NAV.

¹⁴ The Basket Amount is the amount of CERFs and Short-Term Securities or cash that an Authorized Participant must deliver in exchange for one Basket.

one or more major market data vendors disseminates information with respect to the Indicative Intra-day Value (as discussed below), recent NAV, and Shares outstanding on a daily basis. The NAV for each Business Day on which the NYSE is open for regular trading is distributed through major market data vendors and will be published online at www.ishares.com, or any successor thereto. The Trust updates the NAV as soon as practicable after each subsequent NAV is calculated.

The Sponsor for the Trust (Barclays Global Investors International, Inc.) has represented to the Exchange that the Trustee for the Trust will make the NAV on a per Share basis available to all market participants at the same time.

At present, official calculation by the Index Sponsor of the value of S&P GSCI[™] Index is performed continuously and is updated on Reuters at least every 15 seconds during the NYSE Arca Core Trading Session and during business hours on each Business Day on which the offices of the Index Sponsor in New York City are open for business. In the event that the Exchange is open for business on a day that is not an S&P GSCI[™] Business Day, the Exchange will not permit trading of the Shares on that day.

In addition, values updated at least every 15 seconds are disseminated on Reuters for the Total Return Index during the NYSE Arca Core Trading Session. Daily settlement values for the S&P GSCI[™], the Total Return Index and S&P GSCI[™]-ER are also widely disseminated.

If the relevant trading facility fails to make a daily contract reference price available or publishes a daily contract reference price (as discussed in the Registration Statement and the NYSE Order) that, in the reasonable judgment of the Index Sponsor, reflects manifest error, the relevant calculation will be delayed until the price is made available or corrected; provided, that, if the price is not made available or corrected by 4:00 p.m. New York Time, the Index Sponsor

may, if it deems that action to be appropriate under the circumstances, determine the appropriate daily contract reference price for the applicable futures contract in its reasonable judgment for purposes of the relevant calculation.

Various data vendors and news publications publish futures prices and data. Futures quotes and last sale information for the commodities underlying the Index are widely disseminated through a variety of market data vendors worldwide, including Bloomberg and Reuters. In addition, complete real-time data for such futures is available by subscription from Reuters and Bloomberg. The futures exchanges on which the underlying commodities and CERFs trade also provide delayed futures information on current and past trading sessions and market news generally free of charge on their respective Web sites. The specific contract specifications for the futures contracts are also available from the futures exchanges on their Web sites as well as other financial informational sources.

f. Indicative Intra-day Value

In order to provide updated information relating to the Trust for use by investors, professionals, and other persons, one or more major market data vendors disseminate an updated Indicative Intra-day Value (“IIV”) on a per Share basis. The IIV is disseminated at least every 15 seconds from 9:30 a.m. to 4:15 p.m., New York Time. The IIV is calculated based on the cash and collateral in a Basket Amount¹⁵ divided by 50,000, adjusted to reflect the market value of the investments held by the Investing Pool, i.e. CERFs. The IIV does not reflect price changes to the price of an underlying commodity between the close of trading of the futures contract at the relevant futures exchange and the close of trading in the NYSE Arca Core Trading Session. The value of a Share may accordingly be influenced by non-concurrent trading hours

¹⁵ The Basket Amount is the amount of CERFs and Short-Term Securities or cash that an Authorized Participant must deliver in exchange for one Basket.

between NYSE Arca and the various futures exchanges on which the futures contracts based on the Index commodities are traded. The table above lists the trading hours for each of the Index commodities underlying the futures contracts.

When the market for futures trading for each of the relevant Index commodities is open, the IIV can be expected to closely approximate the value per Share of the Basket Amount. However, during the NYSE Arca Core Trading Session when the futures contracts have ceased trading, spreads and resulting premiums or discounts may widen, and, therefore, increase the difference between the price of the Shares and the NAV of the Shares. IIV on a per Share basis disseminated during the NYSE Arca Core Trading Session should not be viewed as a real time update of the NAV, which is calculated only once a day.

g. Other Characteristics of the Shares

General Information. The trading hours for the Shares on the Exchange are the same as those set forth in NYSE Arca Equities Rule 7.34 (Opening, Core Trading, and Late Trading Sessions, 4:00 a.m. to 8:00 p.m., New York Time). The minimum trading increment for Shares on the Exchange is \$0.01.

Initial Listing Criteria. NYSE Arca Equities Rule 8.203(e)(1) requires a minimum number of Shares outstanding, as determined by the Exchange. For the purpose of this product, the minimum number is 100,000 Shares.

Continued Listing Criteria. The Shares will be subject to the continued listing criteria of NYSE Arca Equities Rule 8.203(e)(2). Under the applicable continued listing criteria, the Shares may be delisted as follows: (1) following the initial 12-month period beginning upon the commencement of trading of the Shares, there are fewer than 50 record and/or beneficial holders of the Shares for 30 or more consecutive trading days; (2) the value of the Total Return Index

ceases to be calculated by or available from a major market data vendor on at least a 15-second basis from a source unaffiliated with the Sponsor, the Trust or the Trustee; (3) the NAV is no longer disseminated to all market participants at the same time; (4) the IIV ceases to be available on at least a 15-second delayed basis from a major market data vendor; or (5) such other event shall occur or condition exist that, in the opinion of the Exchange, makes further dealings on the Exchange inadvisable. The Exchange will remove Shares from listing and trading upon termination of the Trust.

h. Trading Rules

The Exchange deems the Shares to be equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities.

Trading in the Shares on the Exchange occurs in accordance with NYSE Arca Equities Rule 7.34(a). The Exchange has appropriate rules to facilitate transactions in the Shares during this time.

Further, NYSE Arca Equities Rules 8.203(g)-(i) set forth certain restrictions on equity trading permit holders (“ETP Holders”) acting as registered Market Makers¹⁶ in Commodity Index Trust Shares to facilitate surveillance. NYSE Arca Equities Rule 8.203(h) requires that the ETP Holder acting as a registered Market Maker in the Shares provide the Exchange with information relating to its trading in the applicable physical commodities included in, or options, futures or options on futures on, the applicable Index or any other derivatives based on the Index. NYSE Arca Equities Rule 8.203(i) prohibits the ETP Holder acting as a registered market maker in the Shares from using any material nonpublic information received from any person

¹⁶ The term “Market Maker” is defined in NYSE Arca Equities Rule 1.1 as an ETP Holder that acts as a Market Maker pursuant to NYSE Arca Equities Rule 7. Market Makers are required to be registered with the Exchange pursuant to NYSE Arca Equities Rule 7.20 and have limitations on dealings as set forth in NYSE Arca Equities Rule 7.26.

associated with an ETP Holder or employee of such person regarding trading by such person or employee in the applicable physical commodities included in, or options, futures or options on futures on, the Index or any other derivatives based on the Index (including the Shares). In addition, as stated above, NYSE Arca Equities Rule 8.203(g) prohibits the ETP Holder acting as a registered Market Maker in the Shares from being affiliated with a Market Maker in the applicable physical commodities included in, or options, futures or options on futures on, the Index or any other derivatives based on the Index unless adequate information barriers are in place, as provided in NYSE Arca Equities Rule 7.26.

With respect to trading halts, the Exchange may consider all relevant factors in exercising its discretion to halt or suspend trading in the Shares. Trading on the Exchange in the Shares may be halted because of market conditions or for reasons that, in the view of the Exchange, make trading in the Shares inadvisable. These may include: (1) the extent to which trading is not occurring in CERFs or the futures contracts included in the Index; or (2) whether other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present. In addition, trading in Shares will be subject to trading halts caused by extraordinary market volatility pursuant to the Exchange's "circuit breaker" rule.¹⁷ If the value of the Total Return Index or the IIV is not being disseminated on at least a 15-second basis during the hours the Shares trade on the Exchange, the Exchange may halt trading during the day in which the interruption to the dissemination of the IIV or the Index value occurs. If the interruption to the dissemination of the IIV or the Index value persists past the trading day in which it occurred, the Exchange will halt trading no later than the beginning of the trading day following the interruption.

¹⁷ See NYSE ARCA Equities Rule 7.12.

The Exchange has regulatory jurisdiction over its ETP Holders and any person or entity controlling an ETP Holder. The Exchange also has regulatory jurisdiction over a subsidiary or affiliate of an ETP Holder that is in the securities business. A subsidiary or affiliate of an ETP Holder that does business only in commodities or futures contracts would not be subject to Exchange jurisdiction, but the Exchange could obtain certain information regarding the activities of such subsidiary or affiliate through surveillance sharing agreements with regulatory organizations of which such subsidiary or affiliate is a member.

i. Surveillance

The Exchange intends to utilize its existing surveillance procedures applicable to derivative products to monitor trading in the Shares. The Exchange represents that these procedures are adequate to properly monitor Exchange trading of the Shares in all trading sessions and to deter and detect violations of Exchange rules.

The Exchange's current trading surveillances focus on detecting securities trading outside their normal patterns. When such situations are detected, surveillance analysis follows and investigations are opened, where appropriate, to review the behavior of all relevant parties for all relevant trading violations. The Exchange is able to obtain information regarding trading in the Shares, the physical commodities included in, or options, futures or options on futures on, an index underlying an issue of Commodity Index Trust Shares or any other derivatives based on such index, through ETP Holders, in connection with such ETP Holders' proprietary or customer trades which they effect on any relevant market. With regard to the Index components, the Exchange can obtain market surveillance information, including customer identity information, with respect to transactions occurring on NYM, KBT, ICE and LME, pursuant to its comprehensive information sharing agreements with each of those exchanges. All of the other

trading venues on which current Index components are traded are members of the Intermarket Surveillance Group (“ISG”) and the Exchange therefore has access to all relevant trading information with respect to those contracts without any further action being required on the part of the Exchange. A list of ISG members and affiliate members is available at www.isgportal.com.

A new component may be added to the Index if it does not constitute more than 10% of the weight of the Index or, if it constitutes more than 10% of the weight of the Index, the principal trading market for such component either (a) is a member of ISG or (b) has in effect a comprehensive surveillance sharing agreement with the Exchange.

j. Information Bulletin

Prior to the commencement of trading, the Exchange will inform its ETP Holders in an Information Bulletin of the special characteristics and risks associated with trading the Shares, including risks inherent with trading the Shares during the Opening and Late Trading Sessions and suitability recommendation requirements.

Specifically, the Information Bulletin will discuss the following: (1) the procedures for purchases and redemptions of Shares in Baskets; (2) NYSE Arca Equities Rule 9.2(a),¹⁸ which imposes a duty of due diligence on its ETP Holders to learn the essential facts relating to every customer prior to trading the Shares; (3) how information regarding the IIV is disseminated; (4)

¹⁸ NYSE Arca Equities Rule 9.2(a) (“Diligence as to Accounts”) provides that ETP Holders, before recommending a transaction, must have reasonable grounds to believe that the recommendation is suitable for the customer based on any facts disclosed by the customer as to his other security holdings and as to his financial situation and needs. Further, the rule provides, with a limited exception, that prior to the execution of a transaction recommended to a non-institutional customer, the ETP Holders shall make reasonable efforts to obtain information concerning the customer’s financial status, tax status, investment objectives, and any other information that they believe would be useful to make a recommendation. See Securities Exchange Act Release No. 54026 (June 21, 2006), 71 FR 36850 (June 28, 2006) (SR-PCX-2005-115).

the risks involved in trading the Shares during the Opening and Late Trading Sessions when an updated IIV will not be calculated or publicly disseminated; (5) the requirement that ETP Holders deliver a prospectus to investors purchasing newly issued Shares prior to or concurrently with the confirmation of a transaction; and (6) trading information. For example, the Information Bulletin will advise ETP Holders, prior to the commencement of trading, of the prospectus delivery requirements applicable to the Trust. The Exchange notes that investors purchasing Shares directly from the Trust (by delivery of the Basket Amount) will receive a prospectus. ETP Holders purchasing Shares from the Trust for resale to investors will deliver a prospectus to such investors.

In addition, the Information Bulletin will reference that the Trust is subject to various fees and expenses described in the Registration Statement. The Information Bulletin will also reference the fact that there is no regulated source of last sale information regarding physical commodities, and will discuss the relevant regulatory jurisdiction over the trading of physical commodities or the futures contracts on which the value of the Shares is based.

2. Statutory Basis

The basis under the Exchange Act for this proposed rule change is the requirement under Section 6(b)(5)¹⁹ that a national securities exchange have rules that are 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.

¹⁹ 15 U.S.C. 78f(b)(5).

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

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

The Exchange has neither solicited nor received written comments on the proposed rule change.

III. 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.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-NYSEArca-2007-112 on the subject line.

Paper comments:

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

All submissions should refer to File Number SR-NYSEArca-2007-112. 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 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 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-NYSEArca-2007-112 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

IV. Commission's Findings and Order Granting Accelerated Approval of the Proposed Rule Change

After careful consideration, the Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange.²⁰ In particular, the Commission finds that the proposed rule change is consistent with Section 6(b)(5) of the Act,²¹ which requires that the rules of a national securities exchange be designed, among other things, to promote just and equitable principles of trade, 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 Commission also finds that the proposal is consistent with Section 11A(a)(1)(C)(iii) of the Act,²² which sets forth Congress' finding that it is in the public interest and appropriate for the

²⁰ In approving this rule change, the Commission notes that it has considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

²¹ 15 U.S.C. 78f(b)(5).

²² 15 U.S.C. 78k-1(a)(1)(C)(iii).

protection of investors and the maintenance of fair and orderly markets to assure the availability to brokers, dealers, and investors of information with respect to quotations for and transactions in securities.

As described above, the Exchange represents that futures prices and data, including quotes and last-sale information for the commodities underlying the Index, are widely disseminated through a variety of market data vendors, including Bloomberg and Reuters. The Exchange also represents that complete real-time data such futures is available by subscription, and the relevant futures exchanges generally provide delayed futures information on current and past trading sessions and market news free of charge on their respective Web sites. Additionally, the specific contract specifications for the futures contracts are available from the futures exchanges on their Web sites as well as other financial informational sources. Further, the Trust's Web site, which is accessible for no charge, contains the following information: (a) the prior business day's NAV on a per Share basis and the reported closing price; (b) the Bid-Ask Price; (c) calculation of the premium or discount of such price against such NAV; (d) data in chart form displaying the frequency distribution of discounts and premiums of the Bid-Ask Price against the NAV, within appropriate ranges for each of the four previous calendar quarters; (e) the prospectus; (f) the holdings of the Trust, including CERFs, cash and Treasury securities; (g) the Basket Amount, and (h) other applicable quantitative information.

The Commission believes that the proposed rule change is reasonably designed to promote fair disclosure of information that may be necessary to appropriately price the Shares. The NAV per Share is calculated daily, and the Sponsor has represented that the Trustee will make the NAV on a per Share basis available to all market participants at the same time. In addition, the Exchange represents that the Web site disclosure of the portfolio composition of the

Trust will be made to all market participants at the same time. Further, as described above, NYSE Arca Equities Rules 8.203(g)-(i) set forth certain restrictions on ETP Holders acting as registered Market Makers in Commodity Index Trust Shares.

The Commission also believes that the Exchange's trading halt rules are reasonably designed to prevent trading in the Shares when transparency is impaired. Trading in the Shares would be subject to trading halts caused by extraordinary market volatility pursuant to the Exchange's "circuit breaker" rule, NYSE Arca Equities Rule 7.12. In exercising its discretion to halt or suspend trading in the Shares, the Exchange may consider factors such as the extent to which trading is not occurring in CERFs or the futures contracts included in the Index or whether other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present. If the value of the Total Return Index or the IIV is not being disseminated on at least a 15-second basis during the hours the Shares trade on the Exchange, the Exchange may halt trading during the day in which the interruption to the dissemination of the IIV or the Index value occurs. If the interruption to the dissemination of the IIV or the Index value persists past the trading day in which it occurred, the Exchange will halt trading no later than the beginning of the trading day following the interruption.

The Commission further believes that the trading rules and procedures to which the Fund Units will be subject pursuant to this proposal are consistent with the Act. The Exchange has represented that the Shares are equity securities subject to NYSE Arca's rules governing the trading of equity securities.

In support of this proposal, the Exchange has made the following representations:

1. The Exchange's surveillance procedures are adequate to properly monitor the trading of the Shares, and to deter and detect violations of Exchange rules. In addition, the Exchange is able to obtain information regarding trading in the Shares, the physical commodities included in, or options, futures or options on futures on, an index underlying an issue of Commodity Index Trust Shares or any other derivatives based on such index. With regard to the Index components, the Exchange can obtain market surveillance information, including customer identity information, with respect to transactions occurring on NYM, KBT, ICE and LME, pursuant to its comprehensive information sharing agreements with each of those exchanges. All of the other trading venues on which current Index components are traded are members of the ISG and the Exchange therefore has access to all relevant trading information with respect to those contracts without any further action being required on the part of the Exchange.
2. Prior to the commencement of trading, the Exchange will inform its ETP Holders in an Information Bulletin of the special characteristics and risks associated with trading the Shares, including risks inherent with trading the Shares during the Opening and Late Trading Sessions and suitability recommendation requirements. The Information Bulletin will also advise ETP Holders, prior to the commencement of trading, of the prospectus delivery requirements applicable to the Trust. The Information Bulletin will also reference the fact that there is no regulated source of last sale information regarding physical commodities, and will

discuss the relevant regulatory jurisdiction of trading of physical commodities or the futures contracts on which the value of the Shares is based.

This approval order is based on the Exchange's representations.

The Commission finds good cause, pursuant to Section 19(b)(2) of the Act,²³ for approving the proposed rule change prior to the 30th day after the date of publication of notice in the Federal Register. The Commission has previously approved both the listing and trading of the Shares on NYSE and the trading of the Shares on NYSE Arca pursuant to unlisted trading privileges,²⁴ and does not believe that allowing the product to be both listed and traded on NYSE Arca raises novel regulatory issues. Consequently, the Commission believes that it is appropriate to allow the switching of listing markets without delay. Accordingly, the Commission finds that there is good cause, consistent with Section 6(b)(5) of the Act,²⁵ to approve the proposal on an accelerated basis.

²³ 15 U.S.C. 78s(b)(2).

²⁴ See supra at note 4.

²⁵ 15 U.S.C. 78f(b)(5).

V. Conclusion

IT IS THEREFORE ORDERED, pursuant to Section 19(b)(2) under the Act,²⁶ that the proposed rule change (SR-NYSEArca-2007-112) be, and it hereby is, approved on an accelerated basis.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²⁷

Florence E. Harmon
Deputy Secretary

²⁶ 15 U.S.C. 78s(b)(2).

²⁷ 17 CFR 200.30-3(a)(12).