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SECURITIES AND EXCHANGE COMMISSION  
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DIVISION OF TRADING & MARKETS

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 19b-4(e)**

**Information Required of a Self-Regulatory Organization Listing and Trading a New Derivative Securities Product Pursuant to Rule 19b-4(e) Under the Securities Exchange Act of 1934**

**READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM**

**Part I Initial Listing Report**



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- 1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:  
**The NASDAQ Stock Market LLC (traded pursuant to unlisted trading privileges)**
- 2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):  
**Open End Management Investment Company**
- 3. Class of New Derivative Securities Product:  
**Exchange Traded Fund**
- 4. Name of Underlying Instrument:  
**Northern Trust Quality Dividend Defensive Index**
- 5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:  
**Broad-based**
- 6. Ticker Symbol(s) of New Derivative Securities Product:  
**QDEF**
- 7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:  
**Listed on: NASDAQ Stock Market LLC, NYSE**
- 8. Position Limits of New Derivative Securities Product (if applicable):  
**Regular way trades settle on T + 3 (cash settled)**
- 9. Position Limits of New Derivative Securities Product (if applicable):  
**N/A**

**Part II Execution**

The undersigned represents that the governing body of the above-referenced Self-Regulatory Organization has duly approved, or has duly delegated its approval to the undersigned for, the listing and trading of the above-referenced new derivative securities product according to its relevant trading rules, procedures, surveillance programs and listing standards.

Name of Official Responsible for Form:  
**Gary N. Sundick**

Title:  
**Vice President, Listing Qualifications**

Telephone Number:  
**1-301-978-5214**

Manual Signature of Official Responsible for Form:

*Gary N. Sundick*

Date: **December 21, 2012**

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability.	IAN 67.2013