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OMB Number: 3235-0504  
Expires: August 31, 2010  
Estimated average burden  
hours per response.....3.60

SECURITIES AND EXCHANGE COMMISSION  
**RECEIVED**  
JAN - 7 2013  
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**



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**Part I Initial Listing Report**

- 1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:  
**NASDAQ OMX PHLX 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 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:  
**QDF**
- 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:  
**Joan Conley**

Title:  
**Secretary**

Telephone Number:  
**301-978-8735**

Manual Signature of Official Responsible for Form:

Date: **December 21, 2012**

*Joan Conley*

Act: **Securities Exchange Act of 1934**  
Section: **19b-4**  
Rule: **19b-4(e)**  
Public Availability: **JAN 07 2013**