



Associate General Counsel
Assistant Secretary

New York Stock Exchange
11 Wall Street
New York, NY 10005
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March 9, 2017

VIA E-MAIL

Brent J. Fields
Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-1090

Re: SR-NYSE-2016-44

Dear Mr. Fields:

New York Stock Exchange LLC filed the attached Amendment No. 4 to the above-referenced filing on March 9, 2017.

Sincerely,

A handwritten signature in blue ink, appearing to be "BJF", written in a cursive style.

Encl. (Amendment No. 4 to SR-NYSE-2016-44)

Required fields are shown with yellow backgrounds and asterisks.

Filing by New York Stock Exchange LLC
 Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input type="checkbox"/>	Amendment * <input checked="" type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input checked="" type="checkbox"/>	Section 19(b)(3)(A) * <input type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
Pilot <input type="checkbox"/> Extension of Time Period for Commission Action * <input type="checkbox"/> Date Expires * <input type="text"/>			Rule <input type="checkbox"/> 19b-4(f)(1) <input type="checkbox"/> 19b-4(f)(4) <input type="checkbox"/> 19b-4(f)(2) <input type="checkbox"/> 19b-4(f)(5) <input type="checkbox"/> 19b-4(f)(3) <input type="checkbox"/> 19b-4(f)(6)		

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010 Section 806(e)(1) * <input type="checkbox"/> Section 806(e)(2) * <input type="checkbox"/>	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) * <input type="checkbox"/>
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Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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Description
 Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

Contact Information
 Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name * Sherry Last Name * Sandler
 Title * Associate General Counsel
 E-mail *
 Telephone * Fax

Signature
 Pursuant to the requirements of the Securities Exchange Act of 1934,
 has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.
 (Title *) Associate General Counsel

Date 03/09/2017 By Martha Redding
 (Name *)

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

Martha Redding

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information *

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change *

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies *

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of the Proposed Rule Change

- (a) Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² New York Stock Exchange LLC ("NYSE" or the "Exchange") proposes rules to: (1) allow the Exchange to trade pursuant to unlisted trading privileges ("UTP") for any NMS Stock³ listed on another national securities exchange; (2) establish rules for the trading pursuant to UTP of exchange traded products ("ETPs"); and (3) adopt new equity trading rules relating to trading halts of securities traded pursuant to UTP on the Pillar platform. This Amendment No. 4 supersedes the original filing and Partial Amendment No. 1 and Partial Amendment No. 2 to the original filing in its entirety. This Amendment No. 4 also supersedes Amendment No. 3, which was filed and withdrawn by the Exchange. Finally, this Amendment No. 4 also amends the proposed rules to conform to the rules of NYSE Arca, Inc. ("NYSE Arca"), as they may have been amended since the date of the original filing.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1 and the text of the proposed rule change is attached as Exhibit 5. Text of the proposed rule change as amended from the Filing is attached as Exhibit 4.

- (b) The Exchange does not believe that the proposed rule change will have any direct effect, or any significant indirect effect, on any other Exchange rule in effect at the time of this filing.
- (c) Not applicable.

2. Procedures of the Self-Regulatory Organization

Senior management has approved the proposed rule change pursuant to authority delegated to it by the Board of the Exchange. No further action is required under the Exchange's governing documents. Therefore, the Exchange's internal procedures with respect to the proposed rule change are complete.

The persons on the Exchange staff prepared to respond to questions and comments on the proposed rule change are:

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ NMS Stock is defined in Rule 600 of Regulation NMS, 17 CFR 242.600(b)(47).

Sherry J. Sandler
Associate General Counsel
NYSE Group, Inc.
[REDACTED]

3. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a) Purpose

The Exchange is proposing new rules to trade all Tape B and Tape C symbols, on a UTP basis, on its new trading platform, Pillar.⁴ The Exchange does not currently trade any securities on a UTP basis.

In addition, the Exchange is proposing rules for the trading pursuant to UTP of the following types of Exchange Traded Products:⁵

- Equity Linked Notes (“ELNs”);
- Investment Company Units;

⁴ On January 29, 2015, the Exchange announced the implementation of Pillar, which is an integrated trading technology platform designed to use a single specification for connecting to the equities and options markets operated by the Exchange and its affiliates, NYSE Arca and NYSE MKT LLC (“NYSE MKT”). See Trader Update dated January 29, 2015, available here: http://www1.nyse.com/pdfs/Pillar_Trader_Update_Jan_2015.pdf.

In February 2016, NYSE Arca Equities was the first market to begin migration to the Pillar platform. In March of 2016, NYSE Group, Inc. announced the completion of a “key phase” of the project and, in May 2016, NYSE Group, Inc. completed the rollout of NYSE Pillar matching engines on NYSE Arca.

The next phase of the NYSE Pillar migration began in November 2016 with certification testing for the new gateways and protocols. See Content To Live: <HTTPS://WWW.NYSE.COM/PILLAR>.

The Exchange’s Pillar implementation is targeted for completion by year end 2017. The Exchange will announce the trading on Pillar of all Tape B and C symbols, on a UTP basis, by Trader Update to go out prior to the scheduled implementation.

⁵ The Exchange is proposing to define the term “Exchange Traded Product” to mean a security that meets the definition of “derivative securities product” in Rule 19b-4(e) under the Securities Exchange Act of 1934. See proposed Rule 1.1(bbb). This proposed definition is identical to the definition of “Derivatives Securities Product” in NYSE Arca Equities Rule 1.1(bbb).

- Index-Linked Exchangeable Notes;
- Equity Gold Shares;
- Equity Index-Linked Securities;
- Commodity-Linked Securities;
- Currency-Linked Securities;
- Fixed-Income Index-Linked Securities;
- Futures-Linked Securities;
- Multifactor-Index-Linked Securities;
- Trust Certificates;
- Currency and Index Warrants;
- Portfolio Depositary Receipts;
- Trust Issued Receipts;
- Commodity-Based Trust Shares;
- Currency Trust Shares;
- Commodity Index Trust Shares;
- Commodity Futures Trust Shares;
- Partnership Units;
- Paired Trust Shares;
- Trust Units;
- Managed Fund Shares; and
- Managed Trust Securities.

The Exchange's proposed rules for these products are substantially identical (other than with respects to certain non-substantive and technical amendments described below) as the rules of NYSE Arca Equities for the qualification, listing and trading of such products.⁶

The Exchange's approach in this filing is the same as the approach of (1) BATS BYX Exchange, Inc. f/k/a BATS Y-Exchange, Inc. ("BYX"), which filed a proposed rule change with the Commission to conform its rules to the rules of its affiliate, Bats BZX Exchange, Inc. f/k/a BATS Exchange, Inc. ("BATS"),⁷ (2) NASDAQ Stock Market LLC, which filed a proposed rule change with the Commission to amend its rules regarding Portfolio Depositary Receipts and Index Fund Shares to conform to the rules of NYSE Arca,⁸ and (3) American Stock Exchange LLC ("Amex"), which filed a proposed rule change with the

⁶ See NYSE Arca Equities Rules 5 (Listings) and 8 (Trading of Certain Equities Derivatives).

⁷ See, Securities Exchange Act Release No. 63097 (October 13, 2010), 75 FR 64767 (October 20, 2010) (SR-BYX-2010-002).

⁸ See, Securities Exchange Act Release No. 69928 (July 3, 2013), 78 FR 41489 (July 10, 2013) (SR-NASDAQ-2013-094).

Commission to copy all of the relevant rules of Amex in their entirety (other than with respects to certain non-substantive and technical changes) for adoption by its new trading platform for equity products and exchange traded funds – AEMI.⁹

The Exchange's only trading pursuant to UTP will be on the Pillar platform; it will not trade securities pursuant to UTP on its current platform. Further, at this time, the Exchange does not intend to list ETPs on its Pillar platform and will only trade ETPs on the Pillar platform pursuant to UTP. Therefore, the Exchange is only proposing ETP rules in this rule filing that would apply to the Pillar platform and trading pursuant to UTP. Since the Exchange does not plan to trade ETPs on the Pillar platform that would be listed under these proposed rules, the Exchange is not proposing to change any of the current rules of the Exchange pertaining to the listing and trading of ETPs in the NYSE Listed Company Manual¹⁰ or in its other rules.

In accordance with the rule numbering framework adopted by the Exchange in the Pillar Framework Filing,¹¹ each rule proposed herein would have the same rule numbers as the NYSE Arca Equities rules with which it conforms.

Finally, in the Pillar Framework Filing, the Exchange adopted rules grouped under proposed Rule 7P relating to equities trading.¹² The Exchange now proposes Rule 7.18 under Rule 7P relating to trading halts of securities traded pursuant to UTP on the Pillar platform. The Exchange's proposed Rule 7.18 is substantially identical (other than with respects to certain non-substantive and

⁹ See, Securities Exchange Act Release No. 54552 (September 29, 2006), 71 FR 59546 (October 10, 2006) (SR-Amex-2005-104) and Securities Exchange Act Release No. 54145 (July 14, 2006), 71 FR 41654 (July 21, 2006) (SR-Amex-2005-104).

¹⁰ NYSE Listed Company Manual, <http://nysemanual.nyse.com/LCM/Sections/>.

¹¹ See, Securities Exchange Act Release No. 76803 (December 30, 2015), 81 FR 536 (January 6, 2016) (SR-NYSE-2015-67) ("Pillar Framework Filing"). The Exchange is using the same rule numbering framework as the NYSE Arca Equities rules and would consist of proposed Rules 1P – 13P. Rules 1P -13P would be operative for securities that are trading on the Pillar trading platform.

¹² The Pillar Framework Filing added Rules 7.5 and 7.6 for trading on the Pillar platform. Since trading on the Pillar platform will be under these new rules, the Exchange specified in the Pillar Framework Filing that current Exchange Rule 7 would not be applicable to trading on the Pillar trading platform. In addition, the Exchange added Rules 7.1 – Rule 7.44 on a "Reserved" basis, grouped under Rule 7P relating to equities trading on the Pillar platform. Id.

technical amendments described below) as NYSE Arca Equities Rule 7.18.¹³

Proposal to Trade Securities Pursuant to UTP

The Exchange is proposing new Rule 5.1(a) to establish rules regarding the extension of UTP securities to the Pillar platform, which are listed on other national securities exchanges. The Exchange currently only trades securities for which it is the listing exchange and that qualify under the requirements for listing set forth in its Listed Company Manual. As proposed, the first sentence of new Rule 5.1(a) would allow the Exchange to trade securities eligible for UTP under Section 12(f) of the Exchange Act.¹⁴ This proposed text is identical to Rules 14.1 of both BYX and EDGA Exchange, Inc. (“EDGA”) and substantially similar to NYSE Arca Equities Rule 5.1(a).

Proposed Rule 5.1(a) would adopt rules reflecting requirements for trading products on the Exchange pursuant to UTP that have been established in various new product proposals previously approved by the Commission.¹⁵ In addition, proposed Rule 5.1(a) would state that the securities the Exchange trades pursuant to UTP would be traded on the new Pillar trading platform under the rules applicable to such trading.¹⁶ Accordingly, the Exchange would not trade UTP

¹³ See, NYSE Arca Equities Rule 7.18. See, also, Securities Exchange Act Release No. 75467 (July 16, 2015), 80 FR 43515 (July 22, 2015) (SR-NYSEArca-2015-58), as amended by Amendment No. 1; Securities Exchange Act Release No. 76198A (October 20, 2015), 80 FR 65274 (October 26, 2015) (SR-NYSEArca-2015-58).

¹⁴ Section 12(f) of the Exchange Act . 15 U.S.C. 78l(f).

¹⁵ See, NYSE Arca Equities Rule 5.1(a)(1) and Securities Exchange Act Release No. 67066 (May 29, 2012), 77 FR 33010 (June 4, 2012) (SR-NYSEArca-2012-46); BATS Rule 14.11 and Securities Exchange Act Release No. 58623 (September 23, 2008), 73 FR 57169 (October 1, 2008) (SR-BATS-2008-004); National Stock Exchange, Inc. (“NSX”) Rule 15.9 and Securities Exchange Act Release No. 57448 (March 6, 2008), 73 FR 13597 (March 13, 2008) (SR-NSX-2008-05); NASDAQ OMX PHLX LLC (“Phlx”) Phlx Rule 803(o) and Securities Exchange Act Release No. 57806 (May 9, 2008), 73 FR 28541 (May 16, 2008) (SR-Phlx2008-34); International Securities Exchange, LLC (“ISE”) ISE Rule 2101 and Securities Exchange Act Release No. 57387 (February 27, 2008), 73 FR 11965 (March 5, 2008) (SR-ISE-2007-99).

¹⁶ See, Securities Exchange Act Release No. 76803 (December 30, 2015), 81 FR 536 (January 6, 2016) (SR-NYSE-2015-67). In this filing, the Exchange established the same rule numbering framework as the NYSE Arca Equities rules and would consist of proposed Rules 1P – 13P. The Exchange explained in this filing that Rules 1P -13P would be operative for securities that are trading on the

securities on the Pillar platform until its trading rules for the Pillar platform are effective.

Finally, proposed Rule 5.1(a)(1) would make clear that the Exchange would not list any ETPs, unless it filed a proposed rule change under Section 19(b)(2)¹⁷ under the Act. Therefore, the provisions of proposed Rules 5P and 8P described below, which permit the listing of ETPs, would not be effective until the Exchange files a proposed rule change to amend its rules to comply with Rules 10A-3 and 10C-1 under the Act and to incorporate qualitative listing criteria, and such proposed rule change is approved by the Commission. This would require the Exchange to adopt rules relating to the independence of compensation committees and their advisors.¹⁸

UTP of Exchange Traded Products

The Exchange proposes Rule 5.1(a)(2) to specifically govern trading of ETPs pursuant to UTP. Specifically, the requirements in subparagraphs (A)-(F) of proposed Rule 5.1(a)(2) would apply to ETPs traded pursuant to UTP on the Exchange.

Under proposed Rule 5.1(a)(2)(A), the Exchange would file a Form 19b-4(e) with the Commission with respect to each ETP¹⁹ the Exchange trades pursuant to UTP within five days after commencement of trading.

Pillar trading platform.

¹⁷ 15 U.S.C. 78s(b)(2).

¹⁸ On June 20, 2012, the Commission adopted Rule 10C-1 to implement Section 10C of the Act, as added by Section 952 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. Rule 10C-1 under the Act directs each national securities exchange to prohibit the listing of any equity security of an issuer, with certain exceptions, that does not comply with the rule's requirements regarding compensation committees of listed issuers and related requirements regarding compensation advisers. *See*, CFR 240.10C-1; Securities Act Release No. 9199, Securities Exchange Act Release No. 64149 (March 30, 2011), 76 FR 18966 (April 6, 2011) and Securities Exchange Act Release No. 67220 (June 20, 2012), 77 FR 38422 (June 27, 2012).

¹⁹ Although Rule 19b-4(e) of the Act defines any type of option, warrant, hybrid securities product or any other security, other than a single equity option or a security futures product, whose value is based, in whole or in part, upon the performance of, or interest in, an underlying instrument, as a "new derivative securities product," the Exchange prefers to refer to these types of products that it will be trading as "exchange traded products," so as not to confuse investors with a term that can be deemed to imply such products are futures or options related.

In addition, proposed Rule 5.1(a)(2)(B) would provide that the Exchange will distribute an information circular prior to the commencement of trading in such an ETP that generally would include the same information as the information circular provided by the listing exchange, including (a) the special risks of trading the ETP, (b) the Exchange's rules that will apply to the ETP, including Rules 2090 and 2111,²⁰ and (c) information about the dissemination of value of the underlying assets or indices.

Under proposed Rule 5.1(a)(2)(D), the Exchange would halt trading in a UTP Exchange Traded Product in certain circumstances. Specifically, if a temporary interruption occurs in the calculation or wide dissemination of the intraday indicative value (or similar value) or the value of the underlying index or instrument and the listing market halts trading in the product, the Exchange, upon notification by the listing market of such halt due to such temporary interruption, also would immediately halt trading in that product on the Exchange. If the intraday indicative value (or similar value) or the value of the underlying index or instrument continues not to be calculated or widely available as of the commencement of trading on the Exchange on the next business day, the Exchange would not commence trading of the product that day. If an interruption in the calculation or wide dissemination of the intraday indicative value (or similar value) or the value of the underlying index or instrument continues, the Exchange could resume trading in the product only if calculation and wide dissemination of the intraday indicative value (or similar value) or the value of the underlying index or instrument resumes or trading in such series resumes in the listing market. The Exchange also would halt trading in a UTP Exchange Traded Product listed on the Exchange for which a net asset value (and in the case of managed fund shares or actively managed exchange-traded funds, a "disclosed portfolio") is disseminated if the Exchange became aware that the net asset value or, if applicable, the disclosed portfolio was not being disseminated to all market participants at the same time. The Exchange would maintain the trading halt until such time as the Exchange became aware that the net asset value and, if applicable, the disclosed portfolio was available to all market participants.

Finally, the Exchange represents that its surveillance procedures for ETPs traded on the Exchange pursuant to UTP would be similar to the procedures used for equity securities traded on the Exchange and would incorporate and rely upon existing Exchange surveillance systems.

Proposed Rules 5.1(a)(2)(C) and (E) would establish the following requirements for member organizations that have customers that trade UTP Exchange Traded Products:

²⁰ See, Rule 2090 (the Exchange's Know Your Customer Rule) and Rule 2111 (the Exchange's Suitability Rule). See, also, SR-NYSE-2016-33.

- Prospectus Delivery Requirements. Proposed Rule 5.1(a)(2)(C)(i) would remind member organizations that they are subject to the prospectus delivery requirements under the Securities Act of 1933, as amended (the “Securities Act”), unless the ETP is the subject of an order by the Commission exempting the product from certain prospectus delivery requirements under Section 24(d) of the Investment Company Act of 1940, as amended (the “1940 Act”), and the product is not otherwise subject to prospectus delivery requirements under the Securities Act. Member organizations would also be required to provide a prospectus to a customer requesting a prospectus.²¹
- Written Description of Terms and Conditions. Proposed Rule 5.1(a)(2)(C)(ii) would require member organizations to provide a written description of the terms and characteristics of UTP Exchange Traded Products to purchasers of such securities, not later than the time of confirmation of the first transaction, and with any sales materials relating to UTP Exchange Traded Products.
- Market Maker Restrictions. Proposed Rule 5.1(a)(E) would establish certain restrictions for any member organization registered as a market maker in an ETP that derives its value from one or more currencies, commodities, or derivatives based on one or more currencies or commodities, or is based on a basket or index composed of currencies or commodities (collectively, “Reference Assets”). Specifically, such a member organization must file with the Exchange and keep current a list identifying all accounts for trading the underlying physical asset or commodity, related futures or options on futures, or any other related derivatives, which the member organization acting as registered market maker may have or over which it may exercise investment discretion.²² If an account in which a member organization acting

²¹ Proposed Rule 5.1(a)(2)(C)(iii).

²² The proposed rule would also, more specifically, require a market maker to file with the Exchange and keep current a list identifying any accounts (“Related Instrument Trading Accounts”) for which related instruments are traded (1) in which the market maker holds an interest, (2) over which it has investment discretion, or (3) in which it shares in the profits and/or losses. In addition, a market maker would not be permitted to have an interest in, exercise investment discretion over, or share in the profits and/or losses of a Related Instrument Trading Account that has not been reported to the Exchange as required by the proposed rule.

as a registered market maker, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, has not been reported to the Exchange as required by this Rule, a member organization acting as registered market maker in the ETP would be permitted to trade in the underlying physical asset or commodity, related futures or options on futures, or any other related derivatives. Finally, a market maker could not use any material nonpublic information in connection with trading a related instrument.

Proposed Requirements for Exchange Traded Products

Definitions & Terms of Use

The Exchange proposes to define the term “exchange traded product” in Rule 1.1(bbb). Proposed Rule 1.1(bbb) would define the term “Exchange Traded Product” to mean a security that meets the definition of “derivative securities product” in Rule 19b-4(e) under the Securities Exchange Act of 1934 and a “UTP Exchange Traded Product” to mean an Exchange Traded Product that trades on the Exchange pursuant to unlisted trading privileges.²³ The Exchange proposes to use the term Exchange Traded Product instead of “derivative securities product,” because it believes that the term “Exchange Traded Product” more accurately describes the types of products the Exchange proposes to trade and is less likely to confuse investors by using a term that implies such products are futures or options related.

Next, the Exchange proposes to add the definitions contained in NYSE Arca Equities Rule 5.1(b) that are relevant to the rules for the trading pursuant to UTP of the ETPs that the Exchange proposes in this filing, which are described below. To maintain consistency in rule references between the Exchange’s proposed rules and NYSE Arca Equities’ rules, the Exchange proposes to Reserve subparagraphs to the extent it is not now proposing certain definitions from NYSE Arca Equities Rule 5.1(b).²⁴ Other than a non-substantive difference to use the term “Exchange” instead of “Corporation,” “NYSE Arca Marketplace,” or “NYSE Arca Parent,” the terms defined in this proposed Rule 5.1(b) would have the identical meanings to the terms used in NYSE Arca Equities Rule 5.1(b).

²³ This proposed definition is identical to the definition of “Derivative Securities Product” in NYSE Arca Equities Rule 1.1(bbb).

²⁴ The Exchange is proposing to Reserve paragraphs (b)(3), (b)(7), (b)(8), (b)(10), (b)(17) and (b)(19) of proposed Rule 5.1(b), because the terms used in the parallel provisions of the NYSE Arca Equities rules would not be used in the rules for the trading pursuant to UTP of the ETPs that the Exchange is proposing in this filing.

Finally, the Exchange proposes to make the following substitutions in its proposed rules for terms used in the NYSE Arca Equities ETP listing and trading rules (collectively, the “General Definitional Term Changes”):

- Because the Exchange uses the term “Supplementary Material” to refer to commentaries to its Rules, the Exchange proposes to substitute this term where “Commentary” is used in the rules of NYSE Arca Equities;
- Because the Exchange tends to use the term “will” to impose obligations or duties on its members and member organizations, the Exchange proposes to substitute this term where “shall” is used in the rules of NYSE Arca Equities;
- Because members of the Exchange, as defined in Rule 2, are referred to as “member organizations” under the Exchange’s rules, the Exchange proposes to substitute this term where “ETP Holder”²⁵ is used in the rules of NYSE Arca Equities;
- The Exchange proposes to use the term “Exchange”²⁶ instead of “Corporation,” “NYSE Arca Marketplace,” or “NYSE Arca Parent;”
- The Exchange is proposing to substitute in its proposed rules the phrase “member organization registered as a market maker on the Exchange” for the term “Market Maker,”²⁷ as defined in the rules of NYSE Arca Equities;
- Because the Exchange’s hours for business are described in Rule

²⁵ The term “member,” when used with respect to a national securities exchange, is defined in Section 3(a)(3)(A) of the Act to mean any registered broker or dealer with which such a natural person is associated. NYSE Arca Equities Rule 1.1(m) defines “ETP” as an Equity Trading Permit issued by the Corporation for effecting approved securities transactions on the Corporation’s Trading Facilities. See, also, NYSE Arca Equities Rule 1.1(n).

²⁶ Under Rule 1, the term “the Exchange,” when used with reference to the administration of any rule, means the New York Stock Exchange LLC or the officer, employee, person, entity or committee to whom appropriate authority to administer such rule has been delegated by the Exchange.

²⁷ NYSE Arca Equities Rule 1.1(v) defines “Market Maker” as an ETP Holder that acts as a market maker pursuant to NYSE Arca Equities Rule 7 (Equities Trading).

51 and the Exchange's rules do not use a defined term to refer to such hours, the Exchange is proposing to refer to its core trading hours as the "Exchange's normal trading hours," and substitute this phrase for "Core Trading Session" and "Core Trading Hours," as defined in the rules of NYSE Arca Equities;

- Because the Exchange's rules pertaining to trading halts due to extraordinary market volatility on the Pillar platform are described in Rule 80B, the Exchange is proposing to refer to Rule 80B in its proposed rules wherever NYSE Arca Equities Rule 7.12²⁸ is referenced in the rules of NYSE Arca Equities proposed in this filing;
- Because the Exchange's rules pertaining to the mechanics of the limit-up-limit down plan as it relates to trading pauses in individual securities due to extraordinary market volatility are described in Rule 80C, the Exchange is proposing to refer to Rule 80C in its proposed rules wherever NYSE Arca Equities Rule 7.11P²⁹ is referenced in the rules of NYSE Arca Equities proposed in this filing;
- Because NYSE Arca Equities Rule 7.18³⁰ establishes the requirements for trading halts in securities traded on the Pillar trading platform, and the Exchange is proposing new Rule 7.18 in this filing, based on NYSE Arca Equities Rule 7.18, the Exchange is proposing to refer to Rule 7.18 in its proposed rules wherever NYSE Arca Equities Rule 7.34 is referenced in the rules of NYSE Arca Equities proposed in this filing; and
- Because the Exchange's rules regarding the production of books and records are described in Rule 440, the Exchange is proposing to refer to Rule 440 in its proposed rules wherever NYSE Arca Equities Rule 4.4³¹ is referenced in the rules of NYSE Arca

²⁸ Exchange Rule 80B is substantially identical to NYSE Arca Equities Rule 7.12, which pertains to Trading Halts Due to Extraordinary Market Volatility.

²⁹ Exchange Rule 80C is substantially identical to NYSE Arca Equities Rule 7.11P, which pertains to the Limit Up-Limit Down Plan and Trading Pauses In Individual Securities Due to Extraordinary Market Volatility.

³⁰ See supra note 13.

³¹ In addition to the existing obligations under the rules of NYSE Arca Equities regarding the production of books and records, NYSE Arca Equities Rule 4.4 provides restrictions on ETP Holder activities pertaining to books and records.

Equities proposed in this filing.

Rules for the Trading Pursuant to UTP of ETPs

The Exchange would have to file a Form 19b-4(e) with the Commission to trade these ETPs pursuant to UTP. The Exchange is proposing substantially identical rules to those of NYSE Arca Equities for the qualification, listing and delisting of companies on the Exchange applicable to the ETPs.³²

Furthermore, the Exchange proposes to include additional continued listing standards in the proposed rules for the trading pursuant to UTP, as well as clarify the procedures it will undertake when an ETP is noncompliant with applicable rules. These proposed rules are being made in concert with discussions with the SEC. Staff (“Staff”) of the SEC’s Division of Trading and Markets (“T&M”) requested that the Exchange adopt certain additional continued listing standards for trading ETPs pursuant to UTP.

As a result, the proposed rules for the trading pursuant to UTP reflect the guidance provided by T&M Staff to clarify that most initial listing standards, as well as certain representations included in Exchange rule filings under SEC Rule 19b-4 to trade ETPs pursuant to UTP (“Exchange Rule Filings”), are also considered continued listing standards. The Exchange Rule Filing representations that will also be required to be maintained on a continuous basis include (a) the description of the fund and (b) the fund’s investment restrictions.

The proposed rules require that ETPs traded pursuant to UTP on the Exchange without an Exchange Rule Filing must maintain the initial index or reference asset criteria on a continued basis. For example, in the case of a domestic equity index, these criteria generally include: (a) stocks with 90% of the weight of the index must have a minimum market value of at least \$75 million; (b) stocks with 70% of the weight of the index must have a minimum monthly trading volume of at least 250,000 shares; (c) the most heavily weighted component cannot exceed 30% of the weight of the index, and the five most heavily weighted stocks cannot exceed 65%; (d) there must be at least 13 stocks in the index; and (e) all securities in the index must be listed in the U.S. There are similar criteria for international indexes, fixed-income indexes and indexes with a combination of components.

If an Exchange Rule Filing is made to trade a specific ETP pursuant to UTP, the proposed rules require that the issuer of the security comply on a continuing basis with any statements or representations contained in the applicable rule proposal, including (a) the description of the portfolio and (b) limitations on portfolio

³²

Each proposed NYSE Rule corresponds to the same rule number as the NYSE Arca Equities rules with which it conforms.

holdings or reference assets. The ETP rules will also be modified to require that issuers of securities traded pursuant to UTP under proposed Rules 5P and 8P must notify the Exchange regarding instances of non-compliance. In addition, ETPs traded pursuant to UTP will be subject to certain delisting procedures in proposed Rule 5.5(m), and the other Exchange rules will make this explicit.

Proposed Rule 5P – Securities Traded

The Exchange proposes to add introductory language under the main heading of proposed Rule 5P, which states that the provisions of proposed Rule 5P would apply only to the trading pursuant to UTP of ETPs, and would not apply to the listing of ETPs on the Exchange. The Exchange is proposing this language to clarify that the rules incorporated in proposed Rule 5P should not be interpreted to be listing requirements of the Exchange, but rather, requirements that pertain solely to the trading of ETPs pursuant to UTP on the Pillar platform.

The Exchange proposes to add Rules 5.2(j)(2) – (j)(7), which would be substantially identical to NYSE Arca Equities Rules 5.2(j)(2)-(j)(7). These proposed rules would permit the Exchange to trade pursuant to UTP the following:

- Equity Linked Notes that meet the rules for the trading pursuant to UTP that are contained in proposed Rule 5.2(j)(2);
- Investment Company Units that meet the rules for the trading pursuant to UTP that are contained in proposed Rule 5.2(j)(3);
- Index-Linked Exchangeable Notes that meet the rules for the trading pursuant to UTP that are contained in proposed Rule 5.2(j)(4);
- Equity Gold Shares that meet the rules for the trading pursuant to UTP that are contained in proposed Rule 5.2(j)(5);
- Equity Index Linked Securities, Commodity-Linked Securities, Currency-Linked Securities, Fixed Income Index-Linked Securities, Futures-Linked Securities, and Multifactor Index-Linked Securities that meet the rules for the trading pursuant to UTP that are contained in proposed Rule 5.2(j)(6); and
- Trust Certificates that meet the rules for the trading pursuant to UTP that are contained in proposed Rule 5.2(j)(7).

The text of these proposed rules is identical to NYSE Arca Equities Rules 5.2(j)(2)-5.2(j)(7), other than certain non-substantive and technical differences explained below.

The Exchange proposes to Reserve paragraphs 5.2(a)-(i)³³ and (j)(1),³⁴ to maintain the same rule numbers as the NYSE Arca rules with which it conforms.

Proposed Rule 5.2(j)(2) – Equity Linked Notes (“ELNs”)

The Exchange is proposing Rule 5.2(j)(2) to provide rules for the trading pursuant to UTP of ELNs, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above, there are no differences between this proposed rule and NYSE Arca Equities Rule 5.2(j)(2).³⁵

Proposed Rule 5.2(j)(3) – Investment Company Units

The Exchange is proposing Rule 5.2(j)(3) to provide rules for the trading pursuant to UTP of investment company units, so that they may be traded on the Exchange

³³ NYSE Arca Equities Rules 5.2(a) pertains to applications for admitting securities to list on NYSE Arca and NYSE Arca Equities Rule 5.2(b) pertains to NYSE Arca’s unique two-tier listing structure. As these rules pertain to specific listing criteria for NYSE Arca and not trading ETPs pursuant to UTP, the Exchange is not proposing similar rules.

Because NYSE Arca Equities Rules 5.2(c)-(g) relate to listing standards for securities that are not ETPs, the Exchange’s listing rules contained in the NYSE Listed Company Manual would apply and it is not proposing rule changes related to such securities.

Finally, NYSE Arca Equities Rule 5.2(h) pertains to Unit Investment Trusts (“UITs”). The Exchange proposes to trade any UITs pursuant to UTP under proposed Rule 5.2(j)(3) (Investment Company Units) or proposed Rule 8.100 (Portfolio Depository Receipts).

³⁴ NYSE Arca Equities Rule 5.2(j)(1) pertains to “Other Securities” that are not otherwise covered by the requirements contained in the other listing rules of NYSE Arca Equities. As the Exchange is proposing only the rules that are necessary for the Exchange to trade ETPs pursuant to UTP, the Exchange is not proposing a rule comparable to NYSE Arca Equities 5.2(j)(1).

³⁵ See, NYSE Arca Equities Rule 5.2(j)(2). See, also, Securities Exchange Act Release No. 50319 (September 7, 2004), 69 FR 55204 (September 13, 2004) (SR-PCX-2004-75); Securities Exchange Act Release No. 56924 (December 7, 2007), 72 FR 70918 (December 13, 2007) (SR-NYSEArca-2007-98); Securities Exchange Act Release No. 58745 (October 7, 2008), 73 FR 60745 (October 14, 2008) (SR-NYSEArca-2008-94).

pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above, there are no differences between this proposed rule and NYSE Arca Equities Rule 5.2(j)(3).³⁶

Proposed Rule 5.2(j)(4) – Index-Linked Exchangeable Notes

The Exchange is proposing Rule 5.2(j)(4) to provide rules for the trading pursuant to UTP of index-linked exchangeable notes, so that they may be traded on the Exchange pursuant to UTP.

In addition to the General Definitional Term Changes described above, the Exchange is proposing the following non-substantive changes between this proposed rule and NYSE Arca Equities Rule 5.2(j)(4):³⁷

- To qualify for listing and trading under NYSE Arca Equities Rule 5.2(j)(4), an index-linked exchangeable note and its issuer must meet the criteria in NYSE Arca Equities Rule 5.2(j)(1) (Other Securities), except that the minimum public distribution will be 150,000 notes with a minimum of 400 public note-holders, except, if traded in thousand dollar denominations then there is no minimum public distribution and number of holders.

Because the Exchange does not have and is not proposing a rule for “Other Securities” comparable to NYSE Arca Rule 5.2(j)(1), the Exchange proposes to reference NYSE Arca Equities Rule 5.1(j)(1) in subparagraphs (a) and (c) of proposed Rule 5.2(j)(4) in establishing the criteria that an issuer and issue must satisfy.³⁸

- To qualify for listing and trading under NYSE Arca Equities Rule

³⁶ See, NYSE Arca Equities Rule 5.2(j)(3). See, also, Securities Exchange Act Release No. 44551 (July 12, 2001), 66 FR 37716 (July 19, 2001) (SR-PCX-2001-14); Securities Exchange Act Release No. 40603 (November 3, 1998), 63 FR 59354 (November 3, 1998) (SR-PCX-98-29).

³⁷ See NYSE Arca Equities Rule 5.2(j)(4). See, also, Securities Exchange Act Release No. 49532 (April 7, 2004), 69 FR 19593 (April 13, 2004) (SR-PCX-2004-01).

³⁸ The Exchange will monitor for any changes to the rules of NYSE Arca, and will amend its rules accordingly to conform to the rules of NYSE Arca. The Exchange notes that it is proposing to cross-reference to the rules of an affiliate of the Exchange, which will facilitate monitoring for changes to such rules.

5.2(j)(4), an index to which an exchangeable note is linked and its underlying securities must meet (i) the procedures in NYSE Arca Options Rules 5.13(b)-(c); or (ii) the criteria set forth in subsections (C) and (D) of NYSE Arca Equities Rule 5.2(j)(2), the index concentration limits set forth in NYSE Arca Options Rule 5.13(b)(6), and Rule 5.13(b)(12) insofar as it relates to Rule 5.13(b)(6).³⁹ Because the Exchange does not have and is not proposing a rule for listing of index option contracts comparable to NYSE Arca Options Rule 5.13, the Exchange proposes to reference NYSE Arca Options Rule 5.13 in paragraph (d) of proposed Rule 5.2(j)(4).⁴⁰ The Exchange would apply the criteria set forth in NYSE Arca Options Rule 5.13 in determining whether an index underlying an index-linked exchangeable note satisfies the requirements of Rule 5.2(j)(4)(d).

- Correction of a typographical error in NYSE Arca Equities Rule 5.2(j)(4)(f)(iii), so that proposed Rule 5.2(j)(4)(f)(iii) reads “further dealings on the Exchange,” rather than “further dealings of the Exchange,” as is currently drafted in NYSE Arca Equities Rule 5.2(j)(4)(f)(iii).

Proposed Rule 5.2(j)(5) – Equity Gold Shares

The Exchange is proposing Rule 5.2(j)(5) to provide rules for the trading pursuant to UTP of equity gold shares, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above, there are no differences between this proposed rule and NYSE Arca Equities Rule 5.2(j)(5).⁴¹

Proposed Rule 5.2(j)(6) – Index-Linked Securities

The Exchange is proposing Rule 5.2(j)(6) to provide rules for the trading pursuant to UTP of equity index-linked securities, so that they may be traded on the

³⁹ NYSE Arca Options Rule 5.13 sets forth criteria for narrow-based and micro narrow-based indexes on which an options contract may be listed without filing a proposed rule change under Section 19(b) of the Exchange Act.

⁴⁰ See supra note 38.

⁴¹ See, NYSE Arca Equities Rule 5.2(j)(5); See, also, Securities Exchange Act Release No. 51245 (February 23, 2005), 70 FR 10731 (March 4, 2005) (SR-PCX-2004-117).

Exchange pursuant to UTP.

In addition to the General Definitional Term Changes described above, the Exchange is proposing the following non-substantive changes between this proposed rule and NYSE Arca Equities Rule 5.2(j)(6):⁴²

- To qualify for listing and trading under NYSE Arca Equities Rule 5.2(j)(6), both the issue and issuer of an index-linked security must meet the criteria in NYSE Arca Equities Rule 5.2(j)(1) (Other Securities), with certain specified exceptions. Because the Exchange does not have and is not proposing a rule for “Other Securities” comparable to NYSE Arca Rule 5.1(j)(1), the Exchange proposes to reference NYSE Arca Equities Rule 5.1(j)(1) in proposed Rule 5.2(j)(6)(A)(a) establishing the criteria that an issue and issuer must satisfy.⁴³
- The listing standards for Equity Index-Linked Securities in NYSE Arca Equities Rule 5.2(j)(6) reference NYSE Arca Options Rule 5.3⁴⁴ in describing the criteria for securities that compose 90% of an index’s numerical value and at least 80% of the total number of components. Because the Exchange does not have and is not proposing a rule comparable to NYSE Arca Options Rule 5.3, the Exchange proposes to reference to NYSE Arca Options Rule 5.3⁴⁵ in paragraph (B)(I)(1)(b)(2)(iv) of proposed Rule 5.2(j)(6) establishing the initial listing criteria that an index must meet to trade pursuant to UTP.⁴⁶

⁴² See, NYSE Arca Equities Rule 5.2(j)(6); See, also, Securities Exchange Act Release No. 54231 (July 27, 2006), 71 FR 44339 (August 4, 2006) (SR-NYSEArca-2006-19); Securities Exchange Act Release No. 59332 (January 30, 2009), 74 FR 6338 (February 6, 2009) (SR-NYSEArca-2008-136); Securities Exchange Act Release No. 52204 (August 3, 2005), 70 FR 46559 (August 10, 2005) (SR-PCX-2005-63).

⁴³ See supra note 38.

⁴⁴ NYSE Arca Options Rule 5.3 establishes the criteria for underlying securities of put and call option contracts listed and traded on NYSE Arca.

⁴⁵ NYSE Arca Equities Rule 5.2(j)(6)(B)(I)(1)(b)(2)(iv) references “Rule 5.3,” but is not clear as to whether the reference is to the rules of NYSE Arca Equities or the rules of NYSE Arca Options. The Exchange proposes to specify in its rule that the reference is to NYSE Arca Options Rule 5.3.

⁴⁶ See supra note 38.

Proposed Rule 5.2(j)(7) – Trust Certificates

The Exchange is proposing Rule 5.2(j)(7) to provide rules for the trading pursuant to UTP of trust certificates, so that they may be traded on the Exchange pursuant to UTP.

In addition to the General Definitional Term Changes described above, the Exchange is proposing the following non-substantive change between this proposed rule and NYSE Arca Equities Rule 5.2(j)(7):⁴⁷

- Commentary .08 to NYSE Arca Equities Rule 5.2(j)(7) contains a cross-reference to NYSE Arca Rule 9.2.⁴⁸ Because the Exchange does not currently have and is not proposing to add rules that pertain to the opening of accounts that are approved for options trading, the Exchange proposes to require a member organization to ensure that the account of a holder of a Trust Certificate that is exchangeable, at the holder's option, into securities that participate in the return of the applicable underlying asset is approved for options trading in accordance with the rules of a national securities exchange.

Proposed Rule 8P – Trading of Certain Exchange Traded Products

The Exchange proposes to add introductory language under the main heading of proposed Rule 8P, which states that the provisions of proposed Rule 8P would apply only to the trading pursuant to UTP of ETPs, and would not apply to the listing of ETPs on the Exchange. The Exchange is proposing this language to clarify that the rules incorporated in proposed Rule 8P should not be interpreted to be listing requirements of the Exchange, but rather, requirements that pertain solely to the trading of ETPs pursuant to UTP on the Pillar platform.

The Exchange proposes to add Rule 8P, which would be substantially identical to

⁴⁷ See, NYSE Arca Equities Rule 5.2(j)(7); See, also, Securities Exchange Act Release No. 59051 (December 4, 2008), 73 FR 75155 (December 10, 2008) (SR-NYSEArca-2008-123); Securities Exchange Act Release No. 58920 (November 7, 2008), 73 FR 68479 (November 18, 2008) (SR-NYSEArca-2008-123).

⁴⁸ Commentary .08 to NYSE Arca Equities Rule 5.2(j)(7) states that Trust Certificates may be exchangeable at the option of the holder into securities that participate in the return of the applicable underlying asset. In the event that the Trust Certificates are exchangeable at the option of the member organization and contains an Index Warrant, then the member organization must ensure that the member organization's account is approved in accordance with Rule 9.2 in order to exercise such rights.

Sections 1 and 2 of NYSE Arca Equities Rule 8. These proposed rules would permit the Exchange to trade pursuant to UTP the following: Currency and Index Warrants, Portfolio Depositary Receipts, Trust Issued Receipts, Commodity-Based Trust Shares, Currency Trust Shares, Commodity Index Trust Shares, Commodity Futures Trust Shares, Partnership Units, Paired Trust Shares, Trust Units, Managed Fund Shares, and Managed Trust Securities.⁴⁹

The Exchange proposes to Reserve Rule 8.100(g), to maintain the same rule numbers as the NYSE Arca rules with which it conforms.

The text of proposed Rule 8P is identical to Sections 1 and 2 of NYSE Arca Equities Rule 8, other than certain non-substantive and technical differences explained below. The Exchange also proposes that all of the General Definitional Term Changes described under proposed Rule 5P above would also apply to proposed Rule 8P.

Proposed Rules 8.1 – 8.13 – Currency and Index Warrants

The Exchange is proposing Rules 8.1-8.13 to provide rules for the trading pursuant to UTP (including sales-practice rules such as those relating to suitability and supervision of accounts) of currency and index warrants, so that they may be traded on the Exchange pursuant to UTP.⁵⁰

In addition to the General Definitional Term Changes described above under proposed Rule 5P, the Exchange is proposing the following non-substantive changes between these proposed rules and NYSE Arca Equities Rules 8.1-8.13 (Currency and Index Warrants):

Proposed Rule 8.1 – General

- Other than with respect to the General Definitional Term Changes described above, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.1.

⁴⁹ The Exchange is only proposing listing and trading rules necessary to trade ETPs pursuant to UTP. Accordingly, the Exchange is not proposing a rule comparable to NYSE Arca Equities Rule 8.100(g).

⁵⁰ NYSE Arca Equities Rules 8.1-8.13 all pertain to the listing and trading requirements (including sales-practice rules such as those relating to suitability and supervision of accounts) for Currency and Index Warrants. See, Section 1 of NYSE Arca Equities Rule 8; See, also, Securities Exchange Act Release Nos. 44983 (October 25, 2001), 66 FR 55225 (November 1, 2001) (SR-PCX-00-25); 59886 (May 7, 2009), 74 FR 22779 (May 14, 2009) (SR-NYSEArca-2009-39).

Proposed Rule 8.2– Definitions

- Other than with respect to the General Definitional Term Changes described above, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.2.

Proposed Rule 8.3 – Listing of Currency and Index Warrants

- NYSE Arca Equities Rule 8.3 references NYSE Arca Equities Rule 5.2(c) to establish the earnings requirements that a warrant issuer is required to substantially exceed. Because the Exchange does not currently have and is not proposing a rule similar to NYSE Arca Equities Rule 5.2(c), the Exchange proposes to include the earnings requirements set forth in NYSE Arca Equities Rule 5.2(c) in subparagraph (a) of proposed Rule 8.3.

Proposed Rule 8.4 – Account Approval

- The account approval rules of NYSE Arca Equities Rule 8.4 reference NYSE Arca Equities Rule 9.18(b)⁵¹ in describing the criteria that must be met for opening up a customer account for options trading. In proposed Rule 8.4, the Exchange would cross-reference NYSE Arca Equities Rule 9.18(b), which governs doing a public business in options because the Exchange does not trade options and, thus, does not have a comparable rule. As noted earlier, the Exchange will monitor for any changes to this NYSE Arca Equities rule and would update Exchange rules to conform to any changes to NYSE Arca Equities Rules 9.18(b).⁵²

Proposed Rule 8.5 – Suitability

- The account suitability rules of NYSE Arca Equities Rule 8.5 reference NYSE Arca Equities Rule 9.18(c)⁵³ in describing rules that apply to recommendations made in stock index, currency index and currency warrants. In proposed Rule 8.5, the Exchange would cross-reference NYSE Arca Equities Rule 9.18(c), which governs doing a public business in options because the Exchange

⁵¹ NYSE Arca Equities Rule 9.18(b) establishes criteria that must be met to open up a customer account for options trading.

⁵² See supra note 38.

⁵³ NYSE Arca Equities Rule 9.18(c) establishes suitability rules that pertain to recommendations in stock index, currency index and currency warrants.

does not trade options and, thus, does not have a comparable rule. As noted earlier, the Exchange will monitor for any changes to this NYSE Arca Equities rule and would update Exchange rules to conform to any changes to NYSE Arca Equities Rules 9.18(c).⁵⁴

Proposed Rule 8.6 – Discretionary Accounts

- The rules of NYSE Arca Equities Rule 8.6 reference the fact that NYSE Arca Equities Rule 9.6(a)⁵⁵ will not apply to customer accounts insofar as they may relate to discretion to trade in stock index, currency index and currency warrants, and that NYSE Arca Equities Rule 9.18(e)⁵⁶ will apply to such discretionary accounts instead. The Exchange's discretionary account rule that is equivalent to NYSE Arca Equities Rule 9.6(a) is Rule 408.⁵⁷ Accordingly, the Exchange proposes to cross-reference to Rule 408 in proposed Rule 8.6, to establish that the discretionary account rules of Rule 408 would not apply to stock index, currency index and currency warrants.

Proposed Rule 8.7 – Supervision of Accounts

- The account supervision rules of NYSE Arca Equities Rule 8.7 reference NYSE Arca Equities Rule 9.18(d)⁵⁸ in describing rules that apply to the supervision of customer accounts in which transactions in stock index, currency index or currency warrants are effected. In proposed Rule 8.6, the Exchange would cross-reference NYSE Arca Equities Rule 9.18(d), which governs doing a public business in options because the Exchange does not trade options and, thus, does not have a comparable rule. As noted earlier, the Exchange will monitor for any changes to this NYSE Arca Equities rule and would update Exchange rules to conform to

⁵⁴ See supra note 38.

⁵⁵ NYSE Arca Equities Rule 9.6(a) establishes rules pertaining to discretion as to customer accounts for equity trading.

⁵⁶ NYSE Arca Equities Rule 9.18(e) establishes rules pertaining to discretion as to customer accounts for options trading.

⁵⁷ See Rule 408 pertaining to the rules of the Exchange with regard to discretionary power in customer accounts.

⁵⁸ NYSE Arca Equities Rule 9.18(d) establishes account supervision rules that apply to the supervision of customer accounts in which transactions in stock index, currency index and currency warrants are effected.

any changes to NYSE Arca Equities Rules 9.18(d).⁵⁹

Proposed Rule 8.8 – Customer Complaints

- The customer complaint rules of NYSE Arca Equities Rule 8.8 reference NYSE Arca Equities Rule 9.18(l)⁶⁰ in describing rules that apply to customer complaints received regarding stock index, currency index or currency warrants. In proposed Rule 8.8, the Exchange would cross-reference NYSE Arca Equities Rule 9.18(l), which governs doing a public business in options because the Exchange does not trade options and, thus, does not have a comparable rule. As noted earlier, the Exchange will monitor for any changes to this NYSE Arca Equities rule and would update Exchange rules to conform to any changes to NYSE Arca Equities Rules 9.18(l).⁶¹

Proposed Rule 8.9 – Prior Approval of Certain Communications to Customers

- The rules pertaining to communications to customers regarding stock index, currency index and currency warrants described in NYSE Arca Equities Rule 8.9 reference NYSE Arca Equities Rule 9.28.⁶² In proposed Rule 8.8, the Exchange would cross-reference NYSE Arca Equities Rule 9.28, which governs advertisements, market letters and sales literature relating to options because the Exchange does not trade options and, thus, does not have a comparable rule. As noted earlier, the Exchange will monitor for any changes to this NYSE Arca Equities rule and would update Exchange rules to conform to any changes to NYSE Arca Equities Rules 9.28.⁶³

Proposed Rule 8.10 – Position Limits

- Other than with respect to the General Definitional Term Changes

⁵⁹ See supra note 38.

⁶⁰ NYSE Arca Equities Rule 9.18(l) establishes rules that apply to customer complaints received regarding stock index, currency index or currency warrants.

⁶¹ See supra note 38.

⁶² NYSE Arca Equities Rule 9.28 establishes rules regarding advertisements, sales literature and educational material issued to any customer or member of the public pertaining to stock index, currency index or currency warrants.

⁶³ See supra note 38.

described above, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.10.

Proposed Rule 8.11 – Exercise Limits

- Other than with respect to the General Definitional Term Changes described above, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.11.

Proposed Rule 8.12 – Trading Halts or Suspensions

- Other than with respect to the General Definitional Term Changes described above, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.12.

Proposed Rule 8.13 – Reporting of Warrant Positions

- The Exchange proposes to correct a typographical error in NYSE Arca Equities Rule 8.13. Proposed Rule 8.13 would read “whenever a report shall be required to be filed with respect to an account pursuant to this Rule, the member organization filing the report shall file with the Exchange such additional periodic reports with respect to such account as the Exchange may from time to time prescribe,” rather than “whenever a report shall be required to be filed with respect to an account pursuant to this Rule, the member organization filing the same file with the Exchange such additional periodic reports with respect to such account as the Exchange may from time to time prescribe,” as in current NYSE Arca Equities Rule 8.13.

Proposed Rule 8.100 – Portfolio Depositary Receipts

The Exchange is proposing Rule 8.100 to provide rules for the trading pursuant to UTP of portfolio depositary receipts, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above under proposed Rule 5P, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.100.⁶⁴

⁶⁴ See, NYSE Arca Equities Rule 8.100; See, also, Securities Exchange Act Release No. 39461 (December 17, 1997), 62 FR 67674 (December 29, 1997) (SR-PCX-97-35); Securities Exchange Act Release No. 39188 (October 2, 1997), 62 FR 53373 (October 14, 1997) (SR-PCX-97-35); Securities Exchange Act Release No. 44551 (July 12, 2001), 66 FR 37716 (July 19, 2001) (SR-PCX-2001-14).

Proposed Rule 8.200 – Trust Issued Receipts

The Exchange is proposing Rule 8.200 to provide rules for the trading pursuant to UTP of trust issued receipts, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above under proposed Rule 5P, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.200.⁶⁵

Proposed Rule 8.201 – Commodity-Based Trust Shares

The Exchange is proposing Rule 8.201 to provide rules for the trading pursuant to UTP of commodity-based trust shares, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above under proposed Rule 5P, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.201.⁶⁶

Proposed Rule 8.202 – Currency Trust Shares

The Exchange is proposing Rule 8.202 to provide rules for the trading pursuant to UTP of currency trust shares, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above under proposed Rule 5P, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.202.⁶⁷

⁶⁵ See, NYSE Arca Equities Rule 8.200; See, also, Securities Exchange Act Release No. 58162 (July 15, 2008), 73 FR 42391 (July 21, 2008) (SR-NYSEArca-2008-73); Securities Exchange Act Release No. 44182 (April 16, 2001), 66 FR 21798 (April 16, 2001) (SR-PCX-2001-01).

⁶⁶ See, NYSE Arca Equities Rule 8.201; See, also, Securities Exchange Act Release No. 51067 (January 21, 2005), 70 FR 3952 (January 27, 2005) (SR-PCX-2004-132).

⁶⁷ See, NYSE Arca Equities Rule 8.202; See, also, Securities Exchange Act Release No. 60065 (June 8, 2009), 74 FR 28310 (June 15, 2009) (SR-NYSEArca-2009-47); Securities Exchange Act Release No. 53253 (February 8, 2006), 71 FR 8029 (February 15, 2006) (SR-PCX-2005-123).

Proposed Rule 8.203 – Commodity Index Trust Shares

The Exchange is proposing Rule 8.203 to provide rules for the trading pursuant to UTP of commodity index trust shares, so that they may be traded on the Exchange pursuant to UTP.

In addition to the General Definitional Term Changes described above, the Exchange is proposing the following non-substantive change between this proposed rule and NYSE Arca Equities Rule 8.203:⁶⁸

- Correction of a typographical error in NYSE Arca Equities Rule 8.203(d), so that proposed Rule 8.203(d) reads “one or more” in the first sentence, rather than “one more more,” as is currently drafted in NYSE Arca Equities Rule 8.203(d).

Proposed Rule 8.204 – Commodity Futures Trust Shares

The Exchange is proposing Rule 8.204 to provide rules for the trading pursuant to UTP of commodity futures trust shares, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above under proposed Rule 5P, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.204.⁶⁹

Proposed Rule 8.300 – Partnership Units

The Exchange is proposing Rule 8.300 to provide rules for the trading pursuant to UTP of partnership units, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above under proposed Rule 5P, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.300.⁷⁰

⁶⁸ See, NYSE Arca Equities Rule 8.203; See, also, Securities Exchange Act Release No. 54025 (June 21, 2006), 71 FR 36856 (June 28, 2006) (SR-NYSEArca-2006-12).

⁶⁹ See, NYSE Arca Equities Rule 8.204; See, also, Securities Exchange Act Release No. 57838 (May 20, 2008), 73 FR 30649 (May 28, 2008) (SR-NYSEArca-2008-09); Securities Exchange Act Release No. 57636 (April 8, 2008), 73 FR 20344 (April 15, 2008) (SR-NYSEArca-2008-09).

⁷⁰ See, NYSE Arca Equities Rule 8.300; See, also, Securities Exchange Act Release No. 53875 (May 25, 2006), 71 FR 32164 (January 2, 2006) (SR-NYSEArca-

Proposed Rule 8.400 – Paired Trust Shares

The Exchange is proposing Rule 8.400 to provide rules for the trading pursuant to UTP of paired trust shares, so that they may be traded on the Exchange pursuant to UTP.

In addition to the General Definitional Term Changes described above, the Exchange is proposing the following non-substantive change between this proposed rule and NYSE Arca Equities Rule 8.400:⁷¹

- To be consistent with the Exchange’s definitions proposed in Rule 5.1(b), the Exchange proposes to substitute the terms “security” and “equity securities” (as such terms are defined in proposed Rule 5.1(b)⁷²) in subparagraph (a) of proposed Rule 8.400⁷³ instead of the terms “security,” “securities” and “derivative products” (as used in the rules of NYSE Arca Equities) to refer to the definition of Paired Trust Shares. The Exchange proposes this change because it believes it is more accurate to refer to paired trust shares as securities and equity securities.

Proposed Rule 8.500 – Trust Units

The Exchange is proposing Rule 8.500 to provide rules for the trading pursuant to UTP of trust units, so that they may be traded on the Exchange pursuant to UTP.

2006-11).

⁷¹ See, NYSE Arca Equities Rule 8.400; See, also, Securities Exchange Act Release No. 55033 (December 29, 2006), 72 FR 1253 (January 10, 2007) (SR-NYSEArca-2006-75); Securities Exchange Act Release No. 58312 (August 5, 2008), 73 FR 46689 (August 11, 2008) (SR-NYSEArca-2008-63).

⁷² Proposed Rule 5.1(b) defines the term “security” to mean any security as defined in Rule 3(a)(10) under the Act and the term “equity security” to include any equity security defined as such pursuant to Rule 3a11-1 under the Act.

⁷³ NYSE Arca Equities Rule 8.400(a) reads as follows:

“(a) Applicability. The provisions in this Rule are applicable only to Paired Trust Shares. In addition, except to the extent inconsistent with this Rule, or unless the context otherwise requires, the rules and procedures of the Board of Directors shall be applicable to the trading on the Corporation of such securities. Paired Trust Shares are included within the definition of “security,” “securities” and “derivative products” as such terms are used in the Rules of the Corporation.”

In addition to the General Definitional Term Changes described above, the Exchange is proposing the following non-substantive change between this proposed rule and NYSE Arca Equities Rule 8.500:⁷⁴

- To be consistent with the Exchange’s definitions proposed in Rule 5.1(b), the Exchange proposes to substitute the terms “security” and “equity securities” (as such terms are defined in proposed Rule 5.1(b)⁷⁵) in subparagraph (a) of proposed Rule 8.500⁷⁶ instead of the terms “security,” “securities” and “derivative products” (as used in the rules of NYSE Arca Equities) to refer to the definition of Trust Units. The Exchange proposes this change because it believes it is more accurate to refer to trust units as securities and equity securities.

Proposed Rule 8.600 – Managed Fund Shares

The Exchange is proposing Rule 8.600 to provide rules for the trading pursuant to UTP of managed fund shares, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above under proposed Rule 5P, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.600.⁷⁷

Proposed Rule 8.700 – Managed Trust Securities

⁷⁴ See, NYSE Arca Equities Rule 8.500; See, also, Securities Exchange Act Release No. 57059 (December 28, 2007), 73 FR 909 (January 4, 2008) (SR-NYSEArca-2006-76); Securities Exchange Act Release No. 63129 (October 19, 2010), 75 FR 65539 (October 25, 2010) (SR-NYSEArca-2010-91).

⁷⁵ See supra note 72.

⁷⁶ NYSE Arca Equities Rule 8.500(a) reads as follows:

“(a) Applicability. The provisions in this Rule are applicable only to Trust Units. In addition, except to the extent inconsistent with this Rule, or unless the context otherwise requires, the rules and procedures of the Board of Directors shall be applicable to the trading on the Corporation of such securities. Trust Units are included within the definition of “security,” “securities” and “derivative products” as such terms are used in the Rules of the Corporation.”

⁷⁷ See, NYSE Arca Equities Rule 8.600; See, also, Securities Exchange Act Release No. 57395 (February 28, 2008), 73 FR 11974 (March 5, 2008) (SR-NYSEArca-2008-25); Securities Exchange Act Release No. 57619 (April 4, 2008), 73 FR 19544 (April 10, 2008) (SR-NYSEArca-2008-25).

The Exchange is proposing Rule 8.700 to provide rules for the trading pursuant to UTP of managed trust securities, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above under proposed Rule 5P, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.700.⁷⁸

Proposed Rule 7.18 – Requirements for Halts on Pillar Platform

In conjunction with the implementation of the Pillar trading platform for trading of securities pursuant to UTP, the Exchange proposes new Rule 7.18, under Rule 7P, which would govern trading halts in symbols trading on the Pillar platform.

Since the Exchange is only proposing rules in this filing pertaining to trading pursuant to UTP on the Pillar platform, the Exchange is only proposing Rules 7.18(a) and (d)(1)(B), which pertain to trading halts of securities traded pursuant to UTP and UTP Exchange Traded Products. The Exchange proposes to Reserve Rules 7.18(b)-(c)⁷⁹ and Rules 7.18(d)(1)(A) and (C),⁸⁰ to maintain the same rule numbers as the NYSE Arca rules with which it conforms.

Other than with respect to the proposed General Definitional Term Changes described above, there are no differences between proposed Rules 7.18(a) and (d)(1)(B) and NYSE Arca Equities Rules 7.18P(a) and (d)(1)(B).

Finally, proposed Rules 7.18(a) and (d)(1)(B) would use the terms and definitions that were added in the Pillar Framework Filing and proposed as new

⁷⁸ See, NYSE Arca Equities Rule 8.700; See, also, Securities Exchange Act Release No. 60064 (June 8, 2009), 74 FR 28315 (June 15, 2009) (SR-NYSEArca-2009-30); Securities Exchange Act Release No. 59835 (April 28, 2009), 74 FR 21041 (May 6, 2009) (SR-NYSEArca-2009-30).

⁷⁹ Because NYSE Arca Equities Rules 7.18P(b)-(c) pertain specifically to specific NYSE Arca order types that the Exchange has not yet proposed, the Exchange proposes such sub-sections of proposed Rule 7.18 on a “reserved” basis, until such later time when the Exchange proposes rules regarding order types to be operative on the Pillar platform.

⁸⁰ Since NYSE Arca Equities Rules 7.18(d)(1)(A) and (C) pertain to trading outside of normal business hours, the Exchange proposes such sub-sections of proposed Rule 7.18 on a “reserved” basis. If the Exchange determines to expand its trading hours outside of normal business hours it would propose amendments to Rule 7.18.

Rules 1.1(aaa) and (bbb), described above. The Exchange also proposes to define the term “UTP regulatory halt” in Rule 1.1(kk).⁸¹ Proposed Rule 1.1(kk) would define the term “UTP Regulatory Halt” to mean a trade suspension, halt, or pause called by the UTP Listing Market⁸² in a UTP Security⁸³ that requires all market centers to halt trading in that security.⁸⁴

(b) Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,⁸⁵ in general, and furthers the objectives of Section 6(b)(5) of the Act,⁸⁶ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, 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 by providing for the trading of securities, including UTP Exchange Traded Products, on the Exchange pursuant to UTP, subject to consistent and reasonable standards. Accordingly, the proposed rule change would contribute to the protection of investors and the public interest because it may provide a better trading environment for investors and, generally, encourage greater competition between markets.

The Exchange believes the proposed rule change also supports the principals of Section 11A(a)(1)⁸⁷ of the Act in that it seeks to ensure the economically efficient execution of securities transactions and fair competition among brokers and dealers and among exchange markets. The proposed rule change also supports the principles of Section 12(f) of the Act, which govern the trading of securities pursuant to a grant of unlisted trading privileges consistent with the maintenance of fair and orderly markets, the protection of investors and the public interest, and the impact of extending the existing markets for such securities.

The Exchange believes that the proposed rule change is consistent with these

⁸¹ The Pillar Framework Filing added Rule 1.1(kk) on a “reserved” basis.

⁸² See, proposed Rule 1.1(jj).

⁸³ See, proposed Rule 1.1(ii).

⁸⁴ This proposed definition is identical to the definition of “UTP Regulatory Halt” in NYSE Arca Equities Rule 1.1(kk).

⁸⁵ 15 U.S.C. 78f(b).

⁸⁶ 15 U.S.C. 78f(b)(5).

⁸⁷ 15 U.S.C 78k-1(a)(1).

principles. By providing for the trading of securities on the Exchange on a UTP basis, the Exchange believes its proposal will lead to the addition of liquidity to the broader market for these securities and to increased competition among the existing group of liquidity providers. The Exchange also believes that, by so doing, the proposed rule change would encourage the additional utilization of, and interaction with, the exchange market, and provide market participants with improved price discovery, increased liquidity, more competitive quotes and greater price improvement for securities traded pursuant to UTP.

The Exchange further believes that enhancing liquidity by trading securities on a UTP basis would help raise investors' confidence in the fairness of the market, generally, and their transactions in particular. As such, the general UTP trading rule would foster cooperation and coordination with persons engaged in facilitating securities transactions, enhance the mechanism of a free and open market, and promote fair and orderly markets in securities on the Exchange.

In addition, the trading criteria set forth in proposed Rule 5.1(a) is intended to protect investors and the public interest. The requirements for trading securities pursuant to UTP, as proposed herein in a single, consolidated Rule 5.1(a), are at least as stringent as those of any other national securities exchange and, specifically, are based on the consolidated rules for trading UTP securities established by other national securities exchanges.⁸⁸ Consequently, the proposed rule change is consistent with the protection of investors and the public interest. Additionally, the proposal is designed to prevent fraudulent and manipulative acts and practices, as trading pursuant to UTP is subject to existing Exchange trading rules, together with specific requirements for registered market makers, books and record production, surveillance procedures, suitability and prospectus requirements, and requisite the Exchange approvals, all set forth above.

The proposed rule changes accomplish these objectives by enhancing Exchange rules by clarifying that most initial listing standards, as well as certain representations included in Exchange Rule Filings to list an ETP, are considered continued listing standards. Additionally, the ETP rules will also require that issuers of securities listed under proposed Rules 5P and 8P must notify the Exchange regarding instances of non-compliance and to clarify that deficiencies will be subject to the delisting process in proposed Rule 5.5(m). The Exchange believes that these proposed rules will enhance the Exchange's rules, thereby

⁸⁸ See NSX Rule 15.9 and Securities Exchange Act Release No. 57448 (March 6, 2008), 73 FR 13597 (March 13, 2008) (SR-NSX-2008-05); Phlx Rule 803(o) and Securities Exchange Act Release No. 57806 (May 9, 2008), 73 FR 28541 (May 16, 2008) (SR-Phlx2008-34); ISE Rule 2101 and Securities Exchange Act Release No. 57387 (February 27, 2008), 73 FR 11965 (March 5, 2008) (SR-ISE-2007-99).

servicing to improve the national market system and protect investors and the public interest.

The proposal is also designed to promote just and equitable principles of trade by way of initial and continued listing standards which, if not maintained, will result in the discontinuation of trading in the affected products. These requirements, together with the applicable Exchange trading rules (which apply to the proposed products), ensure that no investor would have an unfair advantage over another respecting the trading of the subject products. On the contrary, all investors will have the same access to, and use of, information concerning the specific products and trading in the specific products, all to the benefit of public customers and the marketplace as a whole.

The proposal is intended to ensure that investors receive up-to-date information on the value of certain underlying securities and indices in the products in which they invest, and protect investors and the public interest, enabling investors to: (i) respond quickly to market changes through intra-day trading opportunities; (ii) engage in hedging strategies; and (iii) reduce transaction costs for trading a group or index of securities.

Furthermore, the proposal is designed to remove impediments to and perfect the mechanism of a free and open market and a national market system by adopting rules that will lead ultimately to the trading pursuant to UTP of the proposed new products on the Exchange, just as they are currently traded on other exchanges. The proposed changes do nothing more than match Exchange rules with what is currently available on other exchanges. The Exchange believes that by conforming its rules and allowing trading opportunities on the Exchange that are already allowed by rule on another market, the proposal would offer another venue for trading Exchange Traded Products and thereby promote broader competition among exchanges. The Exchange believes that individuals and entities permitted to make markets on the Exchange in the proposed new products should enhance competition within the mechanism of a free and open market and a national market system, and customers and other investors in the national market system should benefit from more depth and liquidity in the market for the proposed new products.

The proposed change is not designed to address any competitive issue, but rather to adopt new rules that are word-for-word identical to the rules of NYSE Arca (other than with respects to certain non-substantive and technical amendments described above), to support the Exchange's new Pillar trading platform. As discussed in detail above, with this rule filing, the Exchange is not proposing to change its core functionality, but rather to adopt a rule numbering framework and rules based on the rules of NYSE Arca. The Exchange believes that the proposed rule change would promote consistent use of terminology to support the Pillar trading platform on both the Exchange and its affiliate, NYSE Arca, thus making the Exchange's rules easier to navigate.

4. 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. To the contrary, the current variances between the Exchange's rules for the trading pursuant to UTP and the rules of other exchanges limit competition in that there are certain products that the Exchange cannot trade pursuant to UTP, while other exchanges can trade such products. Thus, approval of the proposed rule change will promote competition because it will allow the Exchange to compete with other national securities exchanges for the trading of securities pursuant to UTP.

The Exchange believes that proposed Rules 5P and 8P and the related notification requirements will have no impact on competition. Furthermore, since T&M Staff has provided the same guidance regarding ETP continued listing requirements to all exchanges, the Exchange believes that there will be no effect on competition.

5. 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.

6. Extension of Time Period for Commission Action

The Exchange does not consent at this time to an extension of any time period for Commission action

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

Not Applicable.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

All of the proposed rules that the Exchange would like to adopt are based on the rules of NYSE Arca, with only non-substantive and technical amendments described above.

9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act

Not applicable.

11. Exhibits

Exhibit 1 – Form of Notice of Proposed Rule Change for Federal Register

Exhibit 4 – Text of the Proposed Rule Change as Amended

Exhibit 5 – Text of Proposed Rule Change

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34- ; File No. SR-NYSE-2016-44; Amendment No. 4)

[Date]

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Filing of Proposed Rule Change To: (1) Allow The Exchange To Trade Pursuant To Unlisted Trading Privileges For Any NMS Stock Listed On Another National Securities Exchange; (2) Establish Rules For The Trading Pursuant To UTP Of Exchange Traded Products; And (3) Adopt New Equity Trading Rules Relating To Trading Halts Of Securities Traded Pursuant To UTP On The Pillar Platform. This Amendment No. 4 Supersedes The Original Filing, Partial Amendments No. 1 and No. 2 To The Original Filing and Amendment No. 3 To The Original Filing, Which Was Withdrawn, In Its Entirety

Pursuant to Section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the “Act”)² and Rule 19b-4 thereunder,³ notice is hereby given that, on March 9, 2017, New York Stock Exchange LLC (“NYSE” or the “Exchange”) filed with the Securities and Exchange Commission (the “Commission”) the proposed rule change 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 change from interested persons.

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

The Exchange proposes to: (1) allow the Exchange to trade pursuant to unlisted trading privileges (“UTP”) for any NMS Stock listed on another national securities exchange; (2) establish rules for the trading pursuant to UTP of exchange traded products

¹ 15 U.S.C.78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

(“ETPs”); and (3) adopt new equity trading rules relating to trading halts of securities traded pursuant to UTP on the Pillar platform. This Amendment No. 4 supersedes the original filing and Partial Amendment No. 1 and Partial Amendment No. 2 to the original filing in its entirety. This Amendment No. 4 also supersedes Amendment No. 3, which was filed and withdrawn by the Exchange. Finally, this Amendment No. 4 also amends the proposed rules to conform to the rules of NYSE Arca, Inc. (“NYSE Arca”), as they may have been amended since the date of the original filing. The proposed rule change is available on the Exchange’s website at www.nyse.com, at the principal office of the Exchange, and at the Commission’s Public Reference Room.

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 those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

A. Self-Regulatory Organization’s Statement of the Purpose of, and the Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange is proposing new rules to trade all Tape B and Tape C symbols, on a UTP basis, on its new trading platform, Pillar.⁴ The Exchange does not currently trade

⁴ On January 29, 2015, the Exchange announced the implementation of Pillar, which is an integrated trading technology platform designed to use a single specification for connecting to the equities and options markets operated by the Exchange and its affiliates, NYSE Arca and NYSE MKT LLC (“NYSE MKT”).

any securities on a UTP basis.

In addition, the Exchange is proposing rules for the trading pursuant to UTP of the following types of Exchange Traded Products:⁵

- Equity Linked Notes (“ELNs”);
- Investment Company Units;
- Index-Linked Exchangeable Notes;
- Equity Gold Shares;
- Equity Index-Linked Securities;
- Commodity-Linked Securities;
- Currency-Linked Securities;
- Fixed-Income Index-Linked Securities;
- Futures-Linked Securities;

See Trader Update dated January 29, 2015, available here:
http://www1.nyse.com/pdfs/Pillar_Trader_Update_Jan_2015.pdf.

In February 2016, NYSE Arca Equities was the first market to begin migration to the Pillar platform. In March of 2016, NYSE Group, Inc. announced the completion of a “key phase” of the project and, in May 2016, NYSE Group, Inc. completed the rollout of NYSE Pillar matching engines on NYSE Arca.

The next phase of the NYSE Pillar migration began in November 2016 with certification testing for the new gateways and protocols. See Content To Live: <HTTPS://WWW.NYSE.COM/PILLAR>.

The Exchange’s Pillar implementation is targeted for completion by year end 2017. The Exchange will announce the trading on Pillar of all Tape B and C symbols, on a UTP basis, by Trader Update to go out prior to the scheduled implementation.

⁵ The Exchange is proposing to define the term “Exchange Traded Product” to mean a security that meets the definition of "derivative securities product" in Rule 19b-4(e) under the Securities Exchange Act of 1934. See proposed Rule 1.1(bbb). This proposed definition is identical to the definition of “Derivatives Securities Product” in NYSE Arca Equities Rule 1.1(bbb).

- Multifactor-Index-Linked Securities;
- Trust Certificates;
- Currency and Index Warrants;
- Portfolio Depositary Receipts;
- Trust Issued Receipts;
- Commodity-Based Trust Shares;
- Currency Trust Shares;
- Commodity Index Trust Shares;
- Commodity Futures Trust Shares;
- Partnership Units;
- Paired Trust Shares;
- Trust Units;
- Managed Fund Shares; and
- Managed Trust Securities.

The Exchange's proposed rules for these products are substantially identical (other than with respects to certain non-substantive and technical amendments described below) as the rules of NYSE Arca Equities for the qualification, listing and trading of such products.⁶

The Exchange's approach in this filing is the same as the approach of (1) BATS BYX Exchange, Inc. f/k/a BATS Y-Exchange, Inc. ("BYX"), which filed a proposed rule change with the Commission to conform its rules to the rules of its affiliate, Bats BZX

⁶ See NYSE Arca Equities Rules 5 (Listings) and 8 (Trading of Certain Equities Derivatives).

Exchange, Inc. f/k/a BATS Exchange, Inc. (“BATS”),⁷ (2) NASDAQ Stock Market LLC, which filed a proposed rule change with the Commission to amend its rules regarding Portfolio Depository Receipts and Index Fund Shares to conform to the rules of NYSE Arca,⁸ and (3) American Stock Exchange LLC (“Amex”), which filed a proposed rule change with the Commission to copy all of the relevant rules of Amex in their entirety (other than with respects to certain non-substantive and technical changes) for adoption by its new trading platform for equity products and exchange traded funds – AEMI.⁹

The Exchange’s only trading pursuant to UTP will be on the Pillar platform; it will not trade securities pursuant to UTP on its current platform. Further, at this time, the Exchange does not intend to list ETPs on its Pillar platform and will only trade ETPs on the Pillar platform pursuant to UTP. Therefore, the Exchange is only proposing ETP rules in this rule filing that would apply to the Pillar platform and trading pursuant to UTP. Since the Exchange does not plan to trade ETPs on the Pillar platform that would be listed under these proposed rules, the Exchange is not proposing to change any of the current rules of the Exchange pertaining to the listing and trading of ETPs in the NYSE Listed Company Manual¹⁰ or in its other rules.

⁷ See, Securities Exchange Act Release No. 63097 (October 13, 2010), 75 FR 64767 (October 20, 2010) (SR-BYX-2010-002).

⁸ See, Securities Exchange Act Release No. 69928 (July 3, 2013), 78 FR 41489 (July 10, 2013) (SR-NASDAQ-2013-094).

⁹ See, Securities Exchange Act Release No. 54552 (September 29, 2006), 71 FR 59546 (October 10, 2006) (SR-Amex-2005-104) and Securities Exchange Act Release No. 54145 (July 14, 2006), 71 FR 41654 (July 21, 2006) (SR-Amex-2005-104).

¹⁰ NYSE Listed Company Manual, <http://nysemanual.nyse.com/LCM/Sections/>.

In accordance with the rule numbering framework adopted by the Exchange in the Pillar Framework Filing,¹¹ each rule proposed herein would have the same rule numbers as the NYSE Arca Equities rules with which it conforms.

Finally, in the Pillar Framework Filing, the Exchange adopted rules grouped under proposed Rule 7P relating to equities trading.¹² The Exchange now proposes Rule 7.18 under Rule 7P relating to trading halts of securities traded pursuant to UTP on the Pillar platform. The Exchange's proposed Rule 7.18 is substantially identical (other than with respects to certain non-substantive and technical amendments described below) as NYSE Arca Equities Rule 7.18.¹³

Proposal to Trade Securities Pursuant to UTP

The Exchange is proposing new Rule 5.1(a) to establish rules regarding the extension of UTP securities to the Pillar platform, which are listed on other national securities exchanges. The Exchange currently only trades securities for which it is the listing exchange and that qualify under the requirements for listing set forth in its Listed

¹¹ See, Securities Exchange Act Release No. 76803 (December 30, 2015), 81 FR 536 (January 6, 2016) (SR-NYSE-2015-67) ("Pillar Framework Filing"). The Exchange is using the same rule numbering framework as the NYSE Arca Equities rules and would consist of proposed Rules 1P – 13P. Rules 1P -13P would be operative for securities that are trading on the Pillar trading platform.

¹² The Pillar Framework Filing added Rules 7.5 and 7.6 for trading on the Pillar platform. Since trading on the Pillar platform will be under these new rules, the Exchange specified in the Pillar Framework Filing that current Exchange Rule 7 would not be applicable to trading on the Pillar trading platform. In addition, the Exchange added Rules 7.1 – Rule 7.44 on a "Reserved" basis, grouped under Rule 7P relating to equities trading on the Pillar platform. Id.

¹³ See, NYSE Arca Equities Rule 7.18. See, also, Securities Exchange Act Release No. 75467 (July 16, 2015), 80 FR 43515 (July 22, 2015) (SR-NYSEArca-2015-58), as amended by Amendment No. 1; Securities Exchange Act Release No. 76198A (October 20, 2015), 80 FR 65274 (October 26, 2015) (SR-NYSEArca-2015-58).

Company Manual. As proposed, the first sentence of new Rule 5.1(a) would allow the Exchange to trade securities eligible for UTP under Section 12(f) of the Exchange Act.¹⁴ This proposed text is identical to Rules 14.1 of both BYX and EDGA Exchange, Inc. (“EDGA”) and substantially similar to NYSE Arca Equities Rule 5.1(a).

Proposed Rule 5.1(a) would adopt rules reflecting requirements for trading products on the Exchange pursuant to UTP that have been established in various new product proposals previously approved by the Commission.¹⁵ In addition, proposed Rule 5.1(a) would state that the securities the Exchange trades pursuant to UTP would be traded on the new Pillar trading platform under the rules applicable to such trading.¹⁶ Accordingly, the Exchange would not trade UTP securities on the Pillar platform until its trading rules for the Pillar platform are effective.

Finally, proposed Rule 5.1(a)(1) would make clear that the Exchange would not list any

¹⁴ Section 12(f) of the Exchange Act . 15 U.S.C. 78l(f).

¹⁵ See, NYSE Arca Equities Rule 5.1(a)(1) and Securities Exchange Act Release No. 67066 (May 29, 2012), 77 FR 33010 (June 4, 2012) (SR-NYSEArca-2012-46); BATS Rule 14.11 and Securities Exchange Act Release No. 58623 (September 23, 2008), 73 FR 57169 (October 1, 2008) (SR-BATS-2008-004); National Stock Exchange, Inc. (“NSX”) Rule 15.9 and Securities Exchange Act Release No. 57448 (March 6, 2008), 73 FR 13597 (March 13, 2008) (SR-NSX-2008-05); NASDAQ OMX PHLX LLC (“Phlx”) Phlx Rule 803(o) and Securities Exchange Act Release No. 57806 (May 9, 2008), 73 FR 28541 (May 16, 2008) (SR-Phlx2008-34); International Securities Exchange, LLC (“ISE”) ISE Rule 2101 and Securities Exchange Act Release No. 57387 (February 27, 2008), 73 FR 11965 (March 5, 2008) (SR-ISE-2007-99).

¹⁶ See, Securities Exchange Act Release No. 76803 (December 30, 2015), 81 FR 536 (January 6, 2016) (SR-NYSE-2015-67). In this filing, the Exchange established the same rule numbering framework as the NYSE Arca Equities rules and would consist of proposed Rules 1P – 13P. The Exchange explained in this filing that Rules 1P -13P would be operative for securities that are trading on the Pillar trading platform.

ETPs, unless it filed a proposed rule change under Section 19(b)(2)¹⁷ under the Act.

Therefore, the provisions of proposed Rules 5P and 8P described below, which permit the listing of ETPs, would not be effective until the Exchange files a proposed rule change to amend its rules to comply with Rules 10A-3 and 10C-1 under the Act and to incorporate qualitative listing criteria, and such proposed rule change is approved by the Commission. This would require the Exchange to adopt rules relating to the independence of compensation committees and their advisors.¹⁸

UTP of Exchange Traded Products

The Exchange proposes Rule 5.1(a)(2) to specifically govern trading of ETPs pursuant to UTP. Specifically, the requirements in subparagraphs (A)-(F) of proposed Rule 5.1(a)(2) would apply to ETPs traded pursuant to UTP on the Exchange.

Under proposed Rule 5.1(a)(2)(A), the Exchange would file a Form 19b-4(e) with the Commission with respect to each ETP¹⁹ the Exchange trades pursuant to UTP within

¹⁷ 15 U.S.C. 78s(b)(2).

¹⁸ On June 20, 2012, the Commission adopted Rule 10C-1 to implement Section 10C of the Act, as added by Section 952 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. Rule 10C-1 under the Act directs each national securities exchange to prohibit the listing of any equity security of an issuer, with certain exceptions, that does not comply with the rule's requirements regarding compensation committees of listed issuers and related requirements regarding compensation advisers. *See*, CFR 240.10C-1; Securities Act Release No. 9199, Securities Exchange Act Release No. 64149 (March 30, 2011), 76 FR 18966 (April 6, 2011) and Securities Exchange Act Release No. 67220 (June 20, 2012), 77 FR 38422 (June 27, 2012).

¹⁹ Although Rule 19b-4(e) of the Act defines any type of option, warrant, hybrid securities product or any other security, other than a single equity option or a security futures product, whose value is based, in whole or in part, upon the performance of, or interest in, an underlying instrument, as a "new derivative securities product," the Exchange prefers to refer to these types of products that it will be trading as "exchange traded products," so as not to confuse investors with a term that can be deemed to imply such products are futures or options related.

five days after commencement of trading.

In addition, proposed Rule 5.1(a)(2)(B) would provide that the Exchange will distribute an information circular prior to the commencement of trading in such an ETP that generally would include the same information as the information circular provided by the listing exchange, including (a) the special risks of trading the ETP, (b) the Exchange's rules that will apply to the ETP, including Rules 2090 and 2111,²⁰ and (c) information about the dissemination of value of the underlying assets or indices.

Under proposed Rule 5.1(a)(2)(D), the Exchange would halt trading in a UTP Exchange Traded Product in certain circumstances. Specifically, if a temporary interruption occurs in the calculation or wide dissemination of the intraday indicative value (or similar value) or the value of the underlying index or instrument and the listing market halts trading in the product, the Exchange, upon notification by the listing market of such halt due to such temporary interruption, also would immediately halt trading in that product on the Exchange. If the intraday indicative value (or similar value) or the value of the underlying index or instrument continues not to be calculated or widely available as of the commencement of trading on the Exchange on the next business day, the Exchange would not commence trading of the product that day. If an interruption in the calculation or wide dissemination of the intraday indicative value (or similar value) or the value of the underlying index or instrument continues, the Exchange could resume trading in the product only if calculation and wide dissemination of the intraday indicative value (or similar value) or the value of the underlying index or instrument resumes or trading in such series resumes in the listing market. The Exchange also would

²⁰ See, Rule 2090 (the Exchange's Know Your Customer Rule) and Rule 2111 (the Exchange's Suitability Rule). See, also, SR-NYSE-2016-33.

halt trading in a UTP Exchange Traded Product listed on the Exchange for which a net asset value (and in the case of managed fund shares or actively managed exchange-traded funds, a “disclosed portfolio”) is disseminated if the Exchange became aware that the net asset value or, if applicable, the disclosed portfolio was not being disseminated to all market participants at the same time. The Exchange would maintain the trading halt until such time as the Exchange became aware that the net asset value and, if applicable, the disclosed portfolio was available to all market participants.

Finally, the Exchange represents that its surveillance procedures for ETPs traded on the Exchange pursuant to UTP would be similar to the procedures used for equity securities traded on the Exchange and would incorporate and rely upon existing Exchange surveillance systems.

Proposed Rules 5.1(a)(2)(C) and (E) would establish the following requirements for member organizations that have customers that trade UTP Exchange Traded Products:

- Prospectus Delivery Requirements. Proposed Rule 5.1(a)(2)(C)(i) would remind member organizations that they are subject to the prospectus delivery requirements under the Securities Act of 1933, as amended (the “Securities Act”), unless the ETP is the subject of an order by the Commission exempting the product from certain prospectus delivery requirements under Section 24(d) of the Investment Company Act of 1940, as amended (the “1940 Act”), and the product is not otherwise subject to prospectus delivery requirements under the Securities Act.

Member organizations would also be required to provide a prospectus to a

customer requesting a prospectus.²¹

- Written Description of Terms and Conditions. Proposed Rule 5.1(a)(2)(C)(ii) would require member organizations to provide a written description of the terms and characteristics of UTP Exchange Traded Products to purchasers of such securities, not later than the time of confirmation of the first transaction, and with any sales materials relating to UTP Exchange Traded Products.
- Market Maker Restrictions. Proposed Rule 5.1(a)(E) would establish certain restrictions for any member organization registered as a market maker in an ETP that derives its value from one or more currencies, commodities, or derivatives based on one or more currencies or commodities, or is based on a basket or index composed of currencies or commodities (collectively, “Reference Assets”). Specifically, such a member organization must file with the Exchange and keep current a list identifying all accounts for trading the underlying physical asset or commodity, related futures or options on futures, or any other related derivatives, which the member organization acting as registered market maker may have or over which it may exercise investment discretion.²² If

²¹ Proposed Rule 5.1(a)(2)(C)(iii).

²² The proposed rule would also, more specifically, require a market maker to file with the Exchange and keep current a list identifying any accounts (“Related Instrument Trading Accounts”) for which related instruments are traded (1) in which the market maker holds an interest, (2) over which it has investment discretion, or (3) in which it shares in the profits and/or losses. In addition, a market maker would not be permitted to have an interest in, exercise investment discretion over, or share in the profits and/or losses of a Related Instrument Trading Account that has not been reported to the Exchange as required by the

an account in which a member organization acting as a registered market maker, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, has not been reported to the Exchange as required by this Rule, a member organization acting as registered market maker in the ETP would be permitted to trade in the underlying physical asset or commodity, related futures or options on futures, or any other related derivatives. Finally, a market maker could not use any material nonpublic information in connection with trading a related instrument.

Proposed Requirements for Exchange Traded Products

Definitions & Terms of Use

The Exchange proposes to define the term “exchange traded product” in Rule 1.1(bbb). Proposed Rule 1.1(bbb) would define the term “Exchange Traded Product” to mean a security that meets the definition of “derivative securities product” in Rule 19b-4(e) under the Securities Exchange Act of 1934 and a “UTP Exchange Traded Product” to mean an Exchange Traded Product that trades on the Exchange pursuant to unlisted trading privileges.²³ The Exchange proposes to use the term Exchange Traded Product instead of “derivative securities product,” because it believes that the term “Exchange Traded Product” more accurately describes the types of products the Exchange proposes to trade and is less likely to confuse investors by using a term that implies such products are futures or options related.

proposed rule.

²³ This proposed definition is identical to the definition of “Derivative Securities Product” in NYSE Arca Equities Rule 1.1(bbb).

Next, the Exchange proposes to add the definitions contained in NYSE Arca Equities Rule 5.1(b) that are relevant to the rules for the trading pursuant to UTP of the ETPs that the Exchange proposes in this filing, which are described below. To maintain consistency in rule references between the Exchange’s proposed rules and NYSE Arca Equities’ rules, the Exchange proposes to Reserve subparagraphs to the extent it is not now proposing certain definitions from NYSE Arca Equities Rule 5.1(b).²⁴ Other than a non-substantive difference to use the term “Exchange” instead of “Corporation,” “NYSE Arca Marketplace,” or “NYSE Arca Parent,” the terms defined in this proposed Rule 5.1(b) would have the identical meanings to the terms used in NYSE Arca Equities Rule 5.1(b).

Finally, the Exchange proposes to make the following substitutions in its proposed rules for terms used in the NYSE Arca Equities ETP listing and trading rules (collectively, the “General Definitional Term Changes”):

- Because the Exchange uses the term “Supplementary Material” to refer to commentaries to its Rules, the Exchange proposes to substitute this term where “Commentary” is used in the rules of NYSE Arca Equities;
- Because the Exchange tends to use the term “will” to impose obligations or duties on its members and member organizations, the Exchange proposes to substitute this term where “shall” is used in the rules of NYSE Arca Equities;
- Because members of the Exchange, as defined in Rule 2, are referred to as

²⁴ The Exchange is proposing to Reserve paragraphs (b)(3), (b)(7), (b)(8), (b)(10), (b)(17) and (b)(19) of proposed Rule 5.1(b), because the terms used in the parallel provisions of the NYSE Arca Equities rules would not be used in the rules for the trading pursuant to UTP of the ETPs that the Exchange is proposing in this filing.

“member organizations” under the Exchange’s rules, the Exchange proposes to substitute this term where “ETP Holder”²⁵ is used in the rules of NYSE Arca Equities

- The Exchange proposes to use the term “Exchange”²⁶ instead of “Corporation, “NYSE Arca Marketplace,” or “NYSE Arca Parent;”
- The Exchange is proposing to substitute in its proposed rules the phrase “member organization registered as a market maker on the Exchange” for the term “Market Maker,”²⁷ as defined in the rules of NYSE Arca Equities;
- Because the Exchange’s hours for business are described in Rule 51 and the Exchange’s rules do not use a defined term to refer to such hours, the Exchange is proposing to refer to its core trading hours as the “Exchange’s normal trading hours,” and substitute this phrase for “Core Trading Session” and “Core Trading Hours,” as defined in the rules of NYSE Arca Equities;

²⁵ The term “member,” when used with respect to a national securities exchange, is defined in Section 3(a)(3)(A) of the Act to mean any registered broker or dealer with which such a natural person is associated. NYSE Arca Equities Rule 1.1(m) defines “ETP” as an Equity Trading Permit issued by the Corporation for effecting approved securities transactions on the Corporation’s Trading Facilities. See, also, NYSE Arca Equities Rule 1.1(n).

²⁶ Under Rule 1, the term “the Exchange,” when used with reference to the administration of any rule, means the New York Stock Exchange LLC or the officer, employee, person, entity or committee to whom appropriate authority to administer such rule has been delegated by the Exchange.

²⁷ NYSE Arca Equities Rule 1.1(v) defines “Market Maker” as an ETP Holder that acts as a market maker pursuant to NYSE Arca Equities Rule 7 (Equities Trading).

- Because the Exchange's rules pertaining to trading halts due to extraordinary market volatility on the Pillar platform are described in Rule 80B, the Exchange is proposing to refer to Rule 80B in its proposed rules wherever NYSE Arca Equities Rule 7.12²⁸ is referenced in the rules of NYSE Arca Equities proposed in this filing;
- Because the Exchange's rules pertaining to the mechanics of the limit-up-limit down plan as it relates to trading pauses in individual securities due to extraordinary market volatility are described in Rule 80C, the Exchange is proposing to refer to Rule 80C in its proposed rules wherever NYSE Arca Equities Rule 7.11P²⁹ is referenced in the rules of NYSE Arca Equities proposed in this filing;
- Because NYSE Arca Equities Rule 7.18³⁰ establishes the requirements for trading halts in securities traded on the Pillar trading platform, and the Exchange is proposing new Rule 7.18 in this filing, based on NYSE Arca Equities Rule 7.18, the Exchange is proposing to refer to Rule 7.18 in its proposed rules wherever NYSE Arca Equities Rule 7.34 is referenced in the rules of NYSE Arca Equities proposed in this filing; and
- Because the Exchange's rules regarding the production of books and

²⁸ Exchange Rule 80B is substantially identical to NYSE Arca Equities Rule 7.12, which pertains to Trading Halts Due to Extraordinary Market Volatility.

²⁹ Exchange Rule 80C is substantially identical to NYSE Arca Equities Rule 7.11P, which pertains to the Limit Up-Limit Down Plan and Trading Pauses In Individual Securities Due to Extraordinary Market Volatility.

³⁰ See supra note 14.

records are described in Rule 440, the Exchange is proposing to refer to Rule 440 in its proposed rules wherever NYSE Arca Equities Rule 4.4³¹ is referenced in the rules of NYSE Arca Equities proposed in this filing.

Rules for the Trading Pursuant to UTP of ETPs

The Exchange would have to file a Form 19b-4(e) with the Commission to trade these ETPs pursuant to UTP. The Exchange is proposing substantially identical rules to those of NYSE Arca Equities for the qualification, listing and delisting of companies on the Exchange applicable to the ETPs.³²

Furthermore, the Exchange proposes to include additional continued listing standards in the proposed rules for the trading pursuant to UTP, as well as clarify the procedures it will undertake when an ETP is noncompliant with applicable rules. These proposed rules are being made in concert with discussions with the SEC. Staff (“Staff”) of the SEC’s Division of Trading and Markets (“T&M”) requested that the Exchange adopt certain additional continued listing standards for trading ETPs pursuant to UTP.

As a result, the proposed rules for the trading pursuant to UTP reflect the guidance provided by T&M Staff to clarify that most initial listing standards, as well as certain representations included in Exchange rule filings under SEC Rule 19b-4 to trade ETPs pursuant to UTP (“Exchange Rule Filings”), are also considered continued listing standards. The Exchange Rule Filing representations that will also be required to be maintained on a continuous basis include (a) the description of the fund and (b) the

³¹ In addition to the existing obligations under the rules of NYSE Arca Equities regarding the production of books and records, NYSE Arca Equities Rule 4.4 provides restrictions on ETP Holder activities pertaining to books and records.

³² Each proposed NYSE Rule corresponds to the same rule number as the NYSE Arca Equities rules with which it conforms.

fund's investment restrictions.

The proposed rules require that ETPs traded pursuant to UTP on the Exchange without an Exchange Rule Filing must maintain the initial index or reference asset criteria on a continued basis. For example, in the case of a domestic equity index, these criteria generally include: (a) stocks with 90% of the weight of the index must have a minimum market value of at least \$75 million; (b) stocks with 70% of the weight of the index must have a minimum monthly trading volume of at least 250,000 shares; (c) the most heavily weighted component cannot exceed 30% of the weight of the index, and the five most heavily weighted stocks cannot exceed 65%; (d) there must be at least 13 stocks in the index; and (e) all securities in the index must be listed in the U.S. There are similar criteria for international indexes, fixed-income indexes and indexes with a combination of components.

If an Exchange Rule Filing is made to trade a specific ETP pursuant to UTP, the proposed rules require that the issuer of the security comply on a continuing basis with any statements or representations contained in the applicable rule proposal, including (a) the description of the portfolio and (b) limitations on portfolio holdings or reference assets. The ETP rules will also be modified to require that issuers of securities traded pursuant to UTP under proposed Rules 5P and 8P must notify the Exchange regarding instances of non-compliance. In addition, ETPs traded pursuant to UTP will be subject to certain delisting procedures in proposed Rule 5.5(m), and the other Exchange rules will make this explicit.

Proposed Rule 5P – Securities Traded

The Exchange proposes to add introductory language under the main heading of

proposed Rule 5P, which states that the provisions of proposed Rule 5P would apply only to the trading pursuant to UTP of ETPs, and would not apply to the listing of ETPs on the Exchange. The Exchange is proposing this language to clarify that the rules incorporated in proposed Rule 5P should not be interpreted to be listing requirements of the Exchange, but rather, requirements that pertain solely to the trading of ETPs pursuant to UTP on the Pillar platform.

The Exchange proposes to add Rules 5.2(j)(2) – (j)(7), which would be substantially identical to NYSE Arca Equities Rules 5.2(j)(2)-(j)(7). These proposed rules would permit the Exchange to trade pursuant to UTP the following:

- Equity Linked Notes that meet the rules for the trading pursuant to UTP that are contained in proposed Rule 5.2(j)(2);
 - Investment Company Units that meet the rules for the trading pursuant to UTP that are contained in proposed Rule 5.2(j)(3);
 - Index-Linked Exchangeable Notes that meet the rules for the trading pursuant to UTP that are contained in proposed Rule 5.2(j)(4);
 - Equity Gold Shares that meet the rules for the trading pursuant to UTP that are contained in proposed Rule 5.2(j)(5);
 - Equity Index Linked Securities, Commodity-Linked Securities, Currency-Linked Securities, Fixed Income Index-Linked Securities, Futures-Linked Securities, and Multifactor Index-Linked Securities that meet the rules for the trading pursuant to UTP that are contained in proposed Rule 5.2(j)(6);
- and

- Trust Certificates that meet the rules for the trading pursuant to UTP that are contained in proposed Rule 5.2(j)(7).

The text of these proposed rules is identical to NYSE Arca Equities Rules 5.2(j)(2)-5.2(j)(7), other than certain non-substantive and technical differences explained below.

The Exchange proposes to Reserve paragraphs 5.2(a)-(i)³³ and (j)(1),³⁴ to maintain the same rule numbers as the NYSE Arca rules with which it conforms.

Proposed Rule 5.2(j)(2) – Equity Linked Notes (“ELNs”)

The Exchange is proposing Rule 5.2(j)(2) to provide rules for the trading pursuant to UTP of ELNs, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above, there

³³ NYSE Arca Equities Rules 5.2(a) pertains to applications for admitting securities to list on NYSE Arca and NYSE Arca Equities Rule 5.2(b) pertains to NYSE Arca’s unique two-tier listing structure. As these rules pertain to specific listing criteria for NYSE Arca and not trading ETPs pursuant to UTP, the Exchange is not proposing similar rules.

Because NYSE Arca Equities Rules 5.2(c)-(g) relate to listing standards for securities that are not ETPs, the Exchange’s listing rules contained in the NYSE Listed Company Manual would apply and it is not proposing rule changes related to such securities.

Finally, NYSE Arca Equities Rule 5.2(h) pertains to Unit Investment Trusts (“UITs”). The Exchange proposes to trade any UITs pursuant to UTP under proposed Rule 5.2(j)(3) (Investment Company Units) or proposed Rule 8.100 (Portfolio Depository Receipts).

³⁴ NYSE Arca Equities Rule 5.2(j)(1) pertains to “Other Securities” that are not otherwise covered by the requirements contained in the other listing rules of NYSE Arca Equities. As the Exchange is proposing only the rules that are necessary for the Exchange to trade ETPs pursuant to UTP, the Exchange is not proposing a rule comparable to NYSE Arca Equities 5.2(j)(1).

are no differences between this proposed rule and NYSE Arca Equities Rule 5.2(j)(2).³⁵

Proposed Rule 5.2(j)(3) – Investment Company Units

The Exchange is proposing Rule 5.2(j)(3) to provide rules for the trading pursuant to UTP of investment company units, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above, there are no differences between this proposed rule and NYSE Arca Equities Rule 5.2(j)(3).³⁶

Proposed Rule 5.2(j)(4) – Index-Linked Exchangeable Notes

The Exchange is proposing Rule 5.2(j)(4) to provide rules for the trading pursuant to UTP of index-linked exchangeable notes, so that they may be traded on the Exchange pursuant to UTP.

In addition to the General Definitional Term Changes described above, the Exchange is proposing the following non-substantive changes between this proposed rule and NYSE Arca Equities Rule 5.2(j)(4):³⁷

³⁵ See, NYSE Arca Equities Rule 5.2(j)(2). See, also, Securities Exchange Act Release No. 50319 (September 7, 2004), 69 FR 55204 (September 13, 2004) (SR-PCX-2004-75); Securities Exchange Act Release No. 56924 (December 7, 2007), 72 FR 70918 (December 13, 2007) (SR-NYSEArca-2007-98); Securities Exchange Act Release No. 58745 (October 7, 2008), 73 FR 60745 (October 14, 2008) (SR-NYSEArca-2008-94).

³⁶ See, NYSE Arca Equities Rule 5.2(j)(3). See, also, Securities Exchange Act Release No. 44551 (July 12, 2001), 66 FR 37716 (July 19, 2001) (SR-PCX-2001-14); Securities Exchange Act Release No. 40603 (November 3, 1998), 63 FR 59354 (November 3, 1998) (SR-PCX-98-29).

³⁷ See NYSE Arca Equities Rule 5.2(j)(4). See, also, Securities Exchange Act Release No. 49532 (April 7, 2004), 69 FR 19593 (April 13, 2004) (SR-PCX-2004-01).

- To qualify for listing and trading under NYSE Arca Equities Rule 5.2(j)(4), an index-linked exchangeable note and its issuer must meet the criteria in NYSE Arca Equities Rule 5.2(j)(1) (Other Securities), except that the minimum public distribution will be 150,000 notes with a minimum of 400 public note-holders, except, if traded in thousand dollar denominations then there is no minimum public distribution and number of holders.

Because the Exchange does not have and is not proposing a rule for “Other Securities” comparable to NYSE Arca Rule 5.2(j)(1), the Exchange proposes to reference NYSE Arca Equities Rule 5.1(j)(1) in subparagraphs (a) and (c) of proposed Rule 5.2(j)(4) in establishing the criteria that an issuer and issue must satisfy.³⁸

- To qualify for listing and trading under NYSE Arca Equities Rule 5.2(j)(4), an index to which an exchangeable note is linked and its underlying securities must meet (i) the procedures in NYSE Arca Options Rules 5.13(b)-(c); or (ii) the criteria set forth in subsections (C) and (D) of NYSE Arca Equities Rule 5.2(j)(2), the index concentration limits set forth in NYSE Arca Options Rule 5.13(b)(6), and Rule 5.13(b)(12) insofar as it relates to Rule 5.13(b)(6).³⁹ Because the Exchange does not have and

³⁸ The Exchange will monitor for any changes to the rules of NYSE Arca, and will amend its rules accordingly to conform to the rules of NYSE Arca. The Exchange notes that it is proposing to cross-reference to the rules of an affiliate of the Exchange, which will facilitate monitoring for changes to such rules.

³⁹ NYSE Arca Options Rule 5.13 sets forth criteria for narrow-based and micro narrow-based indexes on which an options contract may be listed without filing a proposed rule change under Section 19(b) of the Exchange Act.

is not proposing a rule for listing of index option contracts comparable to NYSE Arca Options Rule 5.13, the Exchange proposes to reference NYSE Arca Options Rule 5.13 in paragraph (d) of proposed Rule 5.2(j)(4).⁴⁰ The Exchange would apply the criteria set forth in NYSE Arca Options Rule 5.13 in determining whether an index underlying an index-linked exchangeable note satisfies the requirements of Rule 5.2(j)(4)(d).

- Correction of a typographical error in NYSE Arca Equities Rule 5.2(j)(4)(f)(iii), so that proposed Rule 5.2(j)(4)(f)(iii) reads “further dealings on the Exchange,” rather than “further dealings of the Exchange,” as is currently drafted in NYSE Arca Equities Rule 5.2(j)(4)(f)(iii).

Proposed Rule 5.2(j)(5) – Equity Gold Shares

The Exchange is proposing Rule 5.2(j)(5) to provide rules for the trading pursuant to UTP of equity gold shares, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above, there are no differences between this proposed rule and NYSE Arca Equities Rule 5.2(j)(5).⁴¹

Proposed Rule 5.2(j)(6) – Index-Linked Securities

The Exchange is proposing Rule 5.2(j)(6) to provide rules for the trading pursuant to UTP of equity index-linked securities, so that they may be traded on the Exchange

⁴⁰ See supra note 39.

⁴¹ See, NYSE Arca Equities Rule 5.2(j)(5); See, also, Securities Exchange Act Release No. 51245 (February 23, 2005), 70 FR 10731 (March 4, 2005) (SR-PCX-2004-117).

pursuant to UTP.

In addition to the General Definitional Term Changes described above, the Exchange is proposing the following non-substantive changes between this proposed rule and NYSE Arca Equities Rule 5.2(j)(6):⁴²

- To qualify for listing and trading under NYSE Arca Equities Rule 5.2(j)(6), both the issue and issuer of an index-linked security must meet the criteria in NYSE Arca Equities Rule 5.2(j)(1) (Other Securities), with certain specified exceptions. Because the Exchange does not have and is not proposing a rule for “Other Securities” comparable to NYSE Arca Rule 5.1(j)(1), the Exchange proposes to reference NYSE Arca Equities Rule 5.1(j)(1) in proposed Rule 5.2(j)(6)(A)(a) establishing the criteria that an issue and issuer must satisfy.⁴³
- The listing standards for Equity Index-Linked Securities in NYSE Arca Equities Rule 5.2(j)(6) reference NYSE Arca Options Rule 5.3⁴⁴ in describing the criteria for securities that compose 90% of an index’s numerical value and at least 80% of the total number of components. Because the Exchange does not have and is not proposing a rule

⁴² See, NYSE Arca Equities Rule 5.2(j)(6); See, also, Securities Exchange Act Release No. 54231 (July 27, 2006), 71 FR 44339 (August 4, 2006) (SR-NYSEArca-2006-19); Securities Exchange Act Release No. 59332 (January 30, 2009), 74 FR 6338 (February 6, 2009) (SR-NYSEArca-2008-136); Securities Exchange Act Release No. 52204 (August 3, 2005), 70 FR 46559 (August 10, 2005) (SR-PCX-2005-63).

⁴³ See supra note 39.

⁴⁴ NYSE Arca Options Rule 5.3 establishes the criteria for underlying securities of put and call option contracts listed and traded on NYSE Arca.

comparable to NYSE Arca Options Rule 5.3, the Exchange proposes to reference to NYSE Arca Options Rule 5.3⁴⁵ in paragraph

(B)(I)(1)(b)(2)(iv) of proposed Rule 5.2(j)(6) establishing the initial listing criteria that an index must meet to trade pursuant to UTP.⁴⁶

Proposed Rule 5.2(j)(7) – Trust Certificates

The Exchange is proposing Rule 5.2(j)(7) to provide rules for the trading pursuant to UTP of trust certificates, so that they may be traded on the Exchange pursuant to UTP.

In addition to the General Definitional Term Changes described above, the Exchange is proposing the following non-substantive change between this proposed rule and NYSE Arca Equities Rule 5.2(j)(7):⁴⁷

- Commentary .08 to NYSE Arca Equities Rule 5.2(j)(7) contains a cross-reference to NYSE Arca Rule 9.2.⁴⁸ Because the Exchange does not currently have and is not proposing to add rules that pertain to the opening

⁴⁵ NYSE Arca Equities Rule 5.2(j)(6)(B)(I)(1)(b)(2)(iv) references “Rule 5.3,” but is not clear as to whether the reference is to the rules of NYSE Arca Equities or the rules of NYSE Arca Options. The Exchange proposes to specify in its rule that the reference is to NYSE Arca Options Rule 5.3.

⁴⁶ See supra note 39.

⁴⁷ See, NYSE Arca Equities Rule 5.2(j)(7); See, also, Securities Exchange Act Release No. 59051 (December 4, 2008), 73 FR 75155 (December 10, 2008) (SR-NYSEArca-2008-123); Securities Exchange Act Release No. 58920 (November 7, 2008), 73 FR 68479 (November 18, 2008) (SR-NYSEArca-2008-123).

⁴⁸ Commentary .08 to NYSE Arca Equities Rule 5.2(j)(7) states that Trust Certificates may be exchangeable at the option of the holder into securities that participate in the return of the applicable underlying asset. In the event that the Trust Certificates are exchangeable at the option of the member organization and contains an Index Warrant, then the member organization must ensure that the member organization’s account is approved in accordance with Rule 9.2 in order to exercise such rights.

of accounts that are approved for options trading, the Exchange proposes to require a member organization to ensure that the account of a holder of a Trust Certificate that is exchangeable, at the holder's option, into securities that participate in the return of the applicable underlying asset is approved for options trading in accordance with the rules of a national securities exchange.

Proposed Rule 8P – Trading of Certain Exchange Traded Products

The Exchange proposes to add introductory language under the main heading of proposed Rule 8P, which states that the provisions of proposed Rule 8P would apply only to the trading pursuant to UTP of ETPs, and would not apply to the listing of ETPs on the Exchange. The Exchange is proposing this language to clarify that the rules incorporated in proposed Rule 8P should not be interpreted to be listing requirements of the Exchange, but rather, requirements that pertain solely to the trading of ETPs pursuant to UTP on the Pillar platform.

The Exchange proposes to add Rule 8P, which would be substantially identical to Sections 1 and 2 of NYSE Arca Equities Rule 8. These proposed rules would permit the Exchange to trade pursuant to UTP the following: Currency and Index Warrants, Portfolio Depositary Receipts, Trust Issued Receipts, Commodity-Based Trust Shares, Currency Trust Shares, Commodity Index Trust Shares, Commodity Futures Trust Shares, Partnership Units, Paired Trust Shares, Trust Units, Managed Fund Shares, and Managed Trust Securities.⁴⁹

⁴⁹ The Exchange is only proposing listing and trading rules necessary to trade ETPs pursuant to UTP. Accordingly, the Exchange is not proposing a rule comparable to NYSE Arca Equities Rule 8.100(g).

The Exchange proposes to Reserve Rule 8.100(g), to maintain the same rule numbers as the NYSE Arca rules with which it conforms.

The text of proposed Rule 8P is identical to Sections 1 and 2 of NYSE Arca Equities Rule 8, other than certain non-substantive and technical differences explained below. The Exchange also proposes that all of the General Definitional Term Changes described under proposed Rule 5P above would also apply to proposed Rule 8P.

Proposed Rules 8.1 – 8.13 – Currency and Index Warrants

The Exchange is proposing Rules 8.1-8.13 to provide rules for the trading pursuant to UTP (including sales-practice rules such as those relating to suitability and supervision of accounts) of currency and index warrants, so that they may be traded on the Exchange pursuant to UTP.⁵⁰

In addition to the General Definitional Term Changes described above under proposed Rule 5P, the Exchange is proposing the following non-substantive changes between these proposed rules and NYSE Arca Equities Rules 8.1-8.13 (Currency and Index Warrants):

Proposed Rule 8.1 – General

- Other than with respect to the General Definitional Term Changes described above, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.1.

Proposed Rule 8.2– Definitions

⁵⁰ NYSE Arca Equities Rules 8.1-8.13 all pertain to the listing and trading requirements (including sales-practice rules such as those relating to suitability and supervision of accounts) for Currency and Index Warrants. See, Section 1 of NYSE Arca Equities Rule 8; See, also, Securities Exchange Act Release Nos. 44983 (October 25, 2001), 66 FR 55225 (November 1, 2001) (SR-PCX-00-25); 59886 (May 7, 2009), 74 FR 22779 (May 14, 2009) (SR-NYSEArca-2009-39).

- Other than with respect to the General Definitional Term Changes described above, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.2.

Proposed Rule 8.3 – Listing of Currency and Index Warrants

- NYSE Arca Equities Rule 8.3 references NYSE Arca Equities Rule 5.2(c) to establish the earnings requirements that a warrant issuer is required to substantially exceed. Because the Exchange does not currently have and is not proposing a rule similar to NYSE Arca Equities Rule 5.2(c), the Exchange proposes to include the earnings requirements set forth in NYSE Arca Equities Rule 5.2(c) in subparagraph (a) of proposed Rule 8.3.

Proposed Rule 8.4 – Account Approval

- The account approval rules of NYSE Arca Equities Rule 8.4 reference NYSE Arca Equities Rule 9.18(b)⁵¹ in describing the criteria that must be met for opening up a customer account for options trading. In proposed Rule 8.4, the Exchange would cross-reference NYSE Arca Equities Rule 9.18(b), which governs doing a public business in options because the Exchange does not trade options and, thus, does not have a comparable rule. As noted earlier, the Exchange will monitor for any changes to this NYSE Arca Equities rule and would update Exchange rules to conform to any changes to NYSE Arca Equities Rules 9.18(b).⁵²

Proposed Rule 8.5 – Suitability

⁵¹ NYSE Arca Equities Rule 9.18(b) establishes criteria that must be met to open up a customer account for options trading.

⁵² See supra note 39.

- The account suitability rules of NYSE Arca Equities Rule 8.5 reference NYSE Arca Equities Rule 9.18(c)⁵³ in describing rules that apply to recommendations made in stock index, currency index and currency warrants. In proposed Rule 8.5, the Exchange would cross-reference NYSE Arca Equities Rule 9.18(c), which governs doing a public business in options because the Exchange does not trade options and, thus, does not have a comparable rule. As noted earlier, the Exchange will monitor for any changes to this NYSE Arca Equities rule and would update Exchange rules to conform to any changes to NYSE Arca Equities Rules 9.18(c).⁵⁴

Proposed Rule 8.6 – Discretionary Accounts

- The rules of NYSE Arca Equities Rule 8.6 reference the fact that NYSE Arca Equities Rule 9.6(a)⁵⁵ will not apply to customer accounts insofar as they may relate to discretion to trade in stock index, currency index and currency warrants, and that NYSE Arca Equities Rule 9.18(e)⁵⁶ will apply to such discretionary accounts instead. The Exchange’s discretionary account rule that is equivalent to NYSE Arca Equities Rule 9.6(a) is Rule 408.⁵⁷ Accordingly, the Exchange proposes to cross-reference to Rule 408

⁵³ NYSE Arca Equities Rule 9.18(c) establishes suitability rules that pertain to recommendations in stock index, currency index and currency warrants.

⁵⁴ See supra note 39

⁵⁵ NYSE Arca Equities Rule 9.6(a) establishes rules pertaining to discretion as to customer accounts for equity trading.

⁵⁶ NYSE Arca Equities Rule 9.18(e) establishes rules pertaining to discretion as to customer accounts for options trading.

⁵⁷ See Rule 408 pertaining to the rules of the Exchange with regard to discretionary

in proposed Rule 8.6, to establish that the discretionary account rules of Rule 408 would not apply to stock index, currency index and currency warrants.

Proposed Rule 8.7 – Supervision of Accounts

- The account supervision rules of NYSE Arca Equities Rule 8.7 reference NYSE Arca Equities Rule 9.18(d)⁵⁸ in describing rules that apply to the supervision of customer accounts in which transactions in stock index, currency index or currency warrants are effected. In proposed Rule 8.6, the Exchange would cross-reference NYSE Arca Equities Rule 9.18(d), which governs doing a public business in options because the Exchange does not trade options and, thus, does not have a comparable rule. As noted earlier, the Exchange will monitor for any changes to this NYSE Arca Equities rule and would update Exchange rules to conform to any changes to NYSE Arca Equities Rules 9.18(d).⁵⁹

Proposed Rule 8.8 – Customer Complaints

- The customer complaint rules of NYSE Arca Equities Rule 8.8 reference NYSE Arca Equities Rule 9.18(l)⁶⁰ in describing rules that apply to customer complaints received regarding stock index, currency index or

power in customer accounts.

⁵⁸ NYSE Arca Equities Rule 9.18(d) establishes account supervision rules that apply to the supervision of customer accounts in which transactions in stock index, currency index and currency warrants are effected.

⁵⁹ See supra note 39.

⁶⁰ NYSE Arca Equities Rule 9.18(l) establishes rules that apply to customer complaints received regarding stock index, currency index or currency warrants.

currency warrants. In proposed Rule 8.8, the Exchange would cross-reference NYSE Arca Equities Rule 9.18(1), which governs doing a public business in options because the Exchange does not trade options and, thus, does not have a comparable rule. As noted earlier, the Exchange will monitor for any changes to this NYSE Arca Equities rule and would update Exchange rules to conform to any changes to NYSE Arca Equities Rules 9.18(1).⁶¹

Proposed Rule 8.9 – Prior Approval of Certain Communications to Customers

- The rules pertaining to communications to customers regarding stock index, currency index and currency warrants described in NYSE Arca Equities Rule 8.9 reference NYSE Arca Equities Rule 9.28.⁶² In proposed Rule 8.8, the Exchange would cross-reference NYSE Arca Equities Rule 9.28, which governs advertisements, market letters and sales literature relating to options because the Exchange does not trade options and, thus, does not have a comparable rule. As noted earlier, the Exchange will monitor for any changes to this NYSE Arca Equities rule and would update Exchange rules to conform to any changes to NYSE Arca Equities Rules 9.28.⁶³

Proposed Rule 8.10 – Position Limits

⁶¹ See supra note 39.

⁶² NYSE Arca Equities Rule 9.28 establishes rules regarding advertisements, sales literature and educational material issued to any customer or member of the public pertaining to stock index, currency index or currency warrants.

⁶³ See supra note 39.

- Other than with respect to the General Definitional Term Changes described above, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.10.

Proposed Rule 8.11 – Exercise Limits

- Other than with respect to the General Definitional Term Changes described above, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.11.

Proposed Rule 8.12 – Trading Halts or Suspensions

- Other than with respect to the General Definitional Term Changes described above, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.12.

Proposed Rule 8.13 – Reporting of Warrant Positions

- The Exchange proposes to correct a typographical error in NYSE Arca Equities Rule 8.13. Proposed Rule 8.13 would read “whenever a report shall be required to be filed with respect to an account pursuant to this Rule, the member organization filing the report shall file with the Exchange such additional periodic reports with respect to such account as the Exchange may from time to time prescribe,” rather than “whenever a report shall be required to be filed with respect to an account pursuant to this Rule, the member organization filing the same file with the Exchange such additional periodic reports with respect to such account as the Exchange may from time to time prescribe,” as in current NYSE Arca Equities Rule 8.13.

Proposed Rule 8.100 – Portfolio Depositary Receipts

The Exchange is proposing Rule 8.100 to provide rules for the trading pursuant to UTP of portfolio depositary receipts, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above under proposed Rule 5P, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.100.⁶⁴

Proposed Rule 8.200 – Trust Issued Receipts

The Exchange is proposing Rule 8.200 to provide rules for the trading pursuant to UTP of trust issued receipts, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above under proposed Rule 5P, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.200.⁶⁵

Proposed Rule 8.201 – Commodity-Based Trust Shares

The Exchange is proposing Rule 8.201 to provide rules for the trading pursuant to UTP of commodity-based trust shares, so that they may be traded on the Exchange pursuant to UTP.

⁶⁴ See, NYSE Arca Equities Rule 8.100; See, also, Securities Exchange Act Release No. 39461 (December 17, 1997), 62 FR 67674 (December 29, 1997) (SR-PCX-97-35); Securities Exchange Act Release No. 39188 (October 2, 1997), 62 FR 53373 (October 14, 1997) (SR-PCX-97-35); Securities Exchange Act Release No. 44551 (July 12, 2001), 66 FR 37716 (July 19, 2001) (SR-PCX-2001-14).

⁶⁵ See, NYSE Arca Equities Rule 8.200; See, also, Securities Exchange Act Release No. 58162 (July 15, 2008), 73 FR 42391 (July 21, 2008) (SR-NYSEArca-2008-73); Securities Exchange Act Release No. 44182 (April 16, 2001), 66 FR 21798 (April 16, 2001) (SR-PCX-2001-01).

Other than with respect to the General Definitional Term Changes described above under proposed Rule 5P, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.201.⁶⁶

Proposed Rule 8.202 – Currency Trust Shares

The Exchange is proposing Rule 8.202 to provide rules for the trading pursuant to UTP of currency trust shares, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above under proposed Rule 5P, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.202.⁶⁷

Proposed Rule 8.203 – Commodity Index Trust Shares

The Exchange is proposing Rule 8.203 to provide rules for the trading pursuant to UTP of commodity index trust shares, so that they may be traded on the Exchange pursuant to UTP.

In addition to the General Definitional Term Changes described above, the Exchange is proposing the following non-substantive change between this proposed rule and NYSE Arca Equities Rule 8.203:⁶⁸

⁶⁶ See, NYSE Arca Equities Rule 8.201; See, also, Securities Exchange Act Release No. 51067 (January 21, 2005), 70 FR 3952 (January 27, 2005) (SR-PCX-2004-132).

⁶⁷ See, NYSE Arca Equities Rule 8.202; See, also, Securities Exchange Act Release No. 60065 (June 8, 2009), 74 FR 28310 (June 15, 2009) (SR-NYSEArca-2009-47); Securities Exchange Act Release No. 53253 (February 8, 2006), 71 FR 8029 (February 15, 2006) (SR-PCX-2005-123).

⁶⁸ See, NYSE Arca Equities Rule 8.203; See, also, Securities Exchange Act Release No. 54025 (June 21, 2006), 71 FR 36856 (June 28, 2006) (SR-NYSEArca-2006-12).

- Correction of a typographical error in NYSE Arca Equities Rule 8.203(d), so that proposed Rule 8.203(d) reads “one or more” in the first sentence, rather than “one more more,” as is currently drafted in NYSE Arca Equities Rule 8.203(d).

Proposed Rule 8.204 – Commodity Futures Trust Shares

The Exchange is proposing Rule 8.204 to provide rules for the trading pursuant to UTP of commodity futures trust shares, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above under proposed Rule 5P, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.204.⁶⁹

Proposed Rule 8.300 – Partnership Units

The Exchange is proposing Rule 8.300 to provide rules for the trading pursuant to UTP of partnership units, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above under proposed Rule 5P, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.300.⁷⁰

Proposed Rule 8.400 – Paired Trust Shares

⁶⁹ See, NYSE Arca Equities Rule 8.204; See, also, Securities Exchange Act Release No. 57838 (May 20, 2008), 73 FR 30649 (May 28, 2008) (SR-NYSEArca-2008-09); Securities Exchange Act Release No. 57636 (April 8, 2008), 73 FR 20344 (April 15, 2008) (SR-NYSEArca-2008-09).

⁷⁰ See, NYSE Arca Equities Rule 8.300; See, also, Securities Exchange Act Release No. 53875 (May 25, 2006), 71 FR 32164 (January 2, 2006) (SR-NYSEArca-2006-11).

The Exchange is proposing Rule 8.400 to provide rules for the trading pursuant to UTP of paired trust shares, so that they may be traded on the Exchange pursuant to UTP.

In addition to the General Definitional Term Changes described above, the Exchange is proposing the following non-substantive change between this proposed rule and NYSE Arca Equities Rule 8.400:⁷¹

- To be consistent with the Exchange’s definitions proposed in Rule 5.1(b), the Exchange proposes to substitute the terms “security” and “equity securities” (as such terms are defined in proposed Rule 5.1(b)⁷²) in subparagraph (a) of proposed Rule 8.400⁷³ instead of the terms “security,” “securities” and “derivative products” (as used in the rules of NYSE Arca Equities) to refer to the definition of Paired Trust Shares. The Exchange proposes this change because it believes it is more accurate to refer to paired trust shares as securities and equity securities.

⁷¹ See, NYSE Arca Equities Rule 8.400; See, also, Securities Exchange Act Release No. 55033 (December 29, 2006), 72 FR 1253 (January 10, 2007) (SR-NYSEArca-2006-75); Securities Exchange Act Release No. 58312 (August 5, 2008), 73 FR 46689 (August 11, 2008) (SR-NYSEArca-2008-63).

⁷² Proposed Rule 5.1(b) defines the term “security” to mean any security as defined in Rule 3(a)(10) under the Act and the term “equity security” to include any equity security defined as such pursuant to Rule 3a11-1 under the Act.

⁷³ NYSE Arca Equities Rule 8.400(a) reads as follows:

“(a) Applicability. The provisions in this Rule are applicable only to Paired Trust Shares. In addition, except to the extent inconsistent with this Rule, or unless the context otherwise requires, the rules and procedures of the Board of Directors shall be applicable to the trading on the Corporation of such securities. Paired Trust Shares are included within the definition of “security,” “securities” and “derivative products” as such terms are used in the Rules of the Corporation.”

Proposed Rule 8.500 – Trust Units

The Exchange is proposing Rule 8.500 to provide rules for the trading pursuant to UTP of trust units, so that they may be traded on the Exchange pursuant to UTP.

In addition to the General Definitional Term Changes described above, the Exchange is proposing the following non-substantive change between this proposed rule and NYSE Arca Equities Rule 8.500:⁷⁴

- To be consistent with the Exchange’s definitions proposed in Rule 5.1(b), the Exchange proposes to substitute the terms “security” and “equity securities” (as such terms are defined in proposed Rule 5.1(b)⁷⁵) in subparagraph (a) of proposed Rule 8.500⁷⁶ instead of the terms “security,” “securities” and “derivative products” (as used in the rules of NYSE Arca Equities) to refer to the definition of Trust Units. The Exchange proposes this change because it believes it is more accurate to refer to trust units as securities and equity securities.

⁷⁴ See, NYSE Arca Equities Rule 8.500; See, also, Securities Exchange Act Release No. 57059 (December 28, 2007), 73 FR 909 (January 4, 2008) (SR-NYSEArca-2006-76); Securities Exchange Act Release No. 63129 (October 19, 2010), 75 FR 65539 (October 25, 2010) (SR-NYSEArca-2010-91).

⁷⁵ See supra note 73.

⁷⁶ NYSE Arca Equities Rule 8.500(a) reads as follows:

“(a) Applicability. The provisions in this Rule are applicable only to Trust Units. In addition, except to the extent inconsistent with this Rule, or unless the context otherwise requires, the rules and procedures of the Board of Directors shall be applicable to the trading on the Corporation of such securities. Trust Units are included within the definition of “security,” “securities” and “derivative products” as such terms are used in the Rules of the Corporation.”

Proposed Rule 8.600 – Managed Fund Shares

The Exchange is proposing Rule 8.600 to provide rules for the trading pursuant to UTP of managed fund shares, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above under proposed Rule 5P, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.600.⁷⁷

Proposed Rule 8.700 – Managed Trust Securities

The Exchange is proposing Rule 8.700 to provide rules for the trading pursuant to UTP of managed trust securities, so that they may be traded on the Exchange pursuant to UTP.

Other than with respect to the General Definitional Term Changes described above under proposed Rule 5P, there are no differences between this proposed rule and NYSE Arca Equities Rule 8.700.⁷⁸

Proposed Rule 7.18 – Requirements for Halts on Pillar Platform

In conjunction with the implementation of the Pillar trading platform for trading of securities pursuant to UTP, the Exchange proposes new Rule 7.18, under Rule 7P, which would govern trading halts in symbols trading on the Pillar platform.

⁷⁷ See, NYSE Arca Equities Rule 8.600; See, also, Securities Exchange Act Release No. 57395 (February 28, 2008), 73 FR 11974 (March 5, 2008) (SR-NYSEArca-2008-25); Securities Exchange Act Release No. 57619 (April 4, 2008), 73 FR 19544 (April 10, 2008) (SR-NYSEArca-2008-25).

⁷⁸ See, NYSE Arca Equities Rule 8.700; See, also, Securities Exchange Act Release No. 60064 (June 8, 2009), 74 FR 28315 (June 15, 2009) (SR-NYSEArca-2009-30); Securities Exchange Act Release No. 59835 (April 28, 2009), 74 FR 21041 (May 6, 2009) (SR-NYSEArca-2009-30).

Since the Exchange is only proposing rules in this filing pertaining to trading pursuant to UTP on the Pillar platform, the Exchange is only proposing Rules 7.18(a) and (d)(1)(B), which pertain to trading halts of securities traded pursuant to UTP and UTP Exchange Traded Products. The Exchange proposes to Reserve Rules 7.18(b)-(c)⁷⁹ and Rules 7.18(d)(1)(A) and (C),⁸⁰ to maintain the same rule numbers as the NYSE Arca rules with which it conforms.

Other than with respect to the proposed General Definitional Term Changes described above, there are no differences between proposed Rules 7.18(a) and (d)(1)(B) and NYSE Arca Equities Rules 7.18P(a) and (d)(1)(B).

Finally, proposed Rules 7.18(a) and (d)(1)(B) would use the terms and definitions that were added in the Pillar Framework Filing and proposed as new Rules 1.1(aaa) and (bbb), described above. The Exchange also proposes to define the term “UTP regulatory halt” in Rule 1.1(kk).⁸¹ Proposed Rule 1.1(kk) would define the term “UTP Regulatory Halt” to mean a trade suspension, halt, or pause called by the UTP Listing Market⁸² in a UTP Security⁸³ that requires all market centers to halt trading in that security.⁸⁴

⁷⁹ Because NYSE Arca Equities Rules 7.18P(b)-(c) pertain specifically to specific NYSE Arca order types that the Exchange has not yet proposed, the Exchange proposes such sub-sections of proposed Rule 7.18 on a “reserved” basis, until such later time when the Exchange proposes rules regarding order types to be operative on the Pillar platform.

⁸⁰ Since NYSE Arca Equities Rules 7.18(d)(1)(A) and (C) pertain to trading outside of normal business hours, the Exchange proposes such sub-sections of proposed Rule 7.18 on a “reserved” basis. If the Exchange determines to expand its trading hours outside of normal business hours it would propose amendments to Rule 7.18.

⁸¹ The Pillar Framework Filing added Rule 1.1(kk) on a “reserved” basis.

⁸² See, proposed Rule 1.1(jj).

⁸³ See, proposed Rule 1.1(ii).

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act,⁸⁵ in general, and furthers the objectives of Section 6(b)(5) of the Act,⁸⁶ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, 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 by providing for the trading of securities, including UTP Exchange Traded Products, on the Exchange pursuant to UTP, subject to consistent and reasonable standards. Accordingly, the proposed rule change would contribute to the protection of investors and the public interest because it may provide a better trading environment for investors and, generally, encourage greater competition between markets.

The Exchange believes the proposed rule change also supports the principals of Section 11A(a)(1)⁸⁷ of the Act in that it seeks to ensure the economically efficient execution of securities transactions and fair competition among brokers and dealers and among exchange markets. The proposed rule change also supports the principles of Section 12(f) of the Act, which govern the trading of securities pursuant to a grant of unlisted trading privileges consistent with the maintenance of fair and orderly markets, the protection of investors and the public interest, and the impact of extending the

⁸⁴ This proposed definition is identical to the definition of “UTP Regulatory Halt” in NYSE Arca Equities Rule 1.1(kk).

⁸⁵ 15 U.S.C. 78f(b).

⁸⁶ 15 U.S.C. 78f(b)(5).

⁸⁷ 15 U.S.C 78k-1(a)(1).

existing markets for such securities.

The Exchange believes that the proposed rule change is consistent with these principles. By providing for the trading of securities on the Exchange on a UTP basis, the Exchange believes its proposal will lead to the addition of liquidity to the broader market for these securities and to increased competition among the existing group of liquidity providers. The Exchange also believes that, by so doing, the proposed rule change would encourage the additional utilization of, and interaction with, the exchange market, and provide market participants with improved price discovery, increased liquidity, more competitive quotes and greater price improvement for securities traded pursuant to UTP.

The Exchange further believes that enhancing liquidity by trading securities on a UTP basis would help raise investors' confidence in the fairness of the market, generally, and their transactions in particular. As such, the general UTP trading rule would foster cooperation and coordination with persons engaged in facilitating securities transactions, enhance the mechanism of a free and open market, and promote fair and orderly markets in securities on the Exchange.

In addition, the trading criteria set forth in proposed Rule 5.1(a) is intended to protect investors and the public interest. The requirements for trading securities pursuant to UTP, as proposed herein in a single, consolidated Rule 5.1(a), are at least as stringent as those of any other national securities exchange and, specifically, are based on the consolidated rules for trading UTP securities established by other national securities

exchanges.⁸⁸ Consequently, the proposed rule change is consistent with the protection of investors and the public interest. Additionally, the proposal is designed to prevent fraudulent and manipulative acts and practices, as trading pursuant to UTP is subject to existing Exchange trading rules, together with specific requirements for registered market makers, books and record production, surveillance procedures, suitability and prospectus requirements, and requisite the Exchange approvals, all set forth above.

The proposed rule changes accomplish these objectives by enhancing Exchange rules by clarifying that most initial listing standards, as well as certain representations included in Exchange Rule Filings to list an ETP, are considered continued listing standards. Additionally, the ETP rules will also require that issuers of securities listed under proposed Rules 5P and 8P must notify the Exchange regarding instances of non-compliance and to clarify that deficiencies will be subject to the delisting process in proposed Rule 5.5(m). The Exchange believes that these proposed rules will enhance the Exchange's rules, thereby serving to improve the national market system and protect investors and the public interest.

The proposal is also designed to promote just and equitable principles of trade by way of initial and continued listing standards which, if not maintained, will result in the discontinuation of trading in the affected products. These requirements, together with the applicable Exchange trading rules (which apply to the proposed products), ensure that no investor would have an unfair advantage over another respecting the trading of the subject

⁸⁸ See NSX Rule 15.9 and Securities Exchange Act Release No. 57448 (March 6, 2008), 73 FR 13597 (March 13, 2008) (SR-NSX-2008-05); Phlx Rule 803(o) and Securities Exchange Act Release No. 57806 (May 9, 2008), 73 FR 28541 (May 16, 2008) (SR-Phlx2008-34); ISE Rule 2101 and Securities Exchange Act Release No. 57387 (February 27, 2008), 73 FR 11965 (March 5, 2008) (SR-ISE-2007-99).

products. On the contrary, all investors will have the same access to, and use of, information concerning the specific products and trading in the specific products, all to the benefit of public customers and the marketplace as a whole.

The proposal is intended to ensure that investors receive up-to-date information on the value of certain underlying securities and indices in the products in which they invest, and protect investors and the public interest, enabling investors to: (i) respond quickly to market changes through intra-day trading opportunities; (ii) engage in hedging strategies; and (iii) reduce transaction costs for trading a group or index of securities.

Furthermore, the proposal is designed to remove impediments to and perfect the mechanism of a free and open market and a national market system by adopting rules that will lead ultimately to the trading pursuant to UTP of the proposed new products on the Exchange, just as they are currently traded on other exchanges. The proposed changes do nothing more than match Exchange rules with what is currently available on other exchanges. The Exchange believes that by conforming its rules and allowing trading opportunities on the Exchange that are already allowed by rule on another market, the proposal would offer another venue for trading Exchange Traded Products and thereby promote broader competition among exchanges. The Exchange believes that individuals and entities permitted to make markets on the Exchange in the proposed new products should enhance competition within the mechanism of a free and open market and a national market system, and customers and other investors in the national market system should benefit from more depth and liquidity in the market for the proposed new products.

The proposed change is not designed to address any competitive issue, but rather

to adopt new rules that are word-for-word identical to the rules of NYSE Arca (other than with respects to certain non-substantive and technical amendments described above), to support the Exchange's new Pillar trading platform. As discussed in detail above, with this rule filing, the Exchange is not proposing to change its core functionality, but rather to adopt a rule numbering framework and rules based on the rules of NYSE Arca. The Exchange believes that the proposed rule change would promote consistent use of terminology to support the Pillar trading platform on both the Exchange and its affiliate, NYSE Arca, thus making the Exchange's rules easier to navigate.

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. To the contrary, the current variances between the Exchange's rules for the trading pursuant to UTP and the rules of other exchanges limit competition in that there are certain products that the Exchange cannot trade pursuant to UTP, while other exchanges can trade such products. Thus, approval of the proposed rule change will promote competition because it will allow the Exchange to compete with other national securities exchanges for the trading of securities pursuant to UTP.

The Exchange believes that proposed Rules 5P and 8P and the related notification requirements will have no impact on competition. Furthermore, since T&M Staff has provided the same guidance regarding ETP continued listing requirements to all exchanges, the Exchange believes that there will be no effect on competition.

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

No written comments were solicited or received with respect to the proposed rule

change.

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

Within 45 days of the date of publication of this notice in the Federal Register or up to 90 days (i) as the Commission may designate if it finds 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 or disapprove the 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.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-NYSE-2016-44 on the subject line.

Paper comments:

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

All submissions should refer to File Number SR-NYSE-2016-44. 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 website (<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 website viewing and printing 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 the 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-NYSE-2016-44 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁸⁹

Robert W. Errett
Deputy Secretary

⁸⁹ 17 CFR 200.30-3(a)(12).

EXHIBIT 4

Exhibit 4 shows the changes proposed in this Amendment No. 4, with the proposed changes in the original filing, as well as Partial Amendment No. 1 and Partial Amendment No. 2 to the original filing, shown as if adopted. Amendment No. 3 was withdrawn. Proposed additions in this Amendment No. 4 appear underlined; proposed deletions appear in brackets.

* * * * *

Rules of New York Stock Exchange LLC

Pillar Platform Rules (Rules 1P – 13P)

RULE 1P DEFINITIONS

Rule 1.1. Definitions

As used in Exchange rules, unless the context requires otherwise, the terms below will mean the following:

UTP Listing Market

(jj) The term "UTP Listing Market" means the primary listing market for a UTP Security.

UTP Regulatory Halt

(kk) The term "UTP Regulatory Halt" means a trade suspension, halt, or pause called by the UTP Listing Market in a UTP Security that requires all market centers to halt trading in that security.

(aaa) Reserved.

Exchange Traded Product and UTP Exchange Traded Product

(bbb) The term "Exchange Traded Product" means a security that meets the definition of "derivative securities product" in Rule 19b-4(e) under the Securities Exchange Act of

1934 and a "UTP Exchange Traded Product" means an Exchange Traded Product that trades on the Exchange pursuant to unlisted trading privileges.

RULE 5P SECURITIES TRADED

The provisions of this Rule 5P shall apply to the trading pursuant to UTP of Exchange Traded Products on the Exchange. This Rule 5P shall not apply to the listing of Exchange Traded Products on the Exchange.

Rule 5.1

(a) General Provisions and Unlisted Trading Privileges.

(1) Notwithstanding the requirements for listing set forth in these Rules, the Exchange may extend unlisted trading privileges ("UTP") to any security that is an NMS Stock (as defined in Rule 600 of Regulation NMS under the Exchange Act) that is listed on another national securities exchange or with respect to which unlisted trading privileges may otherwise be extended in accordance with Section 12(f) of the Exchange Act. Any such security will be subject to all Exchange trading rules applicable to securities trading on the Pillar trading platform, unless otherwise noted. The Exchange will not list any Exchange Traded Products. Therefore, the provisions of Rules 5P and 8P that permit the listing of Exchange Traded Products will not be effective until the Exchange files a proposed rule change to amend its rules to comply with Rules 10A-3 and 10C-1 under the Exchange Act and to incorporate qualitative listing criteria, and such proposed rule change is approved by the Commission.

(2) UTP Exchange Traded Product. Any UTP security that is a "new derivative securities product" as defined in Rule 19b-4(e) under the Exchange Act (a "UTP Exchange Traded Product") and traded pursuant to Rule 19b-4(e) under the Exchange Act will be subject to the additional following rules:

(A) Form 19b-4(e). The Exchange will file with the Securities and Exchange Commission a Form 19b-4(e) with respect to each UTP Exchange Traded Product within five business days after commencement of trading.

(B) Information Circular. The Exchange will distribute an information circular prior to the commencement of trading in each such UTP Exchange Traded Product that generally includes the same information as is contained in the information circular provided by the listing exchange, including (a) the special risks of trading the new Exchange Traded Product, (b) the Exchange Rules that will apply to the new Exchange Traded Product, including Rules 2090 and 2111, and (c) information about the dissemination of value of the underlying assets or indices.

(C) Product Description.

(i) Prospectus Delivery Requirements. Member organizations are subject to the prospectus delivery requirements under the Securities Act of 1933, unless the UTP Exchange Traded Product is the subject of an order by the Securities and Exchange Commission exempting the product from certain prospectus delivery requirements under Section 24(d) of the Investment Company Act of 1940 and the product is not otherwise subject to prospectus delivery requirements under the Securities Act of 1933.

(ii) Written Description of Terms and Conditions. The Exchange will inform member organizations of the application of the provisions of this subparagraph to UTP Exchange Traded Products by means of an information circular. The Exchange requires that member organizations provide each purchaser of UTP Exchange Traded Products a written description of the terms and characteristics of those securities, in a form approved by the Exchange or prepared by the open-ended management company issuing such securities, not later than the time a confirmation of the first transaction in such securities is delivered to such purchaser. In addition, member organizations will include a written description with any sales material relating to UTP Exchange Traded Products that is provided to customers or the public. Any other written materials provided by a member organization to customers or the public making specific reference to the UTP Exchange Traded Products as an investment vehicle must include a statement substantially in the following form:

"A circular describing the terms and characteristics of [the UTP Exchange Traded Products] has been prepared by the [open-ended management investment company name] and is available from your broker. It is recommended that you obtain and review such circular before purchasing [the UTP Exchange Traded Products]."

A member organization carrying an omnibus account for a non-member organization is required to inform such non-member organization that execution of an order to purchase UTP Exchange Traded Products for such omnibus account will be deemed to constitute an agreement by the non-member organization to make such written description available to its customers on the same terms as are directly applicable to the member organization under this Rule.

(iii) Customer Requests for a Prospectus. Upon request of a customer, a member organization will also provide a prospectus for the particular UTP Exchange Traded Product.

(D) Trading Halts. If a temporary interruption occurs in the calculation or wide dissemination of the intraday indicative value (or similar value) or the value of the underlying index or instrument and the listing market halts trading in the product, the Exchange, upon notification by the listing market of such halt due to such temporary interruption, also will immediately halt trading in that product on the Exchange. If the intraday indicative value (or similar value) or the value of the

underlying index or instrument continues not to be calculated or widely available as of the commencement of trading on the Exchange on the next business day, the Exchange will not commence trading of the product that day. If an interruption in the calculation or wide dissemination of the intraday indicative value (or similar value) or the value of the underlying index or instrument continues, the Exchange may resume trading in the product only if calculation and wide dissemination of the intraday indicative value (or similar value) or the value of the underlying index or instrument resumes or trading in such series resumes in the listing market. The Exchange also will halt trading in a UTP Exchange Traded Product listed on the Exchange for which a net asset value (and in the case of managed fund shares or actively managed Exchange-Traded Funds, a "disclosed portfolio") is disseminated if the Exchange becomes aware that the net asset value or, if applicable, the disclosed portfolio is not being disseminated to all market participants at the same time. The Exchange will maintain the trading halt until such time as the Exchange becomes aware that the net asset value and, if applicable, the disclosed portfolio is available to all market participants. Nothing in this rule will limit the power of the Exchange under the Rules or procedures of the Exchange with respect to the Exchange's ability to suspend trading in any securities if such suspension is necessary for the protection of investors or in the public interest.

- (E) Market Maker Restrictions. The following restrictions will apply to each member organization registered as a market maker on the Exchange in a UTP Exchange Traded Product that derives its value from one or more currencies, commodities, or derivatives based on one or more currencies or commodities, or is based on a basket or index composed of currencies or commodities (collectively, "Reference Assets"):
- (i) The member organization acting as a registered market maker on the Exchange in a UTP Exchange Traded Product must file with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading the underlying physical asset or commodity, related futures or options on futures, or any other related derivatives, which the member organization acting as registered market maker on the Exchange may have or over which it may exercise investment discretion. No member organization acting as a registered market maker on the Exchange in the UTP Exchange Traded Product will trade in the underlying physical asset or commodity, related futures or options on futures, or any other related derivatives, in an account in which a member organization acting as a registered market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.
 - (ii) A market maker on the Exchange will, in a manner prescribed by the Exchange, file with the Exchange and keep current a list identifying any accounts ("Related Instrument Trading Accounts") for which related instruments are traded:
 - (a) in which the market maker holds an interest;

(b) over which it has investment discretion; or

(c) in which it shares in the profits and/or losses.

A market maker on the Exchange may not have an interest in, exercise investment discretion over, or share in the profits and/or losses of a Related Instrument Trading Account that has not been reported to the Exchange as required by this Rule.

(iii) In addition to the existing obligations under Exchange rules regarding the production of books and records, a market maker on the Exchange will, upon request by the Exchange, make available to the Exchange any books, records, or other information pertaining to any Related Instrument Trading Account or to the account of any registered or non-registered employee affiliated with the market maker on the Exchange for which related instruments are traded.

(iv) A market maker on the Exchange will not use any material nonpublic information in connection with trading a related instrument.

(F) Surveillance. The Exchange will enter into comprehensive surveillance sharing agreements with markets that trade components of the index or portfolio on which the UTP Exchange Traded Product is based to the same extent as the listing exchange's rules require the listing exchange to enter into comprehensive surveillance sharing agreements with such markets.

[Supplementary Material:

.01 The Exchange is permitted to trade, pursuant to UTP, any Exchange Traded Product, as described above and below, that (1) was originally listed on another registered national securities exchange ("Other SRO") and continues to be listed on such Other SRO; and (2) satisfies the Exchange's continued listing criteria that are applicable to the product class that would include such Exchange Traded Product. For the purposes of this rule, the term "Exchange Traded Product" will include securities described in Rules 5.2(j)(2) (Equity Linked Notes); 5.2(j)(3) (Investment Company Units); 5.2(j)(4) (Index-Linked Exchangeable Notes); 5.2(j)(6) (Equity Index-Linked Securities, Commodity-Linked Securities, Currency-Linked Securities, Fixed Income Index-Linked Securities, Futures-Linked Securities and Multifactor Index-Linked Securities); 8.100 (Portfolio Depositary Receipts); and Supplementary Material .01 to Rule 8.200 (Trust Issued Receipts).]

(b) Definitions

The following terms used in Rules 5.2 through 5.5 will, unless otherwise indicated, have the meanings herein specified:

- (1) The term "security" means any security as defined in Rule 3(a)(10) under the Securities Exchange Act of 1934.
- (2) The term "equity security" will include any equity security defined as such pursuant to Rule 3a11-1 under the Securities Exchange Act of 1934.
- (3) Reserved.
- (4) The term "listed" and the phrase "listed on the Exchange" mean a security that has been listed on the Exchange pursuant to Section 12(b) of the Securities Act of 1934. Such security will be listed pursuant to a formal application and request for such listing filed by the issuing company.
- (5) The term "beneficial holder" means any person who, directly or indirectly through any contract, arrangement, understanding, relationship, or otherwise has or shares:
 - (i) voting power that includes the power to vote or to direct the voting of, such securities; and/or
 - (ii) investment power that includes the power to dispose, or to direct the disposition of such security.
- (6) The term "public beneficial holder" means a beneficial holder, who, with respect to the issuer, is not a director or officer or member of the immediate family thereof or an affiliate or associate thereof, and whose ownership of an equity security is less than 5% of the total number of shares issued and outstanding.
- (7) Reserved.
- (8) Reserved.
- (9) The term "net worth" means the total assets (excluding the value of goodwill) less total liabilities.
- (10) Reserved.
- (11) The term "publicly held shares" means the total number of shares issued and outstanding exclusive of any shares held by directors, officers, or their immediate families and other concentrated holdings of 5% or more.

- (12) The term "common stock" will include any security of an issuer designated as common stock and any security of an issuer, however designated, which by statute or by its terms, is a common stock (e.g., a security which entitles the holders thereof to vote generally on matters submitted to the issuer's security holders for a vote).
- (13) A "unit investment trust interest" means an interest in a trust consisting of or otherwise based upon the following:
- (i) a portfolio of stocks included in a domestic broad-based stock market index, which is of the type the Securities and Exchange Commission has previously reviewed and approved for index products; and/or
 - (ii) a portfolio of money market instruments or other debt securities that may be listed on the Exchange.
- (14) Equity Linked Notes ("ELNs") are notes that are linked, in whole or in part, to the market performance of a common stock, non-convertible preferred stock or sponsored American Depository Receipts ("ADRs") overlying such equity securities.
- (15) A Unit is a security that represents an interest in a registered investment company ("Investment Company") that could be organized as a unit investment trust, an open-end management investment company, or a similar entity.
- (16) The term "Reporting Authority" in respect of a particular series of Investment Company Units ("Units") means the Exchange, a subsidiary of the Exchange, or an institution or reporting service designated by the Exchange or its subsidiary as the official source for calculating and reporting information relating to such series, including, but not limited to, any current index or portfolio value; the current value of the portfolio of any securities required to be deposited in connection with issuance of Units; the amount of any dividend equivalent payment or cash distribution to holders of Units, net asset value, or other information relating to the issuance, redemption or trading of Units. Nothing in Rule 5.2(j)(3) implies that an institution or reporting service that is the source for calculating and reporting information relating to ICUs must be designated by the Exchange. The term "Reporting Authority" will not refer to an institution or reporting service not so designated.
- (17) Reserved.
- (18) The term Exchange-Traded Funds ("ETFs") include unit investment trusts, portfolio depository receipts and trust issued receipts designed to track the performance of the broad stock or bond market, stock industry sector, and U.S. Treasury and corporate bonds, among other things.
- (19) Reserved.

Rule 5.2

(a)–(i) Reserved

(j) Exchange Traded Products

(1) Reserved.

(2) Equity Linked Notes ("ELNs")

The Exchange may approve for listing and trading ELNs pursuant to Rule 19b-4(e) under the Securities and Exchange Act of 1934. The following listing requirements must be met on an initial and continued listing basis (except that the requirements in Rule 5.2(j)(2)(B)(i)(c)-(d) must only be met on an initial basis):

(A) Issuer Listing Standards.

The issuer of ELNs must be an entity that:

- (i) has assets in excess of \$100 million and stockholders' equity of at least \$10 million;
- (ii) has one of the following: (1) pre-tax income from continuing operations of at least \$750,000 in its last fiscal year, or in two of its last three fiscal years, (2) assets in excess of \$200 million and stockholders' equity of at least \$10 million; or (3) assets in excess of \$100 million and stockholders' equity of at least \$20 million; and
- (iii) has a minimum tangible net worth in excess of \$250 million, and otherwise substantially exceeds the income requirements set forth above in paragraph (A)(ii)(1). In the alternative, the issuer must: (1) have a minimum tangible net worth of \$150 million and to otherwise substantially exceed the income requirements set forth in paragraph (A)(ii)(1), and (2) not have issued such securities where the original issue price of all the issuer's other ELN offerings (combined with ELN offerings of the issuer's affiliates) listed on a national securities exchange exceeds 25% of the issuer's net worth.

(B) ELN Listing Standards.

- (i) The issue must have:
 - (a) a minimum public distribution of one million ELNs (provided, however, that if the ELN is traded in \$1,000 denominations, there is no minimum public distribution);

(b) a minimum of 400 public holders of the ELNs (provided, however, that if the ELN is traded in \$1,000 denominations, or if the ELNs are redeemable at the option of the holders thereof on at least a weekly basis, there is no minimum number of holders);

(c) a minimum market value of \$4 million; and

(d) a minimum term of one year.

(C) Minimum Standards Applicable to the Linked Securities.

(i) Each underlying security must have:

(a) a market capitalization of at least \$3 billion and trading volume in the United States of at least 2.5 million shares in the one-year period preceding the listing of the ELNs; or

(b) a market capitalization of at least \$1.5 billion and trading volume in the United States of at least 10 million shares in the one-year period preceding the listing of the ELNs; or

(c) a market capitalization of at least \$500 million and trading volume in the United States of at least 15 million shares in the one-year period preceding the listing of the ELNs.

(ii) Each issuer of an underlying security to which the ELN is to be linked will be either a Securities Exchange Act of 1934 reporting company or an Investment Company Act of 1940 registered investment company. In either case, any underlying security to which the ELN is to be linked will be listed on a national securities exchange. In addition, if any underlying security to which the ELN is to be linked is the stock of a non-U.S. company which is traded in the U.S. market as sponsored American Depositary Shares ("ADS"), ordinary shares or otherwise, then for each such security, one of the following conditions must be met:

(1) the Exchange has a comprehensive surveillance sharing agreement in place with the primary exchange on which each non-U.S. security is traded (in the case of an ADS, the primary exchange on which the security underlying the ADS is traded);

(2) the combined trading volume of each non-U.S. security (a security issued by a non-U.S. company) and other related non-U.S. securities occurring in the U.S. market or in markets with which the Exchange has in place a comprehensive surveillance sharing agreement represents (on a share equivalent basis for any ADSs) at least 50% of the combined world-wide trading volume in each non-U.S. security, other related non-U.S. securities, and other classes of shares

related to each non-U.S. security over the six month period preceding the date of listing; or

(3) (A) the combined trading volume of each non-U.S. security and other related non-U.S. securities occurring in the U.S. market represents (on a share equivalent basis) at least 20% of the combined world-wide trading volume in each non-U.S. security and in other related non-U.S. securities over the six-month period preceding the date of selection of the non-U.S. security for an ELN listing; (B) the average daily trading volume for each non-U.S. security in the U.S. markets over the six-month period preceding the date of selection of each non-U.S. security for an ELN listing is 100,000 or more shares; and (C) the trading volume for each non-U.S. security in the U.S. market is at least 60,000 shares per day for a majority of the trading days for the six-month period preceding the date of selection of the non-U.S. security for an ELN listing.

(iii) If any underlying security to which the ELN is to be linked is the stock of a non-U.S. company that is traded in the U.S. market as a sponsored ADS, ordinary shares or otherwise, then the minimum number of holders of the underlying security will be 2,000.

(D) Limits on the Number of ELNs Linked to a Particular Security.

(i) The issuance of ELNs relating to any underlying U.S. security may not exceed five percent of the total outstanding shares of such underlying security. In addition, the issuance of ELNs relating to any underlying non-U.S. security represented by ADSs, shares, or otherwise, may not exceed:

(a) two percent of the total shares outstanding worldwide if at least 20 percent of the worldwide trading volume in each non-U.S. security and related non-U.S. security occurs in the U.S. market during the six-month period preceding the date of listing; or

(b) three percent of the total shares outstanding worldwide if at least 50 percent of the worldwide trading volume in each non-U.S. security and related non-U.S. security occurs in the U.S. market during the six-month period preceding the date of listing; and

(c) five percent of the total shares outstanding worldwide if at least 70 percent of the worldwide trading volume in each non-U.S. security and related non-U.S. security occurs in the U.S. market during the six-month period preceding the date of listing.

If any non-U.S. security and related securities has less than 20% of the worldwide trading volume occurring in the U.S. market during the six month period

preceding the date of listing, then the ELN may not be linked to that non-U.S. security.

If an issuer proposes to list ELNs that relate to more than the allowable percentages specified above, then the Exchange, with the concurrence of the staff of the Division of Trading and Markets of the Securities and Exchange Commission, will evaluate the maximum percentage of ELNs that may be issued on a case-by-case basis.

(E) Prior to the commencement of trading of particular ELNs listing pursuant to this Rule, the Exchange will evaluate the nature and complexity of the issue and, if appropriate, distribute a circular to the member organization providing guidance regarding compliance responsibilities (including suitability recommendations and account approval) when handling transactions in ELNs.

(F) ELNs will be treated as equity instruments.

(G) The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of ELNs that do not otherwise meet the standards set forth in this Rule 5.2(j)(2). All statements or representations contained in such rule filing regarding (a) the underlying linked-stock or portfolio, (b) limitations on the underlying linked-stock or portfolio, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If a series of ELNs does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m).

(3) Investment Company Units

The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, units of trading ("Units") that meet the criteria of this Rule. A Unit is a security that represents an interest in a registered investment company ("Investment Company") that could be organized as a unit investment trust, an open-end management investment company, or a similar entity. The term "US Component Stock" will mean an equity security that is registered under Sections 12(b) or 12(g) of the Securities Exchange Act of 1934 or an American Depositary Receipt, the underlying equity security of which is registered under Sections 12(b) or 12(g) of the Securities Exchange Act of 1934. The term "Non-US Component Stock" will mean an equity security that is not registered under Sections 12(b) or 12(g) of the Securities Exchange Act of 1934 and that is issued by an entity that (a) is not organized, domiciled or incorporated in the United States, and (b) is an operating company (including Real Estate Investment Trusts (REITS) and income trusts, but excluding investment trusts, unit trusts, mutual funds, and derivatives).

The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Units that do not

otherwise meet the standards set forth below. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If a series of Units does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m).

(A) *[Original] Unit Listing Standards*

(i) The Investment Company must:

- (a) hold securities (including fixed income securities) comprising, or otherwise based on or representing an interest in, an index or portfolio or securities; or
- (b) hold securities in another registered investment company that holds securities as described in (a) above.

An index or portfolio may be revised as necessary or appropriate to maintain the quality and character of the index or portfolio.

(ii) The Investment Company must issue Units in a specified aggregate number in return for a deposit (the "Deposit") consisting of either:

- (a) a specified number of shares of securities (and, if applicable, a specified portfolio of fixed income securities) that comprise the index or portfolio, or are otherwise based on or represent an investment in securities comprising such index or portfolio, and/or a cash amount; or
- (b) shares of a registered investment company, as described in subsection (A)(i)(a) above, and/or a cash amount.

(iii) Units must be redeemable, directly or indirectly, from the Investment Company for securities (including fixed income securities) and/or cash then comprising the Deposit. Units must pay holders periodic cash payments corresponding to the regular cash dividends or distributions declared with respect to the securities held by the Investment Company, less applicable expenses and charges.

(iv) The minimum number of Units required to be outstanding at the commencement of trading is set forth in Supplementary Material .01 paragraph (d) of this Rule.

(v) The Exchange will obtain a representation from the issuer of each series of Units that the net asset value per share for the series will be calculated daily and will be made available to all market participants at the same time.

- (B) *Underlying Indices and Portfolios.* The Exchange may trade, whether by listing or pursuant to unlisted trading privileges, specified series of Units, with each Series based on a specified index or portfolio of securities. The value of the index or portfolio must be calculated and disseminated to the public at least once per business day; provided that, if the securities representing at least half the value of the index or portfolio are securities of a single country other than the United States, then the value of the index or portfolio may be calculated and disseminated to the public at least once per business day in that country.
- (C) *Form of Certificates.* Units may be either certified or issued in the form of a single global certificate.
- (D) *Limitation of Liability of the Exchange.* Neither the Exchange, the Reporting Authority nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any current index or portfolio value the current value of the portfolio of securities required to be deposited to the open-end management investment company; the amount of any dividend equivalent payment or cash distribution to holders of Units; net asset value; or other information relating to the creation, redemption or trading of Units, resulting from any negligent act or omission by the Exchange, or the Reporting Authority, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, or the Reporting Authority, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reporting of transactions in one or more underlying securities. The Exchange makes no warranty, express or implied, as to results to be obtained by any person or entity from the use of Units or any underlying index or data included therein and the Exchange makes no express or implied warranties, and disclaims all warranties of merchantability or fitness for a particular purpose with respect to Units or any underlying index or data included therein. This limitation of liability will be in addition to any other limitation contained in the Exchange's Bylaws and Rules.

Supplementary Material:

.01 Equity. The Exchange may approve a series of Units for listing and/or trading (including pursuant to unlisted trading privileges) pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934. Units listed pursuant to Rule 19b-4(e) will satisfy the criteria set forth in (a)(A), (B) or (C) and (b), (c) and (f) through (h) below on an initial and continued listing basis, provided further, that the Exchange may not so approve a series of Units that are issued by an open-end management investment company that seeks to provide investment results, before fees and expenses, in an amount that exceeds -300% of

the percentage performance on a given day of a particular domestic equity, international or global equity securities index.

(a) *Eligibility Criteria for Index Components.*

(A) US index or portfolio. [Upon the initial listing of a series of Units pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 on the Exchange, the c] Components of an index or portfolio of US Component Stocks underlying a series of Units listed pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 will meet the following criteria on an initial and continued listing basis:

- (1) Component stocks (excluding Units and securities defined in Section 2 of Rule 8P, collectively, "Exchange Traded Products") that in the aggregate account for at least 90% of the weight of the index or portfolio (excluding such Exchange Traded Products) each will have a minimum market value of at least \$75 million;
- (2) Component stocks (excluding Exchange Traded Products) that in the aggregate account for at least 70% of the weight of the index or portfolio (excluding such Exchange Traded Products) each will have a minimum monthly trading volume of 250,000 shares, or minimum notional volume traded per month of \$25,000,000, averaged over the last six months;
- (3) The most heavily weighted component stock (excluding Exchange Traded Products) will not exceed 30% of the weight of the index or portfolio, and, to the extent applicable, the five most heavily weighted component stocks (excluding Exchange Traded Products) will not exceed 65% of the weight of the index or portfolio;
- (4) The index or portfolio will include a minimum of 13 component stocks; provided, however, that there will be no minimum number of component stocks if (a) one or more series of Units or Portfolio Depositary Receipts (as defined in Section 2 of Rule 8P) constitute, at least in part, components underlying a series of Units, or (b) one or more series of Exchange Traded Products account for 100% of the weight of the index or portfolio; and
- (5) All securities in the index or portfolio will be US Component Stocks listed on a national securities exchange and will be NMS Stocks as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934.

(B) International or global index or portfolio. [Upon the initial listing] Components of an index or portfolio underlying a series of Units listed pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934[, the components of an index or portfolio underlying a series of Units] that consist of either (a) only Non-US Component Stocks or (b) both US Component Stocks and Non-US Component Stocks will meet the following criteria on an initial and continued listing basis:

- (1) Component stocks (excluding Exchange Traded Products) that in the aggregate account for at least 90% of the weight of the index or portfolio (excluding such Exchange Traded Products) each will have a minimum market value of at least \$100 million;
 - (2) Component stocks (excluding Exchange Traded Products) that in the aggregate account for at least 70% of the weight of the index or portfolio (excluding such Exchange Traded Products) each will have a minimum global monthly trading volume of 250,000 shares, or minimum global notional volume traded per month of \$25,000,000, averaged over the last six months;
 - (3) The most heavily weighted component stock (excluding Exchange Traded Products) will not exceed 25% of the weight of the index or portfolio, and, to the extent applicable, the five most heavily weighted component stocks (excluding Exchange Traded Products) will not exceed 60% of the weight of the index or portfolio;
 - (4) The index or portfolio will include a minimum of 20 component stocks; provided, however, that there will be no minimum number of component stocks if (a) one or more series of Units or Portfolio Depositary Receipts constitute, at least in part, components underlying a series of Units, or (b) one or more series of Exchange Traded Products account for 100% of the weight of the index or portfolio; and
 - (5) Each US Component Stock will be listed on a national securities exchange and will be an NMS Stock as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934, and each Non-US Component Stock will be listed and traded on an exchange that has last-sale reporting.
- (C) Index or portfolio approved in connection with options or other derivative securities. [Upon] For the initial and continued listing of a series of Units pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934, the index or portfolio underlying the series of Units will have been reviewed and approved for trading of options, Portfolio Depositary Receipts, Units, Index-Linked Exchangeable Notes or Index-Linked Securities by the Securities and Exchange Commission under Section 19(b)[(2)] of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Securities and Exchange Commission's approval order, including comprehensive surveillance sharing agreements with respect to Non-US Component Stocks and the requirements regarding dissemination of information, continue to be satisfied. [Each] On an initial and continued listing basis, each component stock of the index or portfolio will be either (i) a US Component Stock that is listed on a national securities exchange and is an NMS Stock as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934, or (ii) a Non-US Component Stock that is listed and traded on an exchange that has last-sale reporting.

(b) *Index Methodology and Calculation.*

- (1) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor will erect and maintain a "fire[-]wall" around the personnel who have access to information concerning changes and adjustments to the index and the index will be calculated by a third party who is not a broker-dealer or fund advisor. In addition, any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index or portfolio composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index; and
 - (2) The current index value for Units listed pursuant to (a) Supplementary Material .01(a)(A) above will be widely disseminated by one or more major market data vendors at least every 15 seconds during the Exchange's normal trading hours; (b) Supplementary Material .01(a)(B) above will be widely disseminated by one or more major market data vendors at least every 60 seconds during the Exchange's normal trading hours; or (c) Supplementary Material .01(a)(C) above will be widely disseminated during the Exchange's normal trading hours by one or more major market data vendors at least every 15 seconds with respect to indexes containing only US Component Stocks and at least every 60 seconds with respect to indexes containing Non-US Component Stocks. If the official index value does not change during some or all of the period when trading is occurring on the Exchange (for example, for indexes of Non-US Component Stocks because of time zone differences or holidays in the countries where such indexes' component stocks trade), then the last calculated official index value must remain available throughout the Exchange's normal trading hours.
- (c) *Disseminated Information.* One or more major market data vendors will disseminate for each series of Units listed or traded on the Exchange an estimate, updated at least every 15 seconds during the Exchange's normal trading hours, of the value in U.S. dollars of a share of each series (the "Intraday Indicative Value"). The "Intraday Indicative Value" may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value. The Intraday Indicative Value will be updated at least every 15 seconds during the Exchange's normal trading hours to reflect changes in the exchange rate between the U.S. dollar and the currency in which any component stock is denominated. If the Intraday Indicative Value does not change during some or all of the period when trading is occurring on the Exchange, then the last official calculated Intraday Indicative Value must remain available throughout the Exchange's normal trading hours.
- (d) *Initial Shares Outstanding.* A minimum of 100,000 shares of a series of Units is required to be outstanding at commencement of trading.

- (e) *Hours of Trading.* The hours of trading for series of Units are the Exchange's normal trading hours.
- (f) *Surveillance Procedures.* The Exchange will implement written surveillance procedures for Units.
- (g) *Disclosures.* The provisions of this subparagraph apply only to series of Units that are the subject of an order by the Securities and Exchange Commission exempting such series from certain prospectus delivery requirements under Section 24(d) of the Investment Company Act of 1940 and are not otherwise subject to prospectus delivery requirements under the Securities Act of 1933. The Exchange will inform member organizations regarding application of these provisions of this subparagraph to a particular series of Units by means of an information circular prior to commencement of trading in such series.

The Exchange requires that member organizations provide to all purchasers of a series of Units a written description of the terms and characteristics of those securities, in a form approved by the Exchange or prepared by the open-end management investment company issuing such securities, not later than the time a confirmation of the first transaction in such series is delivered to such purchaser. In addition, member organizations will include such a written description with any sales material relating to a series of Units that is provided to customers or the public. Any other written materials provided by a member organization to customers or the public making specific reference to a series of Units as an investment vehicle must include a statement in substantially the following form: "A circular describing the terms and characteristics of (the series of Units) has been prepared by the (open-end management investment company name) and is available from your broker. It is recommended that you obtain and review such circular before purchasing (the series of Units)."

A member organization carrying an omnibus account for a non-member organization is required to inform such non-member organization that execution of an order to purchase a series of Units for such omnibus account will be deemed to constitute agreement by the non-member organization to make such written description available to its customers on the same terms as are directly applicable to member organizations under this rule.

Upon request of a customer, a member organization will also provide a prospectus for the particular series of Units.

- (h) *Creation and Redemption.* For Units listed pursuant to Supplementary Material .01(a)(B) or (C) above, the statutory prospectus or the application for exemption from provisions of the Investment Company Act of 1940 for the series of Units must state that the series of Units must comply with the federal securities laws in accepting securities for deposits and satisfying redemptions with redemption securities, including that the securities accepted for deposits and the securities used

to satisfy redemption requests are sold in transactions that would be exempt from registration under the Securities Act of 1933.

.02 Fixed Income. Fixed Income Securities are debt securities that are notes, bonds, debentures or evidence of indebtedness that include, but are not limited to, U.S. Department of Treasury securities ("Treasury Securities"), government-sponsored entity securities ("GSE Securities"), municipal securities, trust preferred securities, supranational debt and debt of a foreign country or a subdivision thereof. The Exchange may approve a series of Units based on Fixed Income Securities for listing and pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided such portfolio or index (i) has been reviewed and approved for the trading of options, Units, Portfolio Depository Receipts, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b)(2) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order, continue to be satisfied or (ii) satisfy the following criteria, and provided further, that the Exchange may not so approve a series of Units that are issued by an open-end management investment company that seeks to provide investment results, before fees and expenses, in an amount that exceeds -300% of the percentage performance on a given day of a particular Fixed Income Securities index. Units listed pursuant to Rule 19b-4(e) shall satisfy the criteria set forth in (a) through (c), (f) and (g) below on an initial and continued listing basis.

(a) *Eligibility Criteria for Index Components.* [Upon the initial listing] Components of an index or portfolio underlying a series of Units listed pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 [on the Exchange, the components of an index or portfolio underlying a series of Units] will meet the following criteria on an initial and continued listing basis:

- (1) The index or portfolio must consist of Fixed Income Securities;
- (2) Components that in aggregate account for at least 75% of the weight of the index or portfolio each will have a minimum original principal amount outstanding of \$100 million or more;
- (3) A component may be a convertible security, however, once the convertible security component converts to the underlying equity security, the component is removed from the index or portfolio;
- (4) No component fixed-income security (excluding Treasury Securities and GSE Securities) will represent more than 30% of the weight of the index or portfolio, and the five most heavily weighted component fixed-income securities in the

index or portfolio will not in the aggregate account for more than 65% of the weight of the index or portfolio;

- (5) An underlying index or portfolio (excluding one consisting entirely of exempted securities) must include a minimum of 13 non-affiliated issuers; and
- (6) Component securities that in aggregate account for at least 90% of the weight of the index or portfolio must be either a) from issuers that are required to file reports pursuant to Sections 13 and 15(d) of the Securities Exchange Act of 1934; b) from issuers that have a worldwide market value of its outstanding common equity held by non-affiliates of \$700 million or more; c) from issuers that have outstanding securities that are notes, bonds debentures, or evidence of indebtedness having a total remaining principal amount of at least \$1 billion; d) exempted securities as defined in Section 3(a)(12) of the Securities Exchange Act of 1934; or e) from issuers that are a government of a foreign country or a political subdivision of a foreign country.

(b) *Index Methodology and Calculation.*

- (i) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor will erect and maintain a "fire[]wall" around the personnel who have access to information concerning changes and adjustments to the index;
- (ii) The current index value for Units listed pursuant to Supplementary Material .02(a) above will be widely disseminated by one or more major market data vendors at least once per day and if the index value does not change during some or all of the period when trading is occurring on the Exchange, the last official calculated index value must remain available throughout the Exchange's normal trading hours; and
- (iii) Any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index.

- (c) *Disseminated Information.* One or more major market data vendors will disseminate for each series of Units listed pursuant to Supplementary Material .02(a) above an estimate, updated at least every 15 seconds during the Exchange's normal trading hours, of the value of a share of each series (the "Intraday Indicative Value"). The Intraday Indicative Value may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value. The Intraday Indicative Value may be calculated by the Exchange or by an independent third party throughout the day using prices obtained from independent market data providers or other independent pricing sources such as a broker-dealer or price evaluation

services. If the Intraday Indicative Value does not change during some or all of the period when trading is occurring on the Exchange, then the last official calculated Intraday Indicative Value must remain available throughout the Exchange's normal trading hours.

- (d) *Initial Shares Outstanding.* The provisions of Supplementary Material .01(d) above will apply to series of Units listed pursuant to Supplementary Material .02(a) above.
- (e) *Hours of Trading.* The provisions of Supplementary Material .01(e) above will apply to series of Units listed pursuant to Supplementary Material .02(a) above.
- (f) *Surveillance Procedures.* The provisions of Supplementary Material .01(f) above will apply to series of Units based on Fixed Income Securities that are listed and/or traded pursuant to UTP.
- (g) *Disclosures.* The provisions of Supplementary Material .01(g) above will apply to series of Units based on Fixed Income Securities.

.03 The Exchange may approve a series of Units based on a combination of indexes or an index or portfolio of component securities representing the U.S. or domestic equity market, the international equity market, and the fixed income market for listing and trading pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided (i) such portfolio or combination of indexes have been reviewed and approved for the trading of options, Units, Portfolio Depository Receipts, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b)[(2)] of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order continue to be satisfied or (ii) each index or portfolio of equity and fixed income component securities separately meet either the criteria set forth in Supplementary Material .01(a) or .02(a) above, and provided further, that the Exchange may not so approve a series of Units that is issued by an open-end management investment company that seeks to provide investment results, before fees and expenses, in an amount that exceeds -300% of the percentage performance on a given day of a particular domestic equity, international or global equity securities index or Fixed Income Securities index or a combination thereof. Units listed pursuant to Rule 19b-4(e) shall satisfy the criteria set forth in (a) below and in Supplementary Material .01(c) and (f)-(g) on an initial and continued listing basis.

- (a) *Index Methodology and Calculation*

- (i) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor will erect and maintain a "fire[]wall" around the personnel who have access to information concerning changes and adjustments to the index;
- (ii) The current composite index value for Units listed pursuant to Supplementary Material .01(a) or .02(a) above will be widely disseminated by one or more major market data vendors at least once every 15 seconds during the Exchange's normal trading hours, provided however, that (a) with respect to the Non-US Component Stocks of the combination index, the impact on the index is only required to be updated at least every 60 seconds during the Exchange's normal trading hours, and (b) with respect to the fixed income components of the combination index, the impact on the index is only required to be updated at least once each day; and
- (iii) Any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index.

(b) *Other Applicable Provisions.* The provisions of Supplementary Material .01(c)-(h) will also apply to series of Units based on a combination of indexes or an index or portfolio of component securities representing the U.S. or domestic equity market, the international equity market, and the fixed income market.

.04 The provisions of this Supplementary Material apply only to series of Units that are issued by an open-end management investment company that (i) seeks to provide investment results, before fees and expenses, that correspond to a specific multiple of the percentage performance on a given day of a particular domestic equity, international or global equity securities index or Fixed Income Securities index or a combination thereof ("Multiple Fund Shares") or (ii) seeks to provide investment results, before fees and expenses, that correspond inversely up to -300% of the percentage performance on a given day of a particular domestic equity, international or global equity securities index or Fixed Income Securities index or a combination thereof ("Inverse Fund Shares"). For the initial and continued listing of Multiple Fund Shares and/or Inverse Fund Shares, the following requirements must be adhered to:

- (a) Daily public Web site disclosure of portfolio holdings that will form the basis for the calculation of the net asset value by the issuer of a series of Multiple Fund Shares or Inverse Fund Shares, including, as applicable, the following instruments:
 - (i) The identity and number of shares held of each specific equity security;
 - (ii) The identity and amount held of each specific Fixed Income Security;

(iii) The specific types of financial instruments, including, but not limited to, stock index futures contracts; options on futures contracts; options on securities and indices; equity caps, collars and floors; swap agreements; forward contracts; and repurchase agreements (the "Financial Instruments") and characteristics of such Financial Instruments; and

(iv) Cash equivalents and the amount of cash held in the portfolio.

(b) If the Exchange becomes aware that the net asset value related to a Multiple Fund Share or Inverse Fund Share is not being disseminated to all market participants at the same time or the daily public Web site disclosure of portfolio holdings does not occur, the Exchange will halt trading in such series of Multiple Fund Shares or Inverse Fund Shares, as appropriate. The Exchange may resume trading in such Fund Shares only when the net asset value is disseminated to all market participants at the same time or the daily public Web site disclosure of portfolio holdings occurs, as appropriate.

(4) Index-Linked Exchangeable Notes

Index-linked exchangeable notes which are exchangeable debt securities that are exchangeable at the option of the holder (subject to the requirement that the holder in most circumstances exchange a specified minimum amount of notes), on call by the issuer or at maturity for a cash amount (the "Cash Value Amount") based on the reported market prices of the Underlying Stocks of an Underlying Index will be considered for listing and trading by the Exchange pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934, provided:

(a) Both the issue and the issuer of such security initially meet and continuously maintain the criteria set forth in NYSE Arca Equities Rule 5.2(j)(1) (Other Securities), except that the minimum public distribution will be 150,000 notes with a minimum of 400 public note-holders, except, if traded in thousand dollar denominations no minimum public distribution and no minimum number of holders.

(b) The issue has a minimum term of one year.

(c) On an initial and continued listing basis, [T]the issuer will be expected to have a minimum tangible net worth in excess of \$250,000,000, and to otherwise substantially exceed the earnings requirements set forth in NYSE Arca Equities Rule 5.2(j)(1). In the alternative, the issuer will be expected: (i) to have a minimum tangible net worth of \$150,000,000 and to otherwise substantially exceed the earnings requirements set forth in NYSE Arca Equities Rule 5.2(j)(1); and (ii) not to have issued index-linked exchangeable notes where the original issue price of all the issuer's other index-linked exchangeable note offerings (combined with other index-linked exchangeable note offerings of the issuer's affiliates) listed on a national securities exchange or traded through the facilities of Nasdaq exceeds 25% of the issuer's net worth.

(d) The index to which an exchangeable-note is linked will either be (i) indices that have been created by a third party and been reviewed and have been approved for the trading of options or other derivatives securities (each, a "Third-Party Index") either by the Commission under Section 19(b)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and rules thereunder or by the Exchange under rules adopted pursuant to Rule 19b-4(e); or (ii) indices which the issuer has created and for which the Exchange will have obtained approval from either the Commission pursuant to Section 19(b)(2) and rules thereunder or from the Exchange under rules adopted pursuant to Rule 19b-4(e) (each an "Issuer Index"). The Issuer Indices and their underlying securities must meet one of the following on an initial and continued listing basis:

(i) the procedures and criteria set forth in NYSE Arca Options Rule 5.13(b)-(c); or

(ii) the criteria set forth in subsections (C) and (D) of Rule 5.2(j)(2), the index concentration limits set forth in NYSE Arca Options Rule 5.13(b)(6), and NYSE Arca Options Rule 5.13(b)(12) insofar as it relates to NYSE Arca Options Rule 5.13(b)(6).

(e) Index-linked Exchangeable Notes will be treated as equity instruments.

(f) [Beginning twelve months after the initial issuance of a series of index-linked exchangeable notes,] Continued Listing. [t]The Exchange will maintain surveillance procedures for securities listed under this Rule 5.2(j)(4) and consider the suspension of trading in [or removal from listing of that series of index-linked exchangeable notes], and will initiate delisting proceedings under Rule 5.5(m) of, a series of Index-Linked Exchangeable Notes, under any of the following circumstances:

(i) if, following the initial twelve month period following the initial issuance of a series of index-linked exchangeable notes and commencement of trading on the Exchange, the series has fewer than 50,000 notes issued and outstanding;

(ii) if, following the initial twelve month period following the initial issuance of a series of index-linked exchangeable notes and commencement of trading on the Exchange, the market value of all index-linked exchangeable notes of that series issued and outstanding is less than \$1,000,000; [or]

(iii) if any of the continued listing requirements set forth in this Rule 5.2(j)(4) are not continuously maintained;

(iv) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act to permit the listing and trading of a series of Index-Linked Exchangeable Notes that do not otherwise meet the standards set forth in this Rule 5.2(j)(4) and any of the statements or representations regarding (a) the description of the index, (b) limitations on the index, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(iii) if such other event will occur or such other condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

(g) The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Index-Linked Exchangeable Notes that do not otherwise meet the standards set forth in this Rule 5.2(j)(4). All statements or representations contained in such rule filing regarding (a) the description of the index, (b) limitations on the index, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If a series of Index-Linked Exchangeable Notes does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m).

(5) Equity Gold Shares

(A) The provisions of this Rule 5.2(j)(5) apply only to Equity Gold Shares, that represent units of fractional undivided beneficial interest in and ownership of the Equity Gold Trust. While Equity Gold Shares are not technically Investment Company Units and thus are not covered by Rule 5.2(j)(3), all other rules that reference "Investment Company Units" will also apply to Equity Gold Shares.

(B) Except to the extent that specific provisions in this rule govern, or unless the context otherwise requires, the provisions of all other Rules and policies will be applicable to the trading of Equity Gold Shares on the Exchange.

(C) The provisions set forth in Rule 8.201(g)-(i) will also apply to Equity Gold Shares.

(6) Equity Index-Linked Securities, Commodity-Linked Securities, Currency-Linked Securities, Fixed Income Index-Linked Securities, Futures-Linked Securities and Multifactor Index-Linked Securities

The Exchange will consider listing equity index-linked securities ("Equity Index-Linked Securities"), commodity-linked securities ("Commodity-Linked Securities"), currency-linked securities ("Currency-Linked Securities"), fixed income index-linked securities ("Fixed Income Index-Linked Securities"), futures-linked securities, ("Futures-Linked Securities") and multifactor index-linked securities ("Multifactor Index-Linked Securities" and, together with Equity Index-Linked Securities, Commodity-Linked Securities, Currency-Linked Securities, Fixed Income Index-Linked Securities and Futures-Linked Securities, "Index-Linked Securities") that in each case meet the applicable criteria of this Rule 5.2(j)(6).

The payment at maturity with respect to Equity Index-Linked Securities, Commodity-Linked Securities, Currency-Linked Securities, Fixed Income Index-Linked Securities,

Futures-Linked Securities and Multifactor Index-Linked Securities is based on the performance of:

- (i) in the case of Equity Index-Linked Securities, an underlying index or indexes of equity securities (an "Equity Reference Asset"), or
- (ii) in the case of Commodity-Linked Securities, one or more physical commodities or commodity futures, options or other commodity derivatives or Commodity-Based Trust Shares (as defined in Rule 8.201) or a basket or index of any of the foregoing (a "Commodity Reference Asset"), or
- (iii) in the case of Currency-Linked Securities, one or more currencies, or options or currency futures or other currency derivatives or Currency Trust Shares (as defined in Rule 8.202) or a basket or index of any of the foregoing (a "Currency Reference Asset", or
- (iv) in the case of Fixed Income Index-Linked Securities, one or more indexes or portfolios of notes, bonds, debentures or evidence of indebtedness that include, but are not limited to, U.S. Department of Treasury securities ("Treasury Securities"), government-sponsored entity securities ("GSE Securities"), municipal securities, trust preferred securities, supranational debt and debt of a foreign country or a subdivision thereof or a basket or index of any of the foregoing (a "Fixed Income Reference Asset"), or
- (v) in the case of Futures-Linked Securities, an index of (a) futures on Treasury Securities, GSE Securities, supranational debt and debt of a foreign country or a subdivision thereof, or options or other derivatives on any of the foregoing; [or] (b) interest rate futures or options or derivatives on the foregoing in this subparagraph (b); [or] (c) CBOE Volatility Index (VIX) Futures; or (d) EURO STOXX 50 Volatility Index (VSTOXX) Futures (a "Futures Reference Asset"), or
- (vi) in the case of Multifactor Index-Linked Securities, any combination of two or more Equity Reference Assets, Commodity Reference Assets, Currency Reference Assets, Fixed Income Reference Assets or Futures Reference Assets (a "Multifactor Reference Asset", and together with Equity Reference Asset, Commodity Reference Asset, Currency Reference Asset, Fixed Income Reference Asset and Futures Reference Asset, "Reference Assets"). A Multifactor Reference Asset may include as a component a notional investment in cash or a cash equivalent based on a widely accepted overnight loan interest rate, LIBOR, Prime Rate, or an implied interest rate based on observed market spot and foreign currency forward rates.

Index-Linked Securities may or may not provide for the repayment of the original principal investment amount. The Exchange may submit a rule filing pursuant to Section 19(b)(2) of the Securities Exchange Act of 1934 ("Act") to permit the listing and trading of Index-Linked Securities that do not otherwise meet the standards set forth below. All statements or representations contained in such rule filing regarding (a) the

description of the reference asset, (b) limitations on reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If a series of Index-Linked Securities does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m).

The Exchange will consider for listing and trading pursuant to Rule 19b-4(e) under the Act, Index-Linked Securities provided the following criteria are met:

(A) Requirements Common to All Index-Linked Securities

- (a) Both the issue and the issuer of such security initially meet and continuously maintain the criteria set forth in NYSE Arca Equities Rule 5.2(j)(1) except that: (i) if the Index-Linked Securities are redeemable at the option of the holders thereof on at least a weekly basis, then no minimum number of publicly held trading units, and (ii) a minimum principal amount/market value outstanding of at least \$4 million, and (iii) if the Index-Linked Securities are traded in thousand dollar denominations or are redeemable at the option of the holders thereof on at least a weekly basis, then no minimum number of holders.
- (b) The issue has a minimum term of one (1) year but not greater than thirty (30) years.
- (c) The issue must, on an initial and continued listing basis, be the non-convertible debt of the issuer.
- (d) On an initial and continued listing basis, [T]the payment at maturity may or may not provide for a multiple of the direct or inverse performance of an underlying Reference Asset; however, in no event will a loss or negative payment at maturity be accelerated by a multiple that exceeds three times the performance of an underlying Reference Asset.
- (e) On an initial and continued listing basis, [T]the issuer will be expected to have a minimum tangible net worth of \$250,000,000 (if the Index-Linked Securities are fully and unconditionally guaranteed by an affiliate of the issuer, the Exchange will rely on such affiliate's tangible net worth for purposes of this requirement). In the alternative, the issuer will be expected to have a minimum tangible net worth of \$150,000,000 and the original issue price of the Index-Linked Securities, combined with all of the issuer's other Index-Linked Securities listed on a national securities exchange or otherwise publicly traded in the United States, must not be greater than 25 percent of the issuer's tangible net worth at the time of issuance (if the Index-Linked Securities are fully and unconditionally guaranteed by an affiliate of the issuer, the Exchange will apply the provisions of this paragraph to such affiliate instead of the issuer and will include in its calculation all Index-Linked Securities that are fully and unconditionally guaranteed by such affiliate). Government issuers and supranational entities will be evaluated on a case-by-case basis.

- (f) The issuer is in compliance with Rule 10A-3 under the Act on an initial and continued listing basis.

(B) Requirements Specific to Equity Index-Linked Securities, Commodity-Linked Securities, Currency-Linked Securities, Fixed Income Index-Linked Securities, Futures-Linked Securities and Multifactor Index-Linked Securities.

The issue must meet one of the criteria set forth below.

I. Equity Index-Linked Securities Listing Standards

- (1) The Exchange will consider listing Equity Index-Linked Securities that meet the requirements of this subparagraph (B)(I), where the payment at maturity or earlier redemption is based on an index or indexes of equity securities, securities of closed-end management investment companies registered under the Investment Company Act of 1940 (the "1940 Act") and/or investment company units. The issue must meet the following initial listing criteria:
- (a) Each underlying index is required to have at least ten (10) component securities.
 - (b) The index or indexes to which the security is linked will either (1) have been reviewed and approved for the trading of investment company units or options or other derivatives by the Commission under Section 19(b)(2) of the Act and rules thereunder and the conditions set forth in the Commission's approval order, including comprehensive surveillance sharing agreements for non-U.S. stocks, continue to be satisfied, or (2) the index or indexes meet the following criteria:
 - (i) Each component security has a minimum market value of at least \$75 million, except that for each of the lowest dollar weighted component securities in the index that in the aggregate account for no more than 10% of the dollar weight of the index, the market value can be at least \$50 million;
 - (ii) Component stocks that in the aggregate account for at least 90% of the weight of the index each will have a minimum global monthly trading volume of 1,000,000 shares, or minimum global notional volume traded per month of \$25,000,000, averaged over the last six months;
 - (iii) No underlying component security will represent more than 25% of the dollar weight of the index, and the five highest dollar weighted component securities in the index do not in the aggregate account for more than 50% of the dollar weight of the index (60% for an index consisting of fewer than 25 component securities); and

(iv) 90% of the index's numerical value and at least 80% of the total number of component securities will meet the then current criteria for standardized option trading set forth in NYSE Arca Options Rule 5.3; an index will not be subject to this requirement if (a) no underlying component security represents more than 10% of the dollar weight of the index and (b) the index has a minimum of 20 components; and

(v) All component securities will be either:

(A) Securities (other than foreign country securities and American Depositary Receipts ("ADRs")) that are (x) issued by a 1934 Act reporting company or by an investment company registered under the 1940 Act, which in each case is listed on a national securities exchange, and (y) an "NMS stock" (as defined in Rule 600 of SEC Regulation NMS); or

(B) Foreign country securities or ADRs, provided that foreign country securities or foreign country securities underlying ADRs having their primary trading market outside the United States on foreign trading markets that are not members of the Intermarket Surveillance Group ("ISG") or parties to comprehensive surveillance sharing agreements with the Exchange will not in the aggregate represent more than 50% of the dollar weight of the index, and provided further that:

(i) the securities of any one such market do not represent more than 20% of the dollar weight of the index, and

(ii) the securities of any two such markets do not represent more than 33% of the dollar weight of the index.

(2) Continued Listing Criteria—(a) The Exchange will maintain surveillance procedures for securities listed under this Rule 5.2(j)(6) and may halt trading in such securities and will [commence] initiate delisting [or removal] proceedings pursuant to Rule 5.5(m) (unless the Commission has approved the continued trading of the subject Index-Linked Security), if any of the standards set forth above in paragraphs 1(a) and (b)(2) are not continuously maintained, except that:

(i) the criteria that no single component represent more than 25% of the dollar weight of the index and the five highest dollar weighted components in the index cannot represent more than 50% (or 60% for indexes with less than 25 components) of the dollar weight of the Index, need only be satisfied at the time the Index is rebalanced;

(ii) Component stocks that in the aggregate account for at least 90% of the weight of the index each will have a minimum global monthly trading volume of 500,000 shares, or minimum global notional volume traded per month of \$12,500,000, averaged over the last six months.

- (b) In connection with an Index-Linked Security that is listed pursuant to paragraph (b)(1) above, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) [will commence delisting or removal proceedings] (unless the Commission has approved the continued trading of the subject Index-Linked Security) if an underlying index or indexes fails to satisfy the maintenance standards or conditions for such index or indexes as set forth by the Commission in its order under Section 19(b)(2) of the Act approving the index or indexes for the trading of options or other derivatives.
- (c) The Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) [will commence delisting or removal proceedings] (unless the Commission has approved the continued trading of the subject Index-Linked Security), under any of the following circumstances:
- (i) if the aggregate market value or the principal amount of the Equity Index-Linked Securities publicly held is less than \$400,000;
 - (ii) if the value of the index or composite value of the indexes is no longer calculated or widely disseminated on at least a 15-second basis with respect to indexes containing only securities listed on a national securities exchange, or on at least a 60-second basis with respect to indexes containing foreign country securities, provided, however, that, if the official index value does not change during some or all of the period when trading is occurring on the Exchange (for example, for indexes of foreign country securities, because of time zone differences or holidays in the countries where such indexes' component stocks trade) then the last calculated official index value must remain available throughout the Exchange's normal trading hours; or
 - (iii) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.
- (d) Index Rebalancing—Indexes will be rebalanced at least annually.

II. Commodity-Linked Securities Listing Standards

- (1) The issue must meet the initial listing standard set forth in either (a) or (b) below:
- (a) The Commodity Reference Asset to which the security is linked will have been reviewed and approved for the trading of Commodity-Based Trust Shares or options or other derivatives by the Commission under Section 19(b)(2) of the Act and rules thereunder and the conditions set forth in the Commission's approval order, including with respect to comprehensive surveillance sharing agreements, continue to be satisfied.

- (b) The pricing information for components of a Commodity Reference Asset must be derived from a market which is an ISG member or affiliate or with which the Exchange has a comprehensive surveillance sharing agreement. Notwithstanding the previous sentence, pricing information for gold and silver may be derived from the London Bullion Market Association. A Commodity Reference Asset may include components representing not more than 10% of the dollar weight of such Commodity Reference Asset for which the pricing information is derived from markets that do not meet the requirements of this subparagraph (b); provided, however, that no single component subject to this exception exceeds 7% of the dollar weight of the Commodity Reference Asset.

In addition, the issue must meet both of the following initial listing criteria:

- (i) the value of the Commodity Reference Asset must be calculated and widely disseminated by one or more major market data vendors on at least a 15-second basis during the Exchange's normal trading hours; and
- (ii) in the case of Commodity-Linked Securities that are periodically redeemable, the indicative value of the subject Commodity-Linked Securities must be calculated and widely disseminated by the Exchange or one or more major market data vendors on at least a 15-second basis during the Exchange's normal trading hours.

(2) The issue must meet the following continued listing criteria:

- (a) The Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) [will commence delisting or removal proceedings] if any of the initial listing criteria described above are not continuously maintained.
- (b) The Exchange may also halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) [will also commence delisting or removal proceedings] under any of the following circumstances:
- (i) If the aggregate market value or the principal amount of the Commodity-Linked Securities publicly held is less than \$400,000;
- (ii) The value of the Commodity Reference Asset is no longer calculated or available and a new Commodity Reference Asset is substituted, unless the new Commodity Reference Asset meets the requirements of this Rule 5.2(j)(6); or
- (iii) If such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

III. Currency-Linked Securities Listing Standards

(1) The issue must meet the initial listing standard set forth in either (a) or (b) below:

(a) The Currency Reference Asset to which the security is linked will have been reviewed and approved for the trading of Currency Trust Shares or options or other derivatives by the Commission under Section 19(b)(2) of the Act and rules thereunder and the conditions set forth in the Commission's approval order, including with respect to comprehensive surveillance sharing agreements, continue to be satisfied.

(b) The pricing information for each component of a Currency Reference Asset must be:

(x) the generally accepted spot or forward price (subject to the list of currencies below), applicable to the component of such Currency Reference Asset, for the currency exchange rate in question or

(y) derived from a market which (i) is an ISG member or affiliate or with which the Exchange has a comprehensive surveillance sharing agreement and (ii) is the pricing source for components of a Currency Reference Asset that has previously been approved by the Commission.

If pricing information is based upon the generally accepted forward price, the currency must be one of the following: US Dollar, Euro, Japanese Yen, British Pound Sterling, Swiss Franc, Canadian Dollar, Australian Dollar, Brazilian Real, Chinese Renminbi, Czech Koruna, Danish Krone, Hong Kong Dollar, Hungarian Forint, Indian Rupee, Indonesian Rupiah, Korean Won, Mexican Peso, Norwegian Krone, New Zealand Dollar, Philippine Peso, Polish Zloty, Russian Ruble, Swedish Krona, South African Rand, Singapore Dollar, Taiwan Dollar, Thai Baht, or New Turkish Lira.

A Currency Reference Asset may include components representing not more than 10% of the dollar weight of such Currency Reference Asset for which the pricing information is derived from markets that do not meet the requirements of either (x) or (y) above; provided, however, that no single component subject to this exception exceeds 7% of the dollar weight of the Currency Reference Asset.

Supplementary Material:

.01 In the event a Currency Reference Asset is based upon the forward price and the forward price becomes unavailable due to a holiday, the spot price may be used for calculating the pricing information of the Currency Reference Asset. The pricing information of the Currency Reference Asset on the following business day must be based upon the forward price.

In addition, the issue must meet both of the following initial listing criteria:

- (i) the value of the Currency Reference Asset must be calculated and widely disseminated by one or more market data vendors on at least a 15-second basis during the Exchange's normal trading hours; and
 - (ii) in the case of Currency-Linked Securities that are periodically redeemable, the indicative value of the subject Currency-Linked Securities must be calculated and widely disseminated by the Exchange or one or more major market data vendors on at least a 15-second basis during the Exchange's normal trading hours.
- (2) The issue must meet the following continued listing criteria:
- (a) The Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) [will commence delisting or removal proceedings] if any of the initial listing criteria described above are not continuously maintained.
 - (b) The Exchange may also halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) [will also commence delisting or removal proceedings] under any of the following circumstances:
 - (i) If the aggregate market value or the principal amount of the Currency-Linked Securities publicly held is less than \$400,000;
 - (ii) If the value of the Currency Reference Asset is no longer calculated or available and a new Currency Reference Asset is substituted, unless the new Currency Reference Asset meets the requirements of this Rule 5.2(j)(6); or
 - (iii) If such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

IV. Fixed Income Index-Linked Securities Listing Standards

- (1) The issue must meet initial listing standards set forth in either (a) or (b) below:
- (a) The Fixed Income Reference Asset to which the security is linked will have been reviewed and approved for the trading of options, Investment Company Units, or other derivatives by the Commission under Section 19(b)(2) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order, continue to be satisfied.
 - (b) The issue must meet the following initial listing criteria:
 - (i) Components of the Fixed Income Reference Asset that in the aggregate account for at least 75% of the weight of the Fixed Income Reference Asset

must each have a minimum original principal amount outstanding of \$100 million or more;

- (ii) A component of the Fixed Income Reference Asset may be a convertible security, however, once the convertible security component converts to the underlying equity security, the component is removed from the Fixed Income Reference Asset;
- (iii) No component of the Fixed Income Reference Asset (excluding Treasury Securities and GSE Securities) will represent more than 30% of the dollar weight of the Fixed Income Reference Asset, and the five highest dollar weighted components in the Fixed Income Reference Asset will not in the aggregate account for more than 65% of the dollar weight of the Fixed Income Reference Asset;
- (iv) An underlying Fixed Income Reference Asset (excluding one consisting entirely of exempted securities) must include a minimum of 13 non-affiliated issuers; and
- (v) Component securities that in the aggregate account for at least 90% of the dollar weight of the Fixed Income Reference Asset must be from one of the following: (a) issuers that are required to file reports pursuant to Sections 13 and 15(d) of the Securities Exchange Act of 1934; or (b) issuers that have a worldwide market value of outstanding common equity held by non-affiliates of \$700 million or more; or (c) issuers that have outstanding securities that are notes, bonds, debentures, or evidence of indebtedness having a total remaining principal amount of at least \$1 billion; or (d) exempted securities as defined in Section 3(a)(12) of the Securities Exchange Act of 1934, or (e) issuers that are a government of a foreign country or a political subdivision of a foreign country.

(2) In addition, the value of the Fixed Income Reference Asset must be widely disseminated to the public by one or more major market vendors at least once per business day.

(3) The issue must meet the following continued listing criteria:

- (a) The Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) [will commence delisting or removal proceedings] if any of the initial listing criteria described above are not continuously maintained.
- (b) The Exchange may also halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) under any of the following circumstances [will also commence delisting or removal proceedings]:

- (i) If the aggregate market value or the principal amount of the Fixed Income Index-Linked Securities publicly held is less than \$400,000;
- (ii) The value of the Fixed Income Reference Asset is no longer calculated or available and a new Fixed Income Reference Asset is substituted, unless the new Fixed Income Reference Asset meets the requirements of this Rule 5.2(j)(6); or
- (iii) If such other event will occur or condition exists which in the opinion of the Exchange makes further dealings inadvisable.

V. Futures-Linked Securities Listing Standards

(1) The issue must meet the initial listing standard set forth in either (a) or (b) below:

- (a) The Futures Reference Asset to which the security is linked will have been reviewed and approved for the trading of Futures-Linked Securities or options or other derivatives by the Commission under Section 19(b)(2) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order, including with respect to comprehensive surveillance sharing agreements, continue to be satisfied.
- (b) The pricing information for components of a Futures Reference Asset must be derived from a market which is an ISG member or affiliate or with which the Exchange has a comprehensive surveillance sharing agreement. A Futures Reference Asset may include components representing not more than 10% of the dollar weight of such Futures Reference Asset for which the pricing information is derived from markets that do not meet the requirements of this subparagraph (b); provided, however, that no single component subject to this exception exceeds 7% of the dollar weight of the Futures Reference Asset.

In addition, the issue must meet both of the following initial listing criteria:

- (i) the value of the Futures Reference Asset must be calculated and widely disseminated by one or more major market data vendors on at least a 15-second basis during the Exchange's normal trading hours; and
- (ii) in the case of Futures-Linked Securities that are periodically redeemable, the indicative value of the subject Futures-Linked Securities must be calculated and widely disseminated by the Exchange or one or more major market data vendors on at least a 15-second basis during the Exchange's normal trading hours.

(2) The issue must meet the following continued listing criteria:

- (a) The Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) [will commence delisting or removal proceedings] if any of the initial listing criteria described above are not continuously maintained.
- (b) The Exchange may also halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) [will also commence delisting or removal proceedings] under any of the following circumstances:
 - (i) If the aggregate market value or the principal amount of the Futures-Linked Securities publicly held is less than \$400,000;
 - (ii) The value of the Futures Reference Asset is no longer calculated or available and a new Futures Reference Asset is substituted, unless the new Futures Reference Asset meets the requirements of this Rule 5.2(j)(6); or
 - (iii) If such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

VI. Multifactor Index-Linked Securities Listing Standards

- (1) The issuer must meet the following initial listing standards set forth in either (a) or (b) below:
 - (a) Each component of the Multifactor Reference Asset to which the security is linked will have been reviewed and approved for the trading of either options, Investment Company Units, or other derivatives under Section 19(b)(2) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order continue to be satisfied.
 - (b) Each Reference Asset included in the Multifactor Reference Asset must meet the applicable initial and continued listing criteria set forth in the relevant subsection of this Rule 5.2(j)(6).
- (2) In addition, the issue must meet both of the following initial listing criteria:
 - (a) The value of the Multifactor Reference Asset must be calculated and widely disseminated to the public on at least a 15-second basis during the time the Multifactor Index-Linked Security trades on the Exchange; and
 - (b) In the case of Multifactor Index-Linked Securities that are periodically redeemable, the indicative value of the Multifactor Index-Linked Securities must be calculated and widely disseminated by one or more major market data vendors on at least a 15-second basis during the time the Multifactor Index-Linked Securities trade on the Exchange.

- (3) The Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) under any of the following circumstances [will commence delisting or removal proceedings]:
- (a) If any of the initial listing criteria described above are not continuously maintained;
 - (b) If the aggregate market value or the principal amount of the Multifactor Index-Linked Securities publicly held is less than \$400,000;
 - (c) The value of the Multifactor Reference Asset is no longer calculated or available and a new Multifactor Reference Asset is substituted, unless the new Multifactor Reference Asset meets the requirements of this Rule 5.2(j)(6); or
 - (d) If such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange advisable.

(C) Firewalls

If the value of an Index-Linked Security listed under Rule 5.2(j)(6) is based in whole or in part on an index that is maintained by a broker-dealer, the broker-dealer will erect and maintain a "firewall" around the personnel responsible for the maintenance of such index or who have access to information concerning changes and adjustments to the index, and the index will be calculated by a third party who is not a broker-dealer.

Any advisory committee, supervisory board or similar entity that advises an index licensor or administrator or that makes decisions regarding the index or portfolio composition, methodology and related matters must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material, non-public information regarding the applicable index or portfolio.

(D) Equity Trading Rules

Index-Linked Securities will be subject to the Exchange's equity trading rules.

(E) Trading Halts

If the indicative value or Reference Asset value applicable to a series of Index-Linked Securities is not being disseminated as required, the Exchange may halt trading during the day on which the interruption first occurs. If such interruption 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.

(F) Surveillance Procedures

The Exchange will implement written surveillance procedures for Index-Linked Securities, including adequate comprehensive surveillance sharing agreements with markets trading in non-U.S. components, as applicable.

Supplementary Material:

.01 (a) The member organization acting as a registered market maker on the Exchange in Commodity-Linked Securities, Currency-Linked Securities, Futures-Linked Securities or Multifactor Index-Linked Securities, if applicable, must file with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading in the Index Asset components, the commodities, currencies or futures underlying the Index Asset components, or any derivative instruments based on the Index Asset or based on any Index Asset component or any physical commodity, currency or futures underlying an Index Asset component, which the member organization acting as registered market maker on the Exchange may have or over which it may exercise investment discretion. No member organization acting as registered market maker on the Exchange in the Commodity-Linked Securities, Currency-Linked Securities, Futures-Linked Securities or Multifactor Index-Linked Securities, if applicable, will trade in the Index Asset components, the commodities currencies or futures underlying the Index Asset components, or any derivative instruments based on the Index Asset or based on any Index Asset component or any physical commodity, or futures currency underlying an Index Asset component, in an account in which a member organization acting as a registered market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

(b) In addition to the existing obligations under Exchange rules regarding the production of books and records (See, e.g. Rule 440), the member organization acting as a registered market maker on the Exchange in Commodity-Linked Securities, Currency-Linked Securities, Futures-Linked Securities or Multifactor Index-Linked Securities, if applicable, will make available to the Exchange such books, records or other information pertaining to transactions by such entity or any limited partner, officer or approved person thereof, registered or nonregistered employee affiliated with such entity for its or their own accounts in the Index Asset components, the commodities, currencies or futures underlying the Index Asset components, or any derivative instruments based on the Index Asset or based on any Index Asset component or any physical commodity, currency or futures underlying an Index Asset component, as may be requested by the Exchange.

(7) Trust Certificates

The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, certificates ("Trust Certificates") representing an interest in a special purpose trust (the "Trust") created pursuant to a trust agreement. The Trust will only issue Trust Certificates. Trust Certificates may or may not provide for the repayment of the original principal investment amount. Trust Certificates pay an amount at maturity which is based upon the performance of specified assets as set forth below:

- (i) an underlying index or indexes of equity securities (an "Equity Index Reference Asset"), or
- (ii) instruments that are direct obligations of the issuing company, either exercisable throughout their life (i.e., American style) or exercisable only on their expiration date (i.e., European style), entitling the holder to a cash settlement in U.S. dollars to the extent that the foreign or domestic index has declined below (for put warrant) or increased above (for a call warrant) the pre-stated cash settlement value of the index ("Index Warrants"), or
- (iii) a combination of two or more Equity Index Reference Assets or Index Warrants.

Supplementary Material:

.01 Continued Listing. The Exchange will [commence] maintain surveillance procedures for securities listed under this Rule 5.2(j)(7) and consider the suspension of trading in, and will initiate delisting [or removal] proceedings [with respect to] under Rule 5.5(m) of, an issue of Trust Certificates (unless the Commission has approved the continued trading of such issue), under any of the following circumstances:

- (i) if the aggregate market value or the principal amount of the securities publicly held is less than \$400,000;
- (ii) if the value of the index or composite value of the indexes is no longer calculated or widely disseminated on at least a 15-second basis with respect to indexes containing only securities listed on a national securities exchange, or on at least a 60-second basis with respect to indexes containing foreign country securities, provided, however, that, if the official index value does not change during some or all of the period when trading is occurring on the Exchange (for example, for indexes of foreign country securities, because of time zone differences or holidays in the countries where such indexes' component stocks trade) then the last calculated official index value must remain available throughout the Exchange's normal trading hours; [or]
- (iii) if any of the continued listing requirements set forth in this Rule 5.2(j)(7) are not continuously maintained;

(iv) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act to permit the listing and trading of a series of Trust Certificates and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(iii)v) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

.02 Term—The stated term of the Trust will be as stated in the Trust prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.

.03 Trustee—The following requirements apply on an initial and continued listing basis:

- (i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.
- (ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

.04 Voting—Voting rights will be as set forth in the applicable Trust prospectus.

.05 Surveillance Procedures. The Exchange will implement written surveillance procedures for Trust Certificates.

.06 Equity Trading Rules. The Trust Certificates will be subject to the Exchange's equity trading rules.

.07 Information Circular. Prior to the commencement of trading of a particular Trust Certificates listing pursuant to this Rule, the Exchange will evaluate the nature and complexity of the issue and, if appropriate, distribute a circular to member organizations providing guidance regarding compliance responsibilities (including suitability recommendations and account approval) when handling transactions in Certificates.

.08 Trust Certificates may be exchangeable at the option of the holder into securities that participate in the return of the applicable underlying asset. In the event that the Trust Certificates are

exchangeable at the option of the holder and contains an Index Warrant, then the member organization must ensure that the holder's account is approved for options trading in accordance with the rules of a national securities exchange in order to exercise such rights.

.09 Trust Certificates may pass-through periodic payments of interest and principle of the underlying securities.

.10 Trust Insurance. The Trust payments may be guaranteed pursuant to a financial guaranty insurance policy which may include swap agreements.

.11 Early Termination. The Trust Certificates may be subject to early termination or call features.

.12 The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of Trust Certificates. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If an issue of Trust Certificates does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m).

Rule 5.5

(a)–(g)(1) Reserved

(g)(2). Investment Company Units

(a) Continued Listing Criteria. The Exchange will maintain surveillance procedures for securities listed under Rule 5.2(j)(3) and consider the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) of, a series of Investment Company Units in any of the following circumstances:

- (1) Following the initial twelve-month period beginning upon the commencement of trading of a series of Units, there are fewer than 50 record and/or beneficial holders of Units;

(2) The value of the index or portfolio of securities on which the series is based is no longer calculated or available;

(3) If any of the continued listing requirements set forth in Rule 5.2(j)(3) are not continuously maintained;

(4) If the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act to permit the listing and trading of a series of Units that do not otherwise meet the standards set forth in Rule 5.2(j)(3) and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(5) Such other event occurs or condition exists that, in the opinion of the Exchange, makes further dealings on the Exchange inadvisable.

(b) The Exchange will halt trading in a series of Units if the circuit breaker parameters of Rule 80B have been reached. In exercising its discretion to halt or suspend trading in a series of Units, the Exchange may consider factors such as the extent to which trading in the underlying securities is not occurring or whether other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present, in addition to other factors that may be relevant. The remainder of this paragraph (b) shall apply only when the Exchange is the listing market for a series of Units. If the Intraday Indicative Value (as defined in Supplementary Material .01 to Rule 5.2(j)(3)) or the official index value applicable to that series of Units is not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the Intraday Indicative Value or the official index value occurs. If the interruption to the dissemination of the Intraday Indicative Value or the official index value persists past the trading day in which it occurred, the Exchange will halt trading.

(c) In addition, the Exchange will remove Units from trading and listing (if applicable) upon termination of the issuing Investment Company or upon the termination of listing of the Units on their primary market, if the primary market is not the Exchange.

(h)-(j) Reserved

(j)-1. The Exchange will commence

The Exchange will maintain surveillance procedures for securities listed pursuant to Rule 5.2(j)(2) and will commence delisting or removal proceedings pursuant to Rule 5.5(m) (unless the Commission has approved the continued trading of such issue), under any of the following circumstances:

(i) if the aggregate market value or the principal amount of the securities publicly held is less than \$400,000;

(ii) if any of the continued listing requirements set forth in Rule 5.2(j)(2) are not continuously maintained;

(iii) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act to permit the listing and trading of a series of Equity Linked Notes that do not otherwise meet the standards set forth in Rule 5.2(j)(2) and any of the statements or representations regarding (a) the description of the underlying linked-stock or portfolio, (b) limitations on the underlying linked-stock or portfolio, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(iv) if such other event shall occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

(k)-(l) Reserved

(m). Delisting Procedures

Whenever the Exchange determines that it may be appropriate to either suspend dealings in and/or remove securities from listing pursuant to Rule 5.2, Rule 5.5 or the applicable provisions of Rule 8P, except for reasons specified in subsection (a) of Rule 12d2-2 promulgated under Section 12(d) of the Securities Exchange Act of 1934, as amended ("Exchange Act Rule 12d2-2"), it will follow, insofar as practicable, the following procedures:

(1) Consideration of Commencement of Delisting Action

(a) The Exchange shall notify the issuer in writing describing the basis on which the Exchange is considering the delisting of the company's security. Such notice shall be sent by certified mail and shall include the time and place of a meeting to be held by the Exchange to hear any reasons why the issuer believes its security should not be delisted. Generally, the issuer will be notified at least three (3) weeks prior to the meeting and will be requested to submit a written response.

(b) If, after such meeting, the Exchange determines that the security should be delisted, the Exchange shall notify the issuer in writing (if possible, the same day of the meeting) of the delisting decision and the basis thereof. The written notice will also inform the issuer that it may appeal the decision to the Board of Directors and request a hearing.

(c) Concurrent with the Exchange's decision to delist the issuer's security, the Exchange will prepare a press announcement, which will be disseminated to the market makers and the investing public no later than the opening of trading the business day following the Exchange's decision (NYSE Regulation will also distribute the information to the member organizations). Accordingly, the

suspension of trading in the issuer's security will become effective at the opening of business on the day following the Exchange's decision.

(2) Appeal Procedures

- (a) If the issuer requests an appeal hearing, it must file its request along with (i) a \$2,500 delisting appeal fee and (ii) an answer to the causes specified by the Exchange with the Secretary of the Exchange no later than five (5) business days following service of notice of the proposed delisting. If the issuer does not request a hearing within the specified period of time, or it does not submit the \$2,500 fee to the Exchange in the form and manner prescribed, the Exchange will file an application on Form 25 to the Securities and Exchange Commission to strike the security from the list of companies listed on the Exchange. The Exchange will furnish a copy of such application on Form 25 to the issuer in accordance with Section 12 of the Securities Exchange Act of 1934 and the Rules promulgated thereunder.
- (b) If a request for a hearing is made and the requirements of Rule 5.5(m)(2)(a) are met within the time specified, the issuer will be entitled to an appeal hearing and the Exchange will provide the issuer at least fifteen (15) business days notice of the time and place of the hearing.
- (c) The hearing shall be held before the CFR appointed by the Board of Directors for such purpose. Only those members of the CFR who attend the hearing may vote with respect to any decisions the Committee may make.
- (d) Any documents or other written material the issuer wishes to consider should be submitted to the appropriate office of the Exchange at least five (5) business days prior to the date of the hearing.
- (e) At the hearing, the issuer must prove its case by presenting testimony, evidence, and argument to the CFR. The form and manner in which the actual hearing will be conducted will be established by the CFR so as to assure the orderly conduct of the proceeding. At the hearing, the CFR may require the issuer to furnish additional written information that has come to its attention.
- (f) After the conclusion of the proceeding, the CFR shall make its decision. The decision of the CFR shall be in writing with one copy served upon the issuer and the second copy filed with the Secretary of the Exchange. Such decision shall be final and conclusive. If the decision is that the security should be removed from listing, the Exchange shall follow the procedures set forth below. If the decision is that the security should not be removed from listing, the issuer shall receive a notice to that effect from the Exchange.

(3) Public Notice of Delisting Action

If the final decision is that the security of the issuer is to be removed from listing, then, no fewer than ten (10) days before the delisting becomes effective: (a) an application on Form 25 shall be submitted by the Exchange to the Securities and Exchange Commission to strike the security from listing and registration in accordance with Exchange Act Rule 12d2-2, (b) a copy of such application shall be provided to the issuer in accordance with Exchange Act Rule 12d2-2, and (c) public notice of the Exchange's final determination to delist the security shall be made via a press release and posting on the Exchange's website until the delisting is effective.

RULE 7P EQUITIES TRADING

Section 1. General Provisions

Rule 7.18. Halts

(a) UTP Regulatory Halts. If the UTP Listing Market declares a UTP Regulatory Halt, the Exchange will halt trading in that security until it receives notification from the UTP Listing Market that the halt or suspension is no longer in effect or as provided for in Rules 80B and 80C, provided that, during the Exchange's normal trading hours, the Exchange will halt trading until it receives the first Price Band in that security. If a UTP Regulatory Halt was issued for the purpose of dissemination of material news, the Exchange will assume that adequate publication or dissemination has occurred upon the expiration of one hour after initial publication in a national news dissemination service of the information that gave rise to an UTP Regulatory Halt and may, at its discretion, reopen trading at that time, notwithstanding notification from the UTP Listing Market that the halt or suspension is no longer in effect.

(b) Reserved.

(c) Reserved.

(d) Halts in Exchange Traded Products.

(1) Trading Halts for UTP Exchange Traded Products.

(A) Reserved.

(B) Exchange's Normal Trading Hours. During the Exchange's normal trading hours, if a temporary interruption occurs in the calculation or wide dissemination of the applicable intraday indicative value or value of the underlying index by a major market data vendor and the listing market halts trading in the UTP Exchange Traded Product, the Exchange, upon notification by the primary listing

market of such halt due to such temporary interruption, also shall immediately halt trading in the UTP Exchange Traded Product on the Exchange.

(C) Reserved.

RULE 8P TRADING OF CERTAIN EXCHANGE TRADED PRODUCTS

The provisions of this Rule 8P shall apply to the trading pursuant to UTP of Exchange Traded Products on the Exchange. This Rule 8P shall not apply to the listing of Exchange Traded Products on the Exchange.

Section 1. Currency and Index Warrants

Rule 8.1. General

Rule 8 is applicable only to index warrants and, where stated, to currency warrants and currency index warrants. Except to the extent that specific provisions of Rule 8 govern, or unless the context otherwise requires, the provisions of the Rules and procedures of the Exchange will be applicable to trading of the index warrants, currency warrants and currency index warrants on the Exchange.

Rule 8.2. Definitions

- (a) The term "currency index group" means a group of currencies each of whose inclusion and relative representation in the group is determined by its inclusion and relative representation in a currency index.
- (b) The term "currency index warrant" means a warrant on a currency index group listed pursuant to Rule 8.3.
- (c) The term "currency warrant" means a warrant on a currency index group listed pursuant to Rule 8.3. The term "cross currency" means the relationship between any two non-U.S. currencies.
- (d) The term "foreign currency warrants" will mean instruments that are direct obligations of the issuing company, either exercisable throughout their life (i.e., American style) or exercisable only on their expiration date (i.e., European style), entitling the holder thereof to a cash settlement in U.S. dollars to the extent that the value of the underlying foreign currency has declined below (in the case of a put warrant) or increased above (in the case of a call warrant) the pre-stated cash settlement value of the underlying foreign currency. The term "foreign currency warrants" will also include cross-rate currency warrants.

(e) The term "index warrants" means instruments that are direct obligations of the issuing company, either exercisable throughout their life (i.e., American style) or exercisable only on their expiration date (i.e., European style), entitling the holder to a cash settlement in U.S. dollars to the extent that the index has declined below (for put warrant) or increased above (for a call warrant) the pre-stated cash settlement value of the index. Index warrants may be based on either foreign or domestic indexes.

(f) The term "stock index group" means a group of stocks each of whose inclusion and relative representation in the group is determined by its inclusion and relative representation in a stock index.

(g) The term "stock index warrant" means a warrant on a stock index group listed pursuant to Rule 8.3.

Rule 8.3. Listing of Currency and Index Warrants

(a) [The listing of currency and index warrant issues is considered on a case-by-case basis. Such warrant issues will be evaluated for listing against the following criteria:] The Exchange will submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of Currency and Index Warrants. All statements or representations contained in such rule filing regarding (a) the underlying reference assets, (b) limitations on the underlying reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If a series of currency and index warrants does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m).

(b) Each warrant issue will be evaluated for listing against the following initial and continued listing criteria (except that the minimum term requirement in Rule 8.3(a)(2) must only be met on an initial basis):

(1) Size and Earnings of Warrant Issuer—The warrant issuer will be expected to have a minimum tangible net worth in excess of \$250,000,000 and otherwise to exceed substantially pre-tax income from continued operation of at least \$750,000 in the last fiscal year or two of the last three fiscal years. In the alternative, the warrant issuer will be expected: (A) to have a minimum tangible net worth of \$150,000,000 and otherwise to exceed substantially pre-tax income from continued operation of at least \$750,000 in the last fiscal year or two of the last three fiscal years, and (B) not to have issued warrants where the original issue price of all the issuer's index and currency warrant offerings (combined with index and currency warrant offerings of the issuer's affiliates) listed on a national securities exchange or traded through the facilities of Nasdaq exceeds 25% of the warrant issuer's net worth.

(2) Term—One to five years from date of issuance.

- (3) Distribution/Market Value—(i) Minimum public distribution of 1,000,000 warrants together with a minimum of 400 public holders, and an aggregate market value of \$4,000,000; or (ii) Minimum public distribution of 2,000,000 warrants together with a minimum number of public warrant holders determined on a case by case basis, an aggregate market value of \$12,000,000 and an initial warrant price of \$6.
- (4) Cash Settlement—The warrants will be cash settled in U.S. dollars.
- (5) A.M. Settlement—The terms of stock index warrants for which 25% or more of the value of the underlying index is represented by securities that are traded primarily in the United States must provide that opening prices of the stocks comprising the index will be used to determine (A) the final settlement value (i.e., the settlement value for warrants that are exercised at expiration) and (B) the settlement value for such warrants that are exercised on either of the two business days preceding the day on which the final settlement value is to be determined.
- (6) Automatic Exercise—All currency and index warrants must include in their terms provisions specifying: (A) the time by which all exercise notices must be submitted, and (B) that all unexercised warrants that are in the money will be automatically exercised on their expiration date or on or promptly following the date on which such warrants are delisted by the Exchange (if such warrant issue has not been listed on another organized securities market in the United States.)
- (7) Foreign Country Securities—Foreign Country Securities or American Depository Receipts ("ADRs") thereon that: (A) are not subject to a comprehensive surveillance agreement, and (B) have less than 50% of their global trading volume (in dollar value) within the United States, will not, in the aggregate, represent more than 20% of the weight of the index, unless such index is otherwise approved for warrant or option trading.
- (8) Changes in Number of Warrants Outstanding—The Exchange expects that issuers of stock index warrants either will make arrangements with warrant transfer agents to advise the Exchange immediately of any change in the number of warrants outstanding due to the early exercise of such warrants or will provide this information themselves. With respect to stock index warrants for which 25% or more of the value of the underlying index is represented by securities traded primarily in the United States, such notice will be filed with the Exchange no later than 1:30 p.m. Pacific Time, on the date when the settlement value for such warrants is determined. Such notice will be filed in such form and manner as may be prescribed by the Exchange from time to time.

Rule 8.4. Account Approval

No member organization shall accept an order from a customer to purchase or sell a stock index, currency index or currency warrant unless the customer's account has been approved for options trading pursuant to NYSE Arca Equities Rule 9.18(b).

Rule 8.5. Suitability

The provisions of NYSE Arca Equities Rule 9.18(c) shall apply to recommendations in stock index, currency index and currency warrants and the term "option" as used therein shall be deemed for purposes of this Rule to include such warrants.

Rule 8.6. Discretionary Accounts

Rule 408 shall not apply to customer accounts insofar as a member organization exercises discretion to trade in stock index, currency index and currency warrants, and any such account shall instead be subject to the provisions of NYSE Arca Equities Rule 9.18(e) with respect to such trading. For purposes of this Rule, the term "option" as used in NYSE Arca Equities Rule 9.18(e) shall be deemed to include such warrants.

Rule 8.7. Supervision of Accounts

NYSE Arca Equities Rule 9.18(d) shall apply to all customer accounts of a member organization in which transactions in stock index, currency index or currency warrants are effected. The term "option" as used in NYSE Arca Equities Rule 9.18(d) shall be deemed to include such warrants.

Rule 8.8. Customer Complaints

NYSE Arca Equities Rule 9.18(l) shall apply to all customer complaints received by a member organization regarding stock index, currency index or currency warrants. The term "options" as used in NYSE Arca Equities Rule 9.18(l) shall be deemed to include such warrants.

Rule 8.9. Prior Approval of Certain Communications to Customers

(a) No member organization or person associated with a member organization shall utilize any advertisement, educational material, sales literature or other communication to any customer or member of the public concerning stock index, currency index or currency warrants that:

- (1) contains any untrue statement or omission of a material fact or is otherwise false or misleading;
- (2) contains promises of specific results, exaggerated or unwarranted claims, opinions for which there is no reasonable basis or forecasts of future events that are unwarranted or that are not clearly labeled as forecasts; or
- (3) contains hedge clauses or disclaimers that are not legible, that attempt to disclaim responsibility for the content of such literature or for opinions expressed therein, or that are otherwise inconsistent with such communications.

(b) All advertisements, sales literature and educational material issued by a member organization to any customer or member of the public pertaining to stock index, currency index or currency warrants shall comply with the requirements set forth in the Commentaries to NYSE Arca Equities Rule 9.28. For purposes of this Rule, the term "option" as used in such Commentaries shall be deemed to include such warrants, and the term "The Options Clearing Corporation" as used in such Commentaries shall be deemed to mean the issuer(s) of such warrants.

(c) All advertisements, sales literature (except completed worksheets) and educational materials issued by a member organization to any customer or member of the public pertaining to stock index, currency index or currency warrants shall be approved in advance by a Compliance Registered Options Principal or designee thereof. Copies of such advertisements, literature or materials, together with the names of the persons who prepared them, the names of the persons who approved them and, in the case of sales literature, the source of any recommendations contained therein, shall be retained by the member organization and be kept in an easily accessible place for examination by the Exchange for a period of three years.

(d) In addition to the approval required by subsection (c) of this Rule, every advertisement and all educational material of a member organization pertaining to stock index, currency index and currency warrants shall be submitted to the Exchange at least ten days prior to use (or such shorter time as the Exchange may allow in particular instances) for approval and, if changed or expressly disapproved by the Exchange, shall be withheld from circulation until any changes specified by the Exchange have been made or, in the event of disapproval, until such material has been resubmitted for, and has received, Exchange approval. The requirements of this paragraph shall not be applicable to:

- (1) advertisements or educational material submitted to another self-regulatory organization having comparable standards pertaining to such advertising or educational material; or
- (2) advertisements in which the only reference to stock index, currency index or currency warrants is contained in a listing of services of a member organization.

(e) Definitions. For purposes of this Rule 8.9, the following definitions shall apply:

- (1) The term "advertisement" shall include any sales material that reaches a mass audience through public media such as newspapers, periodicals, magazines, radio, television, telephone recordings, motion pictures, audio or video devices, telecommunications devices, billboards, signs or through written sales communications to customers or the public.
- (2) The term "educational material" shall include any explanatory material distributed or made generally available to customers or the public that is limited to information

describing the general nature of the stock index, currency index or currency warrant markets or one or more strategies.

- (3) The term "sales literature" shall include any written communication (not defined as an "advertisement" or as "educational material") distributed or made generally available to customers or the public that contains any analysis, performance report, projection or recommendation with respect to stock index, currency index or currency warrants, underlying indexes or market conditions, any standard forms of worksheets, or any seminar text that pertains to stock index, currency index or currency warrants and that is communicated to customers or the public at seminars, lectures or similar events.

Rule 8.10. Position Limits

(a) Except with prior written approval of the Exchange in each instance, no member organization shall effect for any account in which such member organization has an interest or for the account of any partner, officer, director or employee thereof or for the account of any customer, a purchase or sale transaction (whether on the Exchange or on or through the facilities of, or otherwise subject to the rules of, another national securities exchange or national securities association) in a stock index warrant if the member organization has reason to believe that as a result of such transaction the member organization or partner, officer, director or employee thereof or customer would, acting alone or in concert with others, directly or indirectly, control an aggregate position in an index warrant issue, or in all warrants issued on the same stock index group, on the same side of the market, in excess of the following position limits:

- (1) As to index warrants overlying the same index with an initial offering price of \$10 or less, 15 million warrants; and
- (2) For stock index warrants with an initial issue price greater than ten dollars, positions in these warrants must be aggregated with positions in stock index warrants on the same index priced initially at or below ten dollars by dividing the original offering price of the index warrant price above ten dollars by ten and multiplying this number by the size of the index warrant position. For example, if an investor held 100,000 stock index warrants priced initially at \$20 per warrant, the size of this position for position limit purposes would be 200,000 or 100,000 times 20/10.

(b) Whenever the Exchange determines that a person or group of persons acting in concert holds or controls an aggregate position (whether long or short) in stock index warrants in excess of the applicable position limits established pursuant to paragraph (a) of this Rule 8.10, it may direct all member organizations carrying a position in stock index warrants for such person or persons to liquidate such position, as expeditiously as possible consistent with the maintenance of an orderly market, to the extent necessary to assure that such person or persons are in compliance with applicable position limits. Whenever such a directive is issued by the Exchange, no member organization receiving

notice thereof shall accept any order to purchase or sell any stock index warrants based on the same stock index for the account of the person or persons named in such directive, unless in each instance the Exchange provides its express approval therefor, or until such directive is rescinded.

Supplementary Material:

.01 The Exchange will not approve any transaction or the carrying of any positions which would exceed the limits established pursuant to this Rule, except in highly unusual circumstances. Requests for such approval must be accompanied by a detailed statement of the facts justifying an exception to such position limits.

.02 The Exchange may establish higher position limits for transactions by member organizations registered as market makers on the Exchange than those applicable with respect to other accounts. Whenever a member organization registered as a market maker on the Exchange reasonably anticipates that he or she may exceed such position limits in the performance of his or her functions as a member organization registered as a market maker on the Exchange, he or she must consult with and obtain the prior approval of the regulatory staff.

Rule 8.11. Exercise Limits

Except with the prior approval of the Exchange in each instance, no member organization shall exercise, for any account in which such member organization has an interest, or for the account of any partner, officer, director or employee thereof, or, for the account of any customer, a long position in any stock index warrant dealt in on the Exchange if as a result thereof such member organization or partner, officer, director or employee thereof or customer, acting alone or in concert with others, directly or indirectly, has or will have exercised within any five (5) consecutive business days aggregate long positions in the number of stock index warrants set forth in Rule 8.10. The Exchange may from time to time institute other limitations concerning the exercise of stock index warrants. All such exercise limitations are separate and distinct from any other exercise limitations imposed by the issuers of index warrants.

Rule 8.12. Trading Halts or Suspensions

[Trading on the Exchange in any currency and index warrant will be halted or suspended whenever trading in underlying securities whose weighted value represents more than 20%, in the case of a broad based index, and 10% for all other indices, of the index value is halted or is suspended. Trading in a currency or index warrant will also be halted whenever the Exchange deems such action appropriate in the interests of a fair and orderly market or to protect investors. Among the factors that may be considered by the Exchange are the following] The Exchange will maintain surveillance procedures for

currency and index warrants listed under Rule 8.3 and will consider the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) of, a series of currency or index warrants under any of the following circumstances:

- (i) whenever trading in underlying securities whose weighted value represents more than 20%, in the case of a broad based index, and 10% for all other indices, of the index value is halted or is suspended;
- (ii) all trading has been halted or suspended in the market that is the primary market for a plurality of the underlying stocks;
- (iii) the current calculation of the index derived from the current market prices of the stocks is not available; [or]
- (iv) if any of the continued listing requirements set forth in Rule 8.3 are not continuously maintained;
- (v) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of Currency or Index Warrants and any of the statements or representations regarding (a) the description of the underlying reference asset, (b) limitations on the underlying reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
- (iii)vi) other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market and the protection of investors are present.

Trading in currency or index warrants that have been the subject of a halt or suspension by the Exchange may resume if the Exchange determines that the conditions which led to the halt or suspension are no longer present, or that the interests of a fair and orderly market are best served by a resumption of trading.

Rule 8.13. Reporting of Warrant Positions

(a) Each member organization shall file with the Exchange a report with respect to each account in which the member organization has an interest, each account of a partner, officer, director, or employee of such member organization and each customer account, that has established an aggregate position (whether long or short) of 100,000 warrants covering the same underlying index, currency or currency index, combining for purposes of this Rule: (1) long positions in put warrants and short positions in call warrants, and (2) short positions in put warrants with long positions in call warrants. The report shall be in such form as may be prescribed by the Exchange and shall be filed no later than the close of business on the next day following the day on which the transaction or transactions requiring the filing of such report occurred. Whenever a report shall be required to be filed with respect to an account pursuant to this Rule, the member organization filing the report shall file with the Exchange such additional periodic reports

with respect to such account as the Exchange may from time to time prescribe. In computing reportable positions, warrants on a stock index shall not be aggregated with: (1) warrants on any other stock index, (2) options on any stock index or (3) options or warrants on any stock or group of stocks included in such index.

(b) In addition to the reports required by subsection (a) of this Rule, each member organization shall report promptly to the Exchange any instance in which such member organization has reason to believe that a person, acting alone or in concert with others, has exceeded or is attempting to exceed the position limits prescribed in Rule 8.10 or the exercise limits prescribed in Rule 8.11.

(c) All reports required by this Rule shall be filed with the Exchange in such manner and form as prescribed by the Exchange.

Section 2. Portfolio Depositary Receipts

Rule 8.100. Portfolio Depositary Receipts

(a) Definitions.

(1) *Portfolio Depositary Receipt*. The term "Portfolio Depositary Receipt" means a security:

(a) that is based on a unit investment trust ("Trust") that holds the securities that comprise an index or portfolio underlying a series of Portfolio Depositary Receipts;

(b) that is issued by the Trust in a specified aggregate minimum number in return for a "Portfolio Deposit" consisting of specified numbers of shares of stock and/or a cash amount, a specified portfolio of fixed income securities and/or a cash amount and/or a combination of the above;

(c) that, when aggregated in the same specified minimum number, may be redeemed from the Trust which will pay to the redeeming holder the stock and/or cash, fixed income securities and/or cash and/or a combination thereof then comprising the "Portfolio Deposit"; and

(d) that pays holders a periodic cash payment corresponding to the regular cash dividends or distributions declared with respect to the component securities of the securities index or portfolio of securities underlying the Portfolio Depositary Receipts, less certain expenses and other charges as set forth in the Trust prospectus.

(2) *Reporting Authority*. The term "Reporting Authority" in respect of a particular series of Portfolio Depositary Receipts means the Exchange, an institution (including the Trustee for a series of Portfolio Depositary Receipts), or a reporting service designated by the Exchange or by the exchange that lists a particular series of Portfolio Depositary Receipts (if the Exchange is trading such series pursuant to

unlisted trading privileges) as the official source for calculating and reporting information relating to such series, including, but not limited to, any current index or portfolio value; the current value of the portfolio of securities required to be deposited to the Trust in connection with the issuance of Portfolio Depositary Receipts; the amount of any dividend equivalent payment or cash distribution to holders of Portfolio Depositary Receipts, net asset value, or other information relating to the creation, redemption or trading of Portfolio Depositary Receipts.

(3) US Component Stock. The term "US Component Stock" will mean an equity security that is registered under Sections 12(b) or 12(g) of the Securities Exchange Act of 1934 or an American Depositary Receipt, the underlying equity security of which is registered under Sections 12(b) or 12(g) of the Securities Exchange Act of 1934.

(4) Non-US Component Stock. The term "Non-US Component Stock" will mean an equity security that is not registered under Sections 12(b) or 12(g) of the Securities Exchange Act of 1934 and that is issued by an entity that (a) is not organized, domiciled or incorporated in the United States, and (b) is an operating company (including Real Estate Investment Trusts (REITS) and income trusts, but excluding investment trusts, unit trusts, mutual funds, and derivatives).

(b) *Applicability.* This Rule is applicable only to Portfolio Depositary Receipts. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the Bylaws and all other Rules and policies of the Board of Directors are applicable to the trading on the Exchange of such securities. Portfolio Depositary Receipts are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

(c) *Disclosures.* The provisions of this subparagraph apply only to series of Portfolio Depositary Receipts that are the subject of an order by the Securities and Exchange Commission exempting such series from certain prospectus delivery requirements under Section 24(d) of the Investment Company Act of 1940 and are not otherwise subject to prospectus delivery requirements under the Securities Act of 1933. The Exchange will inform member organizations regarding application of these provisions of this subparagraph to a particular series of Portfolio Depositary Receipts by means of an information circular prior to commencement of trading in such series.

A member organization will provide to all purchasers of a series of Portfolio Depositary Receipts a written description of the terms and characteristics of such securities, in a form approved by the Exchange, or prepared by the unit investment trust issuing such securities, not later than the time a confirmation of the first transaction in such series is delivered to such purchaser. In addition, member organizations will include such a written description with any sales material relating to a series of Portfolio Depositary Receipts that is provided to customers or the public. Any other written materials provided by a member organization to customers or the public making specific reference to a series of Portfolio Depositary Receipts as an investment vehicle must include a statement in

substantially the following form: "A circular describing the terms and characteristics of [the series of Portfolio Depositary Receipts] is available from your broker. It is recommended that you obtain and review such circular before purchasing [the series of Portfolio Depositary Receipts]. In addition, upon request you may obtain from your broker a prospectus for [the series of Portfolio Depositary Receipts]."

A member organization carrying an omnibus account for a non-member organization broker-dealer is required to inform such non-member organization that execution of an order to purchase a series of Portfolio Depositary Receipts for such omnibus account will be deemed to constitute agreement by the non-member organization to make such written description available to its customers on the same terms as are directly applicable to member organizations under this Rule.

Upon request of a customer, a member organization will also provide a prospectus for the particular series of Portfolio Depositary Receipts.

(d) *Designation of an Index or Portfolio.* The trading of Portfolio Depositary Receipts based on one or more stock indexes or securities portfolios, whether by listing or pursuant to unlisted trading privileges, will be considered on a case-by-case basis. The Portfolio Depositary Receipts based on each particular stock index or portfolio will be designated as a separate series and will be identified by a unique symbol. The stocks that are included in an index or portfolio on which Portfolio Depositary Receipts are based will be selected by the Exchange or by such other person as will have a proprietary interest in and authorized use of such index or portfolio, and may be revised from time to time as may be deemed necessary or appropriate to maintain the quality and character of the index or portfolio.

(e) The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of Portfolio Depositary Receipts that do not otherwise meet the standards set forth in this rule. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

([e]f) *Initial and Continued Listing and/or Trading.* A Trust upon which a series of Portfolio Depositary Receipts is based will be traded on the Exchange, whether by listing or pursuant to unlisted trading privileges, subject to the following criteria:

(1) Initial Listing

- (i) The minimum number of Portfolio Depositary Receipts required to be outstanding at commencement of trading is set forth in Supplementary Material .01 paragraph (d) of this Rule.

- (ii) The Exchange will obtain a representation from the issuer of each series of Portfolio Depositary Receipts that the net asset value per share for the series will be calculated daily and will be made available to all market participants at the same time.

(2) Continued Listing

- (i) The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting [(if applicable)] proceedings under Rule 5.5(m) of, a Trust upon which a series of Portfolio Depositary Receipts is based under any of the following circumstances:

(A) if any of the continued listing requirements set forth in this Rule 8.100 are not continuously maintained;

(B) if the Exchange files separate proposals under 19(b) of the Securities Exchange Act of 1934 and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained;

~~(A)C~~ if, following the initial twelve month period after the formation of a Trust and commencement of trading on the Exchange, the Trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Portfolio Depositary Receipts [for 30 or more consecutive trading days];

~~(B)D~~ if the value of the index or portfolio of securities on which the Trust is based is no longer calculated or available; or

~~(C)E~~ if such other event will occur or condition exists which in the opinion of the Exchange, makes further dealings on the Exchange inadvisable.

- (ii) The Exchange will halt trading in a series of Portfolio Depositary Receipts if the circuit breaker parameters of Rule 80B have been reached. In exercising its discretion to halt or suspend trading in a series of Portfolio Depositary Receipts, the Exchange may consider factors such as the extent to which trading in the underlying securities is not occurring or whether other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present, in addition to other factors that may be relevant. The remainder of this paragraph (ii) will apply only when the Exchange is the listing market for a series of Portfolio Depositary Receipts. If the Intraday Indicative Value (as defined in Supplementary Material .01 to Rule 8.100) or the official index value applicable to that series of Portfolio Depositary Receipts is not being disseminated as required, the Exchange may halt trading during the day in which the interruption

to the dissemination of the Intraday Indicative Value or the index value occurs. If the interruption to the dissemination of the Intraday Indicative Value or the official 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. Procedures for trading halts in connection with an interruption in the calculation or dissemination of the Intraday Indicative Value or the official index value for Portfolio Depository Receipts traded pursuant to unlisted trading privileges are set forth in Rule 7.18.

- (iii) Upon termination of a Trust, the Exchange requires that Portfolio Depository Receipts issued in connection with such Trust be removed from Exchange listing or have their unlisted trading privileges terminated. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of securities in the Trust falls below a specified amount.
- (3) Term—The stated term of the Trust will be as stated in the Trust prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.
- (4) Trustee—The trustee must on an initial and continued listing basis be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.
- (5) Voting—Voting rights will be as set forth in the Trust prospectus. The trustee of a Trust may have the right to vote all of the voting securities of such Trust.

Supplementary Material:

.01 Equity. The Exchange may approve a series of Portfolio Depository Receipts for listing and/or trading (including pursuant to unlisted trading privileges) pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934. Portfolio Depository Receipts listed pursuant to Rule 19b-4(e) will satisfy the criteria set forth in (a)(A), (B) or (C) and (b) through (g) below.

(a) *Eligibility Criteria for Index Components.*

- (A) US index or portfolio. [Upon the initial listing of a series of Portfolio Depository Receipts pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 on the Exchange, the c]Component[s] stocks of an index or portfolio of US Component Stocks underlying a series of Portfolio Depository Receipts listed pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 will meet the following criteria on an initial and continued listing basis:

- (1) Component stocks that in the aggregate account for at least 90% of the weight of the index or portfolio each will have a minimum market value of at least \$75 million;
 - (2) Component stocks that in the aggregate account for at least 90% of the weight of the index or portfolio each will have a minimum monthly trading volume during each of the last six months of at least 250,000 shares;
 - (3) The most heavily weighted component stock will not exceed 25% of the weight of the index or portfolio, and the five most heavily weighted component stocks will not exceed 65% of the weight of the index or portfolio;
 - (4) The index or portfolio will include a minimum of 13 component stocks; and
 - (5) All securities in the index or portfolio will be US Component Stocks listed on a national securities exchange and will be NMS Stocks as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934.
- (B) International or global index or portfolio. [Upon the initial listing of a series of Portfolio Depositary Receipts pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934, the c]Component[s] stocks of an index or portfolio underlying a series of Portfolio Depositary Receipts listed pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 that consist of either (a) only Non-US Component Stocks or (b) both US Component Stocks and Non-US Component Stocks will meet the following criteria on an initial and continued listing basis:
- (1) Component stocks that in the aggregate account for at least 90% of the weight of the index or portfolio each will have a minimum market value of at least \$100 million;
 - (2) Component stocks that in the aggregate account for at least 90% of the weight of the index or portfolio each will have a minimum worldwide monthly trading volume during each of the last six months of at least 250,000 shares;
 - (3) The most heavily weighted component stock will not exceed 25% of the weight of the index or portfolio, and the five most heavily weighted component stocks will not exceed 60% of the weight of the index or portfolio;
 - (4) The index or portfolio will include a minimum of 20 component stocks; and
 - (5) Each US Component Stock will be listed on a national securities exchange and will be an NMS Stock as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934, and each Non-US Component Stock will be listed and traded on an exchange that has last-sale reporting.

(C) Index or portfolio approved in connection with options or other derivative securities. [Upon] For the initial and continued listing of a series of Portfolio Depositary Receipts pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934, the index or portfolio underlying a series of Portfolio Depositary Receipts will have been reviewed and approved for trading of options, Portfolio Depositary Receipts, Investment Company Units, Index-Linked Exchangeable Notes or Index-Linked Securities by the Securities and Exchange Commission under Section 19(b)(2) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Securities and Exchange Commission's approval order, including comprehensive surveillance sharing agreements with respect to Non-US Component Stocks and the requirements regarding dissemination of information, must continue to be satisfied. On an initial and continued listing basis, [E]ach component stock of the index or portfolio will be either (i) a US Component Stock that is listed on a national securities exchange and is an NMS Stock as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934 or (ii) a Non-US Component Stock that is listed and traded on an exchange that has last-sale reporting.

(b) *Index Methodology and Calculation.* All requirements set forth in this paragraph must be satisfied on an initial and continued listing basis.

(1) The index underlying a series of Portfolio Depositary Receipts will be calculated based on either the market capitalization, modified market capitalization, price, equal-dollar or modified equal-dollar weighting methodology;

(2) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor will erect and maintain a "fire[-]wall" around the personnel who have access to information concerning changes and adjustments to the index and the index will be calculated by a third party who is not a broker-dealer or fund advisor. In addition, any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index or portfolio composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index;

(3) The current index value for Portfolio Depositary Receipts listed pursuant to (a) Supplementary Material .01(a)(A) above will be widely disseminated by one or more major market data vendors at least every 15 seconds during the Exchange's normal trading hours; (b) Supplementary Material .01(a)(B) above will be widely disseminated by one or more major market data vendors at least every 60 seconds during the Exchange's normal trading hours; or (c) Supplementary Material .01(a)(C) above will be widely disseminated during the Exchange's normal trading hours by one or more major market data vendors at least every 15 seconds with respect to indexes containing only US Component Stocks and at least every 60 seconds with respect to indexes containing Non-US Component Stocks. If the official index value does not change during some or all of the period when trading

is occurring on the Exchange (for example, for indexes of Non-US Component Stocks because of time zone differences or holidays in the countries where such indexes' component stocks trade), then the last official calculated index value must remain available throughout the Exchange's trading hours.

- (c) *Disseminated Information.* One or more major market data vendors will disseminate for each series of Portfolio Depositary Receipts listed or traded on the Exchange an estimate, updated at least every 15 seconds, during the Exchange's normal trading hours of the value in U.S. dollars of a share of each series (the "Intraday Indicative Value"). The Intraday Indicative Value may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value. The Intraday Indicative Value will be updated at least every 15 seconds during the Exchange's normal trading hours to reflect changes in the exchange rate between the U.S. dollar and the currency in which any component stock is denominated. If the Intraday Indicative Value does not change during some or all of the period when trading is occurring on the Exchange, then the last official calculated Intraday Indicative Value must remain available throughout the Exchange's trading hours. All requirements set forth in this paragraph must be satisfied on an initial and continued listing basis.
- (d) *Initial Shares Outstanding.* A minimum of 100,000 shares of a series of Portfolio Depositary Receipts is required to be outstanding at commencement of trading.
- (e) *Hours of Trading.* The hours of trading for series of Portfolio Depositary Receipts are the Exchange's normal trading hours.
- (f) *Surveillance Procedures.* The Exchange will implement written surveillance procedures for Portfolio Depositary Receipts.
- (g) *Creation and Redemption.* For Portfolio Depositary Receipts listed pursuant to Supplementary Material .01(a)(B) or (C) above, the statutory prospectus or the application for exemption from provisions of the Investment Company Act of 1940 for the series of Portfolio Depositary Receipts must state that the Trust must comply with the federal securities laws in accepting securities for deposits and satisfying redemptions with redemption securities, including that the securities accepted for deposits and the securities used to satisfy redemption requests are sold in transactions that would be exempt from registration under the Securities Act of 1933.

.02 Fixed Income. Fixed Income Securities are debt securities that are notes, bonds, debentures or evidence of indebtedness that include, but are not limited to, U.S. Department of Treasury securities ("Treasury Securities"), government-sponsored entity securities ("GSE Securities"), municipal securities, trust preferred securities, supranational debt and debt of a foreign country or a subdivision

thereof. The Exchange may approve a series of Portfolio Depository Receipts based on Fixed Income Securities for listing and pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided such portfolio or index (i) has been reviewed and approved for the trading of options, Investment Company Units, Portfolio Depository Receipts, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b)[(2)] of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order, continue to be satisfied or (ii) the following criteria is satisfied.

(a) *Eligibility Criteria for Index Components.* [Upon the initial listing of a series of Portfolio Depository Receipts pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 on the Exchange, the c]Components of an index or portfolio underlying a series of Portfolio Depository Receipts listed pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 will meet the following criteria on an initial and continued listing basis:

- (1) The index or portfolio must consist of Fixed Income Securities;
- (2) Components that in aggregate account for at least 75% of the weight of the index or portfolio each will have a minimum original principal amount outstanding of \$100 million or more;
- (3) A component may be a convertible security, however, once the convertible security component converts to the underlying equity security, the component is removed from the index or portfolio;
- (4) No component fixed-income security (excluding Treasury Securities and GSE Securities) will represent more than 30% of the weight of the index or portfolio, and the five most heavily weighted component fixed-income securities in the index or portfolio will not in the aggregate account for more than 65% of the weight of the index or portfolio;
- (5) An underlying index or portfolio (excluding one consisting entirely of exempted securities) must include a minimum of 13 non-affiliated issuers; and
- (6) Component securities that in aggregate account for at least 90% of the weight of the index or portfolio must be either a) from issuers that are required to file reports pursuant to Sections 13 and 15(d) of the Securities Exchange Act of 1934; b) from issuers that have a worldwide market value of its outstanding common equity held by non-affiliates of \$700 million or more; c) from issuers that have outstanding securities that are notes, bonds debentures, or evidence of indebtedness having a total remaining principal amount of at least \$1 billion; d) exempted securities as defined in Section 3(a)(12) of the Securities Exchange Act

- of 1934; or e) from issuers that are a government of a foreign country or a political subdivision of a foreign country.
- (b) *Index Methodology and Calculation.* All requirements set forth in this paragraph must be satisfied on an initial and continued listing basis.
- (i) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor will erect and maintain a "fire[]wall" around the personnel who have access to information concerning changes and adjustments to the index;
- (ii) The current index value for Portfolio Depositary Receipts listed pursuant to Supplementary Material .02(a) above will be widely disseminated by one or more major market data vendors at least once per day and if the index value does not change during some or all of the period when trading is occurring on the Exchange, the last official calculated index value must remain available throughout the Exchange's trading hours; and
- (iii) Any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index.
- (c) *Disseminated Information.* One or more major market data vendors will disseminate for each series of Portfolio Depositary Receipts listed pursuant to Supplementary Material .02(a) above an estimate, updated at least every 15 seconds during the Exchange's normal trading hours, of the value of a share of each series (the "Intraday Indicative Value"). The Intraday Indicative Value may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value. The Intraday Indicative Value may be calculated by the Exchange or by an independent third party throughout the day using prices obtained from independent market data providers or other independent pricing sources such as a broker-dealer or price evaluation services. If the Intraday Indicative Value does not change during some or all of the period when trading is occurring on the Exchange, then the last official calculated Intraday Indicative Value must remain available throughout the Exchange's trading hours. All requirements set forth in this paragraph must be satisfied by the issuer on an initial and continued listing basis.
- (d) *Initial Shares Outstanding.* The provisions of Supplementary Material .01(d) above will apply to series of Portfolio Depositary Receipts listed pursuant to Supplementary Material .02(a) above.
- (e) *Hours of Trading.* The provisions of Supplementary Material .01(e) above will apply to series of Portfolio Depositary Receipts listed pursuant to Supplementary Material .02(a) above.

(f) *Surveillance Procedures.* The provisions of Supplementary Material .01(f) above will apply to series of Portfolio Depository Receipts based on Fixed Income Securities that are listed and/or traded pursuant to UTP.

.03The Exchange may approve a series of Portfolio Depository Receipts based on a combination of indexes or an index or portfolio of component securities representing the U.S. or domestic equity market, the international equity market, and the fixed income market for listing and trading pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided (i) such portfolio or combination of indexes have been reviewed and approved for the trading of options, Investment Company Units, Portfolio Depository Receipts, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b)[(2)] of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order continue to be satisfied or (ii) each index or portfolio of equity and fixed income component securities separately meet either the criteria set forth in Supplementary Material .01(a) or .02(a) above.

(a) *Index Methodology and Calculation.* All requirements set forth in this paragraph must be satisfied on an initial and continued listing basis.

- (i) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor will erect and maintain a "fire[]wall" around the personnel who have access to information concerning changes and adjustments to the index;
- (ii) The current composite index value for Portfolio Depository Receipts listed pursuant to Supplementary Material .01(a) or .02(a) above will be widely disseminated by one or more major market data vendors at least once every 15 seconds during the Exchange's normal trading hours, provided however, that (a) with respect to the Non-US Component Stocks of the combination index, the impact on the index is only required to be updated at least every 60 seconds during the Exchange's normal trading hours, and (b) with respect to the fixed income components of the combination index, the impact on the index is only required to be updated at least once each day; and
- (iii) Any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index.

(b) *Other Applicable Provisions.* The provisions of Supplementary Material .01(c)-(g) will also apply to series of Portfolio Depository Receipts based on a combination of indexes or an index or portfolio of component securities representing the U.S. or

domestic equity market, the international equity market, and the fixed income market.

Rule 8.100(f). Limitation of Liability of the Exchange

Neither the Exchange, the Reporting Authority nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any current index or portfolio value, the current value of the portfolio of securities required to be deposited to the Trust; the amount of any dividend equivalent payment or cash distribution to holders of Portfolio Depositary Receipts; net asset value; or other information relating to the creation, redemption or trading of Portfolio Depositary Receipts, resulting from any negligent act or omission by the Exchange, or the Reporting Authority, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, or the Reporting Authority, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reporting of transactions in one or more underlying securities. The Exchange makes no warranty, express or implied, as to results to be obtained by any person or entity from the use of Portfolio Depositary Receipts or any underlying index or data included therein and the Exchange makes no express or implied warranties, and disclaims all warranties of merchantability or fitness for a particular purpose with respect to Portfolio Depositary Receipts or any underlying index or data included therein. This limitation of liability will be in addition to any other limitation contained in the Exchange's Bylaws and Rules.

Rule 8.100(g). Reserved.

Rule 8.200. Trust Issued Receipts

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Trust Issued Receipts that meet the criteria of this Rule. The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Trust Issued Receipts that do not meet the standards set forth in Supplementary Material .01 to this Rule 8.200. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If an issue of Trust Certificates does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m).

(b) *Definitions.* A Trust Issued Receipt is a security (1) that is issued by a trust ("Trust") which holds specific securities deposited with the Trust; (2) that, when aggregated in some specified minimum number, may be surrendered to the Trust by the beneficial

owner to receive the securities; and (3) that pay beneficial owners dividends and other distributions on the deposited securities, if any are declared and paid to the trustee ("Trustee") by an issuer of the deposited securities.

(c) *Designation.* The Exchange may trade, whether by listing or pursuant to unlisted trading privileges, Trust Issued Receipts based on one or more securities. The Trust Issued Receipts based on particular securities will be designated as a separate series and will be identified by a unique symbol. The securities that are included in a series of Trust Issued Receipts will be selected by the Exchange or by such other person as will have a proprietary interest in such Trust Issued Receipts.

(d) *Initial and Continued Listing and/or Trading.* Trust Issued Receipts will be traded on the Exchange subject to application of the following criteria:

(1) *Commencement of Trading*—For each Trust, the Exchange will establish a minimum number of Trust Issued Receipts required to be outstanding at the time of commencement of trading on the Exchange.

(2) *Continued Trading*—The Exchange will consider the suspension of trading in or termination of unlisted trading privileges for, and will initiate delisting proceedings under Rule 5.5(m) of, a Trust upon which a series of Trust issued Receipts is based under any of the following circumstances:

(A) if, [F]following the initial twelve month period following formation of a Trust and commencement of trading on the Exchange, the [Exchange will consider the suspension of trading in or removal from listing of or termination of unlisted trading privileges for a Trust upon which a series of Trust Issued Receipts is based under any of the following circumstances:]

[(A) if the] Trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Trust Issued Receipts [for 30 or more consecutive trading days];

(B) if, following the initial twelve month period following formation of a Trust and commencement of trading on the Exchange, the Trust has fewer than 50,000 receipts issued and outstanding;

(C) if, following the initial twelve month period following formation of a Trust and commencement of trading on the Exchange, the market value of all receipts issued and outstanding is less than \$1,000,000; [or]

(D) if any of the continued listing requirements set forth in this Rule 8.200 are not continuously maintained;

(E) if the Exchange files separate proposals under 19(b) of the Securities Exchange Act of 1934 and any of the statements or representations regarding (a) the

description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

([D]E) if any other event will occur or condition exists which, in the opinion of the Exchange, makes further dealings on the Exchange inadvisable.

Upon termination of a Trust, the Exchange requires that Trust Issued Receipts issued in connection with such trust be removed from listing or have their unlisted trading privileges terminated. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of securities in the Trust falls below a specified amount.

(3) Term—The stated term of the Trust will be as stated in the Trust prospectus; however, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.

(4) Trustee—The trustee must on an initial and continued listing basis be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, as qualified trust company or banking institution must be appointed co-trustee.

(5) Voting—Voting rights will be as set forth in the Trust prospectus.

(e) *Member Organizations.* Member Organizations will provide to all purchasers of newly issued Trust Issued Receipts a prospectus for the series of Trust Issued Receipts.

(f) *Applicability.* This Rule is applicable only to Trust Issued Receipts. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the Bylaws and all other rules and procedures of the Board of Directors will be applicable to the trading on the Exchange of such securities. Trust Issued Receipts are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

Supplementary Material:

.01 The Exchange may approve trust issued receipts for trading, whether by listing or pursuant to unlisted trading privileges, pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934, provided that the following criteria (other than clause (f) which need only be satisfied on an initial listing basis) are satisfied on an initial and continued listing basis [are satisfied]:

(a) each security underlying the trust issued receipt must be registered under Section 12 of the Exchange Act;

- (b) each security underlying the trust issued receipt must have a minimum public float of at least \$150 million;
- (c) each security underlying the trust issued receipt must be listed on a national securities exchange or traded through the facilities of Nasdaq as a reported national market system security;
- (d) each security underlying the trust issued receipt must have an average daily trading volume of at least 100,000 shares during the preceding sixty-day trading period;
- (e) each security underlying the trust issued receipt must have an average daily dollar value of shares traded during the preceding sixty-day trading period of at least \$1 million; and
- (f) the most heavily weighted security in the trust issued receipt cannot initially represent more than 20% of the overall value of the trust issued receipt.

.02

- (a) The provisions of this Supplementary Material apply only to Trust Issued Receipts that invest in "Investment Shares" or "Financial Instruments" as defined below. Rules that reference Trust Issued Receipts will also apply to Trust Issued Receipts investing in Investment Shares or "Financial Instruments" .
- (b) **Definitions.** The following terms as used in this Supplementary Material will, unless the context otherwise requires, have the meanings herein specified:
 - (1) *Investment Shares.* The term "Investment Shares" means a security (a) that is issued by a trust, partnership, commodity pool or other similar entity that invests in any combination of futures contracts, options on futures contracts, forward contracts, commodities, swaps or high credit quality short-term fixed income securities or other securities; and (b) issued and redeemed daily at net asset value in amounts correlating to the number of receipts created and redeemed in a specified aggregate minimum number.
 - (2) *Futures Contract.* The term "futures contract" is commonly known as a "contract of sale of a commodity for future delivery" set forth in Section 2(a) of the Commodity Exchange Act.
 - (3) *Forward Contract.* A forward contract is a contract between two parties to purchase and sell a specific quantity of a commodity at a specified price with delivery and settlement at a future date. Forwards are traded over-the-counter ("OTC") and not listed on a futures exchange.
 - (4) *Financial Instruments.* The term "Financial Instruments" means any combination of investments, including cash; securities; options on securities and indices;

futures contracts; options on futures contracts; forward contracts; equity caps, collars and floors; and swap agreements.

- (c) **Designation.** The Exchange may list and trade Trust Issued Receipts investing in Investment Shares or Financial Instruments. Each issue of a Trust Issued Receipt based on a particular Investment Share will be designated as a separate series and will be identified by a unique symbol.
- (d) **Initial and Continued Listing.** Trust Issued Receipts based on Investment Shares or Financial Instruments will be listed and traded on the Exchange subject to application of the following criteria:
- (1) Initial Listing — The Exchange will establish a minimum number of receipts required to be outstanding at the time of commencement of trading on the Exchange.
 - (2) Continued Listing — The Exchange will maintain surveillance procedures for securities listed under this rule and will consider [removing from listing] the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) of, Trust Issued Receipts based on an Investment Share or Financial Instruments under any of the following circumstances:
 - (i) if following the initial twelve month period following the commencement of trading of the shares, (A) the Issuer has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Trust Issued Receipts [for 30 or more consecutive trading days]; (B) if the Issuer has fewer than 50,000 securities or shares issued and outstanding; or (C) if the market value of all securities or shares issued and outstanding is less than \$1,000,000;
 - (ii) if the value of an underlying index or portfolio is no longer calculated or available on at least a 15-second delayed basis or the Exchange stops providing a hyperlink on its website to any such asset or investment value;
 - (iii) if the Indicative Value is no longer made available on at least a 15-second delayed basis; [or]
 - (iv) if any of the continued listing requirements set forth in this Rule 8.200 are not continuously maintained;
 - (v) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Trust Issued Receipts based on separate Investment Shares or Financial Instruments and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or

portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

([i]vi) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

Upon termination of the Trust, the Exchange requires that Trust Issued Receipts issued in connection with such Trust be removed from Exchange listing. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of the Trust falls below a specified amount.

(3) Term — The stated term of the Trust will be as stated in the prospectus. However, such entity may be terminated under such earlier circumstances as may be specified in the Trust prospectus.

(4) Trustee — The following requirements apply on an initial and continued listing basis:

(i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) Voting — Voting rights will be as set forth in the applicable Trust prospectus.

(e) **Market Maker Accounts.**

(1) The member organization acting as a registered market maker on the Exchange in Trust Issued Receipts must file, with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading the underlying physical asset or commodity, related futures or options on futures, or any other related derivatives, which the member organization acting as registered market maker on the Exchange may have or over which it may exercise investment discretion. No member organization acting as registered market maker on the Exchange in the Trust Issued Receipts will trade in the underlying physical asset or commodity, related futures or options on futures, or any other related derivatives, in an account in which a member organization acting as a registered market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

(2) In addition to the existing obligations under Exchange rules regarding the production of books and records (See, e.g. Rule 440), the member organization acting as a registered market maker on the Exchange in Trust Issued Receipts will make available to the Exchange such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts in the underlying physical asset or commodity, related futures or options on futures, or any other related derivatives, as may be requested by the Exchange.

(f) **Limitation of Exchange Liability.** Neither the Exchange nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying asset or commodity value, the current value of the underlying asset or commodity if required to be deposited to the Trust in connection with issuance of Trust Issued Receipts; net asset value; or other information relating to the purchase, redemption or trading of Trust Issued Receipts, resulting from any negligent act or omission by the Exchange or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in an underlying asset or commodity.

(g) The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before listing and trading Trust Issued Receipts based on separate Investment Shares or Financial Instruments. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Rule 8.201. Commodity-Based Trust Shares

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Commodity-Based Trust Shares that meet the criteria of this Rule.

(b) *Applicability.* This Rule is applicable only to Commodity-Based Trust Shares. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the trust issued receipts rules, Bylaws, and all other rules and procedures of the Board of Directors will be applicable to the trading on the Exchange of such securities. Commodity-Based Trust Shares are included within the definition of

"security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

(c) *Definitions.* The following terms as used in the Rules will, unless the context otherwise requires, have the meaning herein specified:

(1) *Commodity-Based Trust Shares.* The term "Commodity-Based Trust Shares" means a security (a) that is issued by a trust ("Trust") that holds a specified commodity deposited with the Trust; (b) that is issued by such Trust in a specified aggregate minimum number in return for a deposit of a quantity of the underlying commodity; and (c) that, when aggregated in the same specified minimum number, may be redeemed at a holder's request by such Trust which will deliver to the redeeming holder the quantity of the underlying commodity.

(2) *Commodity.* The term "commodity" is defined in Section 1(a)(4) of the Commodity Exchange Act.

(d) *Designation of an Underlying Commodity.* The Exchange may trade, either by listing or pursuant to unlisted trading privileges, Commodity-Based Trust Shares based on an underlying commodity. Each issue of a Commodity-Based Trust Share will be designated as a separate series and will be identified by a unique symbol.

(e) *Initial and Continued Listing.* Commodity-Based Trust Shares will be listed and traded on the Exchange subject to application of the following criteria:

(1) *Initial Listing*—the Exchange will establish a minimum number of Commodity-Based Trust Shares required to be outstanding at the time of commencement of trading on the Exchange.

(2) *Continued Listing*—The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) of, such series under any of the following circumstances:

(i) if, following the initial [12] twelve month period following commencement of trading on the Exchange of Commodity-Based Trust Shares, the [Exchange will consider the suspension of trading in or removal from listing of such series under any of the following circumstances:]

[(i) if the] Trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Commodity-Based Trust Shares [for 30 or more consecutive trading days]; [or]

(ii) if, following the initial twelve month period following commencement of trading on the Exchange of Commodity-Based Trust Shares, the Trust has fewer than 50,000 receipts issued and outstanding; [or]

- (iii) if, following the initial twelve month period following commencement of trading on the Exchange of Commodity-Based Trust Shares, the market value of all receipts issued and outstanding is less than \$1,000,000; [or]
- (iv) if the value of the underlying commodity is no longer calculated or available on at least a 15-second delayed basis from a source unaffiliated with the sponsor, Trust, custodian or the Exchange or the Exchange stops providing a hyperlink on its Web site to any such unaffiliated commodity value;
- (v) if the Indicative Trust Value is no longer made available on at least a 15-second delayed basis; [or]
- (vi) if any of the continued listing requirements set forth in this Rule 8.201 are not continuously maintained;
- (vii) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Commodity-Based Trust Shares and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
- (viii) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

Upon termination of a Trust, the Exchange requires that Commodity-Based Trust Shares issued in connection with such entity Trust be removed from Exchange listing. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of the Trust falls below a specified amount.

- (3) *Term*—The stated term of the Trust will be as stated in the Trust prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.
- (4) *Trustee*—The following requirements apply on an initial and continued listing basis:
 - (i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.
 - (ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) *Voting*—Voting rights will be as set forth in the applicable Trust prospectus.

(f) *Limitation of Exchange Liability.* Neither the Exchange nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying commodity value, the current value of the underlying commodity required to be deposited to the Trust in connection with issuance of Commodity-Based Trust Shares; resulting from any negligent act or omission by the Exchange, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange, its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in an underlying commodity.

(g) *Market Maker Accounts.* A member organization acting as a registered market maker on the Exchange in Commodity-Based Trust Shares with no exposure to a non-U.S. currency or currencies, must file with the Exchange in a manner prescribed by the Exchange and keep current a list identifying all accounts for trading in an underlying commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives, which the market maker on the Exchange may have or over which it may exercise investment discretion. A member organization acting as a registered market maker on the Exchange in Commodity-Based Trust Shares with exposure to one or more non-U.S. currencies (“Underlying FX”) also must file with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading in Underlying FX and derivatives overlying Underlying FX which the market maker on the Exchange may have or over which it may exercise investment discretion, as well as a list of all commodity and commodity-related accounts referenced above. No market maker on the Exchange in Commodity-Based Trust Shares shall trade in a commodity, Underlying FX or any related derivative in an account that the market maker on the Exchange (1) directly or indirectly controls trading activities or has a direct interest in the profits or losses thereof, (2) is required by this rule to disclose to the Exchange, and (3) has not reported to the Exchange. [No market maker on the Exchange will trade in an underlying commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives, in an account in which a market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.]

In addition to the existing obligations under Exchange rules regarding the production of books and records, the member organization acting as a market maker on the Exchange in Commodity-Based Trust Shares will make available to the Exchange such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts for trading the underlying physical commodity, related commodity futures or options on commodity futures, applicable Underlying FX, or any other related commodity or applicable Underlying FX derivatives, as may be requested by the Exchange.

Supplementary Material:

.01 A Commodity-Based Trust Share is a Trust Issued Receipt that holds a specified commodity deposited with the Trust.

.02 The Exchange requires that member organizations provide all purchasers of newly issued Commodity-Based Trust Shares a prospectus for the series of Commodity-Based Trust Shares.

.03 Transactions in Commodity-Based Trust Shares will occur during the Exchange's normal trading hours.

.04 The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before trading, either by listing or pursuant to unlisted trading privileges, Commodity-Based Trust Shares. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Rule 8.202. Currency Trust Shares

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Currency Trust Shares that meet the criteria of this Rule.

(b) Applicability. This Rule is applicable only to Currency Trust Shares. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the trust issued receipts rules, Bylaws, and all other rules and procedures of the Board of Directors will be applicable to the trading on the Exchange of such securities. Currency Trust Shares are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

(c) Currency Trust Shares. The term "Currency Trust Shares" as used in the Rules will, unless the context otherwise requires, mean a security that (a) is issued by a trust ("Trust") that holds a specified non-U.S. currency or currencies deposited with the Trust; (b) when aggregated in some specified minimum number may be surrendered to the Trust by an Authorized Participant (as defined in the Trust's prospectus) to receive the specified non-U.S. currency or currencies; and (c) pays beneficial owners interest and other distributions on the deposited non-U.S. currency or currencies, if any, declared and paid by the Trust.

(d) Designation of Non-U.S. Currency. The Exchange may trade, either by listing or pursuant to unlisted trading privileges, Currency Trust Shares that hold a specified non-

U.S. currency or currencies. Each issue of Currency Trust Shares will be designated as a separate series and will be identified by a unique symbol.

(e) Initial and Continued Listing. Currency Trust Shares will be listed and traded on the Exchange subject to application of the following criteria:

(1) *Initial Listing* --the Exchange will establish a minimum number of Currency Trust Shares required to be outstanding at the time of commencement of trading on the Exchange.

(2) *Continued Listing* – The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) of, such series under any of the following circumstances:

(i) if, following the initial 12 month period following commencement of trading on the Exchange of Currency Trust Shares, the [Exchange will consider the suspension of trading in or removal from listing of such series under any of the following circumstances:]

[i] if the] Trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Currency Trust Shares [for 30 or more consecutive trading days]; [or]

(ii) if, following the initial 12 month period following commencement of trading on the Exchange of Currency Trust Shares, the Trust has fewer than 50,000 Currency Trust Shares issued and outstanding; [or]

(iii) if, following the initial 12 month period following commencement of trading on the Exchange of Currency Trust Shares, the market value of all Currency Trust Shares issued and outstanding is less than \$1,000,000; [or]

(iv) if the value of the applicable non-U.S. currency is no longer calculated or available on at least a 15-second delayed basis from a source unaffiliated with the sponsor, Trust, custodian or the Exchange or the Exchange stops providing a hyperlink on its Web site to any such unaffiliated applicable non-U.S. currency value;

(v) if the Indicative Trust Value is no longer made available on at least a 15-second delayed basis; [or]

(vi) if any of the continued listing requirements set forth in this Rule 8.202 are not continuously maintained;

(vii) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Currency Trust Shares and any of the statements or representations regarding (a) the description of the

portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(viii) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

Upon termination of a Trust, the Exchange requires that Currency Trust Shares issued in connection with such entity Trust be removed from Exchange listing. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of the Trust falls below a specified amount.

(3) *Term* --The stated term of the Trust will be as stated in the Trust prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.

(4) *Trustee* --The following requirements apply on an initial and continued listing basis:

(i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) *Voting* --Voting rights will be as set forth in the applicable Trust prospectus.

(f) *Limitation of Exchange Liability.* Neither the Exchange nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any applicable non-U.S. currency value; the current value of the applicable non-U.S. currency required to be deposited to the Trust in connection with issuance of Currency Trust Shares; net asset value; or any other information relating to the purchase, redemption, or trading of the Currency Trust Shares, resulting from any negligent act or omission by the Exchange, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange, its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in an applicable non-U.S. currency.

(g) *Market Maker Accounts.* A member organization acting as a registered market maker on the Exchange in Currency Trust Shares must file with the Exchange in a manner prescribed by the Exchange and keep current a list identifying all accounts for trading in the applicable non-U.S. currency, options, futures or options on futures on such currency,

or any other derivatives based on such currency, which the market maker on the Exchange may have or over which it may exercise investment discretion. No market maker on the Exchange will trade in the applicable non-U.S. currency, options, futures or options on futures on such currency, or any other derivatives based on such currency, in an account in which a market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

In addition to the existing obligations under Exchange rules regarding the production of books and records, the member organization acting as a market maker on the Exchange in Currency Trust Shares will make available to the Exchange such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts for trading the applicable non-U.S. currency, options, futures or options on futures on such currency, or any other derivatives based on such currency, as may be requested by the Exchange.

(h) The Exchange may submit a rule filing pursuant to Section 19(b)[(2)] of the Securities Exchange Act of 1934 ("Act") to permit the listing and trading of Currency Trust Shares that do not otherwise meet the standards set forth in Supplementary Material .04, below. All statements or representations contained in such rule filing regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Supplementary Material:

.01 A Currency Trust Share is a Trust Issued Receipt that holds a specified non-U.S. currency or currencies deposited with the Trust.

.02 The Exchange requires that member organizations provide all purchasers of newly issued Currency Trust Shares a prospectus for the series of Currency Trust Shares.

.03 Transactions in Currency Trust Shares will occur during the Exchange's normal trading hours.

.04 The Exchange may approve an issue of Currency Trust Shares for listing and/or trading (including pursuant to unlisted trading privileges) pursuant to Rule 19b-4(e) under the Act. Such issue will satisfy the criteria set forth in this rule and below on an initial and continued listing basis (except that the requirement in subparagraph (a) below need only be satisfied on an initial basis).

(a) A minimum of 100,000 shares of a series of Currency Trust Shares is required to be outstanding at commencement of trading.

- (b) The value of the applicable non-U.S. currency, currencies or currency index must be disseminated by one or more major market data vendors on at least a 15-second delayed basis.
- (c) The Indicative Trust Value must be calculated and widely disseminated by the Exchange or one or more major market data vendors on at least a 15-second basis during the Exchange's normal trading hours.
- (d) The Exchange will implement written surveillance procedures applicable to Currency Trust Shares.

.05 If the value of a Currency Trust Share is based in whole or in part on an index that is maintained by a broker-dealer, the broker-dealer will erect and maintain a "firewall" around the personnel responsible for the maintenance of such index or who have access to information concerning changes and adjustments to the index, and the index will be calculated by a third party who is not a broker-dealer.

Any advisory committee, supervisory board or similar entity that advises an index licensor or administrator or that makes decisions regarding the index or portfolio composition, methodology and related matters must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material, non-public information regarding the applicable index or portfolio.

.06 Equity Trading Rules

Currency Trust Shares will be subject to the Exchange's equity trading rules.

.07 Trading Halts

If the Indicative Trust Value, or the value of the non-U.S. currency or currencies or the currency index applicable to a series of Currency Trust Shares is not being disseminated as required, the Exchange may halt trading during the day on which such interruption first occurs. If such interruption 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. If the Exchange becomes aware that the net asset value applicable to a series of Currency Trust Shares is not being disseminated to all market participants at the same time, it will halt trading in such series until such time as the net asset value is available to all market participants.

Rule 8.203. Commodity Index Trust Shares

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Commodity Index Trust Shares that meet the criteria of this Rule.

(b) *Applicability.* This Rule is applicable only to Commodity Index Trust Shares. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the trust issued receipts rules, Bylaws, and all other rules and procedures of the Board of Directors will be applicable to the trading on the Exchange of such securities. Commodity Index Trust Shares are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

(c) *Commodity Index Trust Shares.* The term "Commodity Index Trust Shares" as used in the Rules will, unless the context otherwise requires, mean a security that (a) is issued by a trust ("Trust") that (i) is a commodity pool as defined in the Commodity Exchange Act and regulations thereunder, and that is managed by a commodity pool operator registered with the Commodity Futures Trading Commission, and (ii) that holds long positions in futures contracts on a specified commodity index, or interests in a commodity pool which, in turn, holds such long positions; (b) when aggregated in some specified minimum number may be surrendered to the Trust by the beneficial owner to receive positions in futures contracts on a specified index and cash or short term securities. The term "futures contract" is commonly known as a "contract of sale of a commodity for future delivery" set forth in Section 2(a) of the Commodity Exchange Act.

(d) *Designation.* The Exchange may trade, either by listing or pursuant to unlisted trading privileges, Commodity Index Trust Shares based on one or more securities. The Commodity Index Trust Shares based on particular securities will be designated as a separate series and will be identified by a unique symbol.

(e) *Initial and Continued Listing.* Commodity Index Trust Shares will be listed and traded on the Exchange subject to application of the following criteria:

(1) *Initial Listing*—the Exchange will establish a minimum number of Commodity Index Trust Shares required to be outstanding at the time of commencement of trading on the Exchange.

(2) *Continued Listing*—the Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) [or removal from listing] of, a series of Commodity Index Trust Shares under any of the following circumstances:

(i) following the initial twelve-month period beginning upon the commencement of trading of the Commodity Index Trust Shares, there are fewer than 50 record and/or beneficial holders of Commodity Index Trust Shares [for 30 or more consecutive trading days];

- (ii) if the value of the applicable underlying index is no longer calculated or available on at least a 15-second delayed basis from a source unaffiliated with the sponsor, the Trust or the trustee of the Trust; [or]
- (iii) if the net asset value for the trust is no longer disseminated to all market participants at the same time;
- (iv) if the Indicative Trust Value is no longer made available on at least a 15-second delayed basis; [or]
- (v) if any of the continued listing requirements set forth in this Rule 8.203 are not continuously maintained;
- (vi) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Commodity Index Trust Shares and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
- (vii) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

Upon termination of a Trust, the Exchange requires that Commodity Index Trust Shares issued in connection with such entity Trust be removed from Exchange listing. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of the Trust falls below a specified amount.

- (3) *Term*—The stated term of the Trust will be as stated in the Trust prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.
- (4) *Trustee*—The following requirements apply on an initial and continued listing basis:
 - (i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.
 - (ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.
- (5) *Voting*—Voting rights will be as set forth in the applicable Trust prospectus.

(f) **Limitation of Exchange Liability.** Neither the Exchange nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any applicable underlying index value; the current value of the applicable positions or interests required to be deposited to the Trust in connection with issuance of Commodity Index Trust Shares; net asset value; or any other information relating to the purchase, redemption, or trading of the Commodity Index Trust Shares, resulting from any negligent act or omission by the Exchange, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange, its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in the applicable positions or interests.

(g) **Market Maker Accounts.** A member organization acting as a registered market maker on the Exchange in Commodity Index Trust Shares must file with the Exchange in a manner prescribed by the Exchange and keep current a list identifying all accounts for trading in the applicable 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 or based on any commodity included in such index, which the market maker on the Exchange may have or over which it may exercise investment discretion. No market maker on the Exchange will trade in the applicable 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 or based on any commodity included in such index, in an account in which a market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

In addition to the existing obligations under Exchange rules regarding the production of books and records, the member organization acting as a market maker on the Exchange in Commodity Index Trust Shares will make available to the Exchange such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts for trading the applicable 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 or based on any commodity included in such index, as may be requested by the Exchange.

Supplementary Material:

.01 A Commodity Index Trust Share is a Trust Issued Receipt that holds long positions in futures contracts on a specified commodity index, or interests in a commodity pool which, in turn, holds such long positions, deposited with the Trust.

.02 The Exchange requires that member organizations provide all purchasers of newly issued Commodity Index Trust Shares a prospectus for the series of Commodity Index Trust Shares.

.03 Transactions in Commodity Index Trust Shares will occur during the Exchange's normal trading hours.

.04 The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before trading, either by listing or pursuant to unlisted trading privileges, Commodity Index Trust Shares. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Rule 8.204. Commodity Futures Trust Shares

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Commodity Futures Trust Shares that meet the criteria of this Rule.

(b) ***Applicability*** . This Rule is applicable only to Commodity Futures Trust Shares. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the trust issued receipts rules, Bylaws, and all other rules and procedures of the Board of Directors will be applicable to the trading on the Exchange of such securities. Commodity Futures Trust Shares are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

(c) ***Commodity Futures Trust Shares*** . The term "Commodity Futures Trust Shares" as used in the Rules will, unless the context otherwise requires, mean a security that (i) is issued by a trust ("Trust") that (1) is a commodity pool as defined in the Commodity Exchange Act and regulations thereunder, and that is managed by a commodity pool operator registered with the Commodity Futures Trading Commission, and (2) holds positions in futures contracts that track the performance of a specified commodity, or interests in a commodity pool which, in turn, holds such positions; and (ii) is issued and redeemed daily in specified aggregate amounts at net asset value. The term "futures contract" is a "contract of sale of a commodity for future delivery" set forth in Section 2(a) of the Commodity Exchange Act. The term "commodity" is defined in Section 1(a)(4) of the Commodity Exchange Act.

(d) ***Designation of an Underlying Commodity Futures Contract*** . The Exchange may trade, either by listing or pursuant to unlisted trading privileges, Commodity Futures Trust Shares based on an underlying commodity futures contract. Each issue of

Commodity Futures Trust Shares will be designated as a separate series and will be identified by a unique symbol.

(e) ***Initial and Continued Listing*** . Commodity Futures Trust Shares will be listed and traded on the Exchange subject to application of the following criteria:

- (1) Initial Listing—The Exchange will establish a minimum number of Commodity Futures Trust Shares required to be outstanding at the time of commencement of trading on the Exchange.
- (2) Continued Listing—The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) [or removal from listing] of a series of Commodity Futures Trust Shares under any of the following circumstances:
 - (i) if, following the initial twelve-month period beginning upon the commencement of trading of the Commodity Futures Trust Shares: (A) the Trust has fewer than 50,000 Commodity Futures Trust Shares issued and outstanding; or (B) the market value of all Commodity Futures Trust Shares issued and outstanding is less than \$1,000,000, or (C) there are fewer than 50 record and/or beneficial holders of Commodity Futures Trust Shares [for 30 consecutive trading days];
 - (ii) if the value of the underlying futures contracts is no longer calculated or available on at least a 15-second delayed basis, during the Exchange's normal trading hours, from a source unaffiliated with the sponsor, the Trust or the trustee of the Trust;
 - (iii) if the net asset value for the Trust is no longer disseminated to all market participants at the same time;
 - (iv) if the Indicative Trust Value is no longer disseminated on at least a 15-second delayed basis during the Exchange's normal trading hours; [or]
 - (v) if any of the continued listing requirements set forth in this Rule 8.204 are not continuously maintained;
 - (vi) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Commodity Futures Trust Shares and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
 - (vii) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

Upon termination of a Trust, the Exchange requires that Commodity Futures Trust Shares issued in connection with such trust be removed from Exchange listing. A Trust will terminate in accordance with the provisions of the Trust prospectus.

(3) **Term** —The stated term of the Trust will be as stated in the prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.

(4) **Trustee** —The following requirements apply on an initial and continued listing basis:

(i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) Voting—Voting rights will be as set forth in the applicable Trust prospectus.

(f) **Market Maker Accounts.**

(1) The member organization acting as a registered market maker on the Exchange in Commodity Futures Trust Shares must file, with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading the underlying commodity, related futures or options on futures, or any other related derivatives, which the member organization acting as registered market maker on the Exchange may have or over which it may exercise investment discretion. No member organization acting as registered market maker on the Exchange in the Commodity Futures Trust Shares will trade in the underlying commodity, related futures or options on futures, or any other related derivatives, in an account in which a member organization acting as a registered market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

(2) In addition to the existing obligations under Exchange rules regarding the production of books and records (see, e.g., Rule 440), the member organization acting as a registered market maker on the Exchange in Commodity Futures Trust Shares will make available to the Exchange such books, records or other information pertaining to transactions by such entity or any limited partner, officer or approved person thereof, registered or non-registered employee affiliated with such entity for its or their own accounts in the underlying commodity, related futures or options on futures, or any other related derivatives, as may be requested by the Exchange.

(g) ***Limitation of Exchange Liability*** . Neither the Exchange, the Reporting Authority nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying futures contract value; the current value of positions or interests if required to be deposited to the Trust in connection with issuance of Commodity Futures Trust Shares; net asset value; or other information relating to the purchase, redemption or trading of Commodity Futures Trust Shares, resulting from any negligent act or omission by the Exchange, or the Reporting Authority, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, or the Reporting Authority, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reporting of transactions in an underlying futures contract.

(h) The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before listing and trading separate and distinct Commodity Futures Trust Shares designated on different underlying futures contracts. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Supplementary Material:

.01 The Exchange requires that member organizations provide all purchasers of newly issued Commodity Futures Trust Shares a prospectus for the series of Commodity Futures Trust Shares.

.02 Transactions in Commodity Futures Trust Shares will occur during the Exchange's normal trading hours.

.03 If the Indicative Trust Value or the value of the underlying futures contract is not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the Indicative Trust Value or the value of the underlying futures contract occurs. If the interruption to the dissemination of the Indicative Trust Value or the value of the underlying futures contract 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.

In addition, if the Exchange becomes aware that the net asset value with respect to a series of Commodity Futures Trust Shares is not disseminated to all market participants at the same time, it will halt

trading in such series until such time as the net asset value or the Disclosed Portfolio is available to all market participants.

.04 The Exchange's rules governing the trading of equity securities apply.

.05 The Exchange will implement written surveillance procedures for Commodity Futures Trust Shares.

Rule 8.300. Partnership Units

- (a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Partnership Units that meet the criteria of this Rule.
- (b) **Definitions** . The following terms as used in the Rule will, unless the context otherwise requires, have the meanings herein specified:
- (1) **Commodity**. The term "commodity" is defined in Section 1(a)(4) of the Commodity Exchange Act.
- (2) **Partnership Units**. The term "Partnership Units" for purposes of this Rule means a security (a) that is issued by a partnership that invests in any combination of futures contracts, options on futures contracts, forward contracts, commodities and/or securities; and (b) that is issued and redeemed daily in specified aggregate amounts at net asset value.
- (c) **Designation** . The Exchange may list and trade Partnership Units based on an underlying asset, commodity or security. Each issue of a Partnership Unit will be designated as a separate series and will be identified by a unique symbol.
- (d) **Initial and Continued Listing** . Partnership Units will be listed and/or traded on the Exchange subject to application of the following criteria:
- (1) **Initial Listing**—The Exchange will establish a minimum number of Partnership Units required to be outstanding at the time of commencement of trading on the Exchange.
- (2) **Continued Listing**—The Exchange will maintain surveillance procedures for securities listed under this rule and will consider [removing from listing] the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) of, Partnership Units under any of the following circumstances:
- (i) if following the initial twelve month period following the commencement of trading of Partnership Units, (A) the partnership has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Partnership Units [for 30 or more consecutive trading days]; (B) if

the partnership has fewer than 50,000 Partnership Units issued and outstanding; or (C) if the market value of all Partnership Units issued and outstanding is less than \$1,000,000;

(ii) if the value of the underlying benchmark investment, commodity or asset is no longer calculated or available on at least a 15-second delayed basis or the Exchange stops providing a hyperlink on its website to any such investment, commodity, or asset value;

(iii) if the Indicative Partnership Value is no longer made available on at least a 15-second delayed basis; [or]

(iv) if any of the continued listing requirements set forth in this Rule 8.300 are not continuously maintained;

(v) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Partnership Units and any of the statements or representations regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

([i]vi) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

Upon termination of a partnership, the Exchange requires that Partnership Units issued in connection with such partnership be removed from Exchange listing. A partnership will terminate in accordance with the provisions of the partnership prospectus.

(3) Term—The stated term of the partnership will be as stated in the prospectus. However, such entity may be terminated under such earlier circumstances as may be specified in the Partnership prospectus.

(4) General Partner—The following requirements apply on an initial and continued listing basis:

(i) The general partner of a partnership must be an entity having substantial capital and surplus and the experience and facilities for handling partnership business. In cases where, for any reason, an individual has been appointed as general partner, a qualified entity must also be appointed as general partner.

(ii) No change is to be made in the general partner of a listed issue without prior notice to and approval of the Exchange.

(5) Voting—Voting rights will be as set forth in the applicable partnership prospectus.

(e) ***Market Maker Accounts.***

(1) The member organization acting as a registered market maker on the Exchange in Partnership Units must file, with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading the underlying asset or commodity, related futures or options on futures, or any other related derivatives, which the member organization acting as registered market maker on the Exchange may have or over which it may exercise investment discretion. No member organization acting as registered market maker on the Exchange in the Partnership Units will trade in the underlying asset or commodity, related futures or options on futures, or any other related derivatives, in an account in which a member organization acting as a registered market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

(2) In addition to the existing obligations under Exchange rules regarding the production of books and records (See, e.g. Rule 440), the member organization acting as a registered market maker on the Exchange in Partnership Units will make available to the Exchange such books, records or other information pertaining to transactions by such entity or any limited partner, officer or approved person thereof, registered or non-registered employee affiliated with such entity for its or their own accounts in the underlying asset or commodity, related futures or options on futures, or any other related derivatives, as may be requested by the Exchange.

(f) ***Limitation of Exchange Liability*** . Neither the Exchange nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying asset or commodity value, the current value of the underlying asset or commodity if required to be deposited to the partnership in connection with issuance of Partnership Units; net asset value; or other information relating to the purchase, redemption or trading of Partnership Units, resulting from any negligent act or omission by the Exchange or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in an underlying asset or commodity.

(g) The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before listing and trading separate and distinct Partnership Units designated on different underlying investments, commodities and/or assets.

All statements or representations contained in such rule filing regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Supplementary Material:

.01 The Exchange requires that Equity Trading Permit holders provide to all purchasers of newly issued Partnership Units a prospectus for the series of Partnership Units.

Rule 8.400. Paired Trust Shares

(a) Applicability. The provisions in this Rule are applicable only to Paired Trust Shares. In addition, except to the extent inconsistent with this Rule, or unless the context otherwise requires, the rules and procedures of the Board of Directors will be applicable to the trading on the Exchange of such securities. Paired Trust Shares are included within the definition of "security" and "equity securities" as such terms are used in Rule 5.1(b).

(b) Definitions. The following terms as used in the Rules will, unless the context otherwise requires, have the meanings herein specified:

(1) Paired Trust Shares. Two distinct types of securities are included in the term "Paired Trust Shares." The term Paired Trust Shares refers to: (i) both "Holding Shares" and "Tradeable Shares," as defined below, or (ii) solely Trading Shares, as defined below.

(A) Holding Shares and Tradeable Shares

(i) Holding Shares. The term "Holding Share" means a security (a) that is issued by either of a matched pair of trusts ("Holding Trusts") whose respective underlying values move in opposite directions as the value of a specified Reference Price (defined in Rule 8.400(c)) varies from its starting level, (b) that is issued in exchange for cash, (c) a majority (but not necessarily all) of which will be acquired and deposited in a related Tradeable Trust (as defined herein), (d) the issuance proceeds of which are invested and reinvested in highly rated short-term financial instruments that mature prior to the next scheduled income distribution date for the security and that serve the functions of (i) securing the contractual obligations between the two paired Holding Trusts, (ii) covering the trust's expenses, and (iii) if any amount remains, providing periodic income distributions to investors, based on income (after expenses) from the financial instruments held by the paired Holding Trusts,¹ (e) that represents a beneficial interest in the Holding Trust that issued it, (f) the value of which is determined by the underlying value of the related Holding Trust, which underlying value

will either (1) increase as a result of an increase in the Reference Price and decrease as a result of a decrease in the Reference Price (in the case of an "Up Holding Share" issued by an "Up Holding Trust") or (2) increase as a result of a decrease in the Reference Price and decrease as the result of an increase in the Reference Price (in the case of a "Down Holding Share" issued by the paired "Down Holding Trust"), (g) whose issuing Holding Trust enters into one or more settlement contracts² and an income distribution agreement³ with the other paired Holding Trust, (h) that, when timely aggregated in a specified minimum number or amount of securities, along with a specified multiple of that number or amount of securities issued by the other paired Holding Trust (these minimum specified amounts together constituting a "Creation Unit" of the paired Holding Shares), may be redeemed for a distribution of cash and/or securities on specified dates by authorized parties, and (i) that may be subject to early mandatory redemption of all Holding Shares prior to the final scheduled termination date under specified circumstances.

(ii) Tradeable Shares. The term "Tradeable Share" means a security (a) that is issued by a trust ("Tradeable Trust") in exchange for the deposit of Holding Shares (or cash, which cash is then used to purchase Holding Shares) into the Tradeable Trust, with the Holding Shares that are held by the Tradeable Trust being either (1) Up Holding Shares (in the case of an "Up Tradeable Share" issued by an "Up Tradeable Trust") or (2) "Down Holding Shares" (in the case of a "Down Tradeable Share" issued by a "Down Tradeable Trust"), (b) that represents an undivided beneficial interest in the Tradeable Trust that issued it, (c) the distributions on which (which are solely pass through distributions received on the Holding Shares that are held by the issuing Tradeable Trust) will thereby either (1) increase as a result of an increase in the Reference Price and decrease as a result of a decrease in the Reference Price (in the case of an Up Tradeable Share) or (2) increase as a result of a decrease in the Reference Price and decrease as the result of an increase in the Reference Price (in the case of a Down Tradeable Share), in each case as a result of the corresponding change in the underlying value of the Holding Trust (see paragraph (b)(2) of this rule) whose Holding Shares are held by the issuing Tradeable Trust, (d) that may have an exchange feature that will allow authorized parties to exchange such Tradeable Shares for the underlying Holding Shares that are held by the Tradeable Trust that issued the Tradeable Shares and that can be redeemed for cash and/or securities (any such redemption to be done in specified aggregates called Creation Units that include Holding Shares issued by the other paired Holding Trust, as described in the preceding paragraph), and (e) that may be subject to early mandatory redemption of all Tradeable Shares prior to the final scheduled termination date under specified circumstances.

(B) Trading Shares. The term "Trading Share" means a security (a) that is issued by either of a matched pair of trusts ("Trading Trusts") whose respective underlying values move in opposite directions as the value of a specified Reference Price

(defined in Rule 8.400(c)) varies from its starting level, (b) that is issued in exchange for cash, (c) the issuance proceeds of which are invested and reinvested in highly rated short-term financial instruments that mature prior to the next scheduled income distribution date for the security and that serve the functions of (i) securing the contractual obligations between the two paired Trading Trusts, (ii) covering the trust's expenses, and (iii) if any amount remains, providing periodic income distributions to investors, based on income (after expenses) from the financial instruments held by the paired Trading Trusts, (d) that represents a beneficial interest in the Trading Trust that issued it, (e) the value of which is determined by the underlying value of the related Trading Trust, which underlying value will either (i) increase as a result of an increase in the Reference Price and decrease as a result of a decrease in the Reference Price (in the case of an "Up Trading Share" issued by an "Up Trading Trust") or (ii) increase as a result of a decrease in the Reference Price and decrease as the result of an increase in the Reference Price (in the case of a "Down Trading Share" issued by the paired "Down Trading Trust"), (f) whose issuing Trading Trust enters into one or more settlement contracts and an income distribution agreement with the other paired Trading Trust, (g) that, when timely aggregated in a specified minimum number or amount of securities, along with a specified multiple of that number or amount of securities issued by the other paired Trading Trust (these minimum specified amounts together constituting a "Creation Unit" of the paired Trading Shares), may be redeemed for a distribution of cash and/or securities on specified dates by authorized parties, and (h) that may be subject to early mandatory redemption of all Trading Shares prior to the final scheduled termination date under specified circumstances.

(c) Designation of an Underlying Reference Price. The Exchange may list and trade Paired Trust Shares whose values are determined based on the value of a "Reference Price," which is an index or other numerical variable that may measure assets, prices or other economic interests. The mechanism that incorporates the value of the Reference Price into the value determination for the Paired Trust Shares consists of one or more settlement contracts and an earnings distribution agreement that are entered into by and between the paired Holding Trusts that issue the Holding Shares or by and between the paired Trading Trusts that issue the Trading Shares, as the case may be. Each issue of Paired Trust Shares will be designated as a separate series and will be identified by a unique symbol.

(d) Initial and Continued Listing. Paired Trust Shares will be listed and traded on the Exchange subject to application of the following criteria:

(1) Initial Listing

- (i) For each Holding Trust, Tradeable Trust or Trading Trust, the Exchange will establish a minimum number of Paired Trust Shares required to be outstanding at the time of commencement of trading on the Exchange.

(ii) The Exchange will obtain a representation on behalf of the trusts for each series of Paired Trust Shares that the underlying value per share of each Up Holding Share, Down Holding Share, Up Tradeable Share and Down Tradeable Share (in the case of a series with Holding Shares and Tradeable Shares) or each Up Trading Share and Down Trading Share (in the case of a series with Trading Shares) will be calculated daily and will be made available to all market participants at the same time.

(2) Continued Listing—The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) of, [remove from listing] any series of Paired Trust Shares under any of the following circumstances:

- (i) if following the initial twelve month period following the commencement of trading of the shares, (A) a Tradeable Trust or a Trading Trust, as the case may be, has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Up Tradeable Shares or Down Tradeable Shares, or Up Trading Shares or Down Trading Shares, as the case may be[, for 30 or more consecutive trading days]; (B) if a Tradeable Trust has fewer than 50,000 Up Tradeable Shares or Down Tradeable Shares issued and outstanding, or if a Trading Trust has fewer than 50,000 Up Trading Shares or Down Trading Shares issued and outstanding; or (C) if the combined market value of all shares issued and outstanding for a matched pair of Holding Trusts, Tradeable Trusts or Trading Trusts representing opposite positions in the value of a Reference Price is less than \$1,000,000;
- (ii) if the intraday value of the Reference Price, as specified in the prospectus for the series of Paired Trust Shares, is no longer calculated or available on at least a 15-second delayed basis during the time such Paired Trust Shares trade on the Exchange from a source unaffiliated with the sponsor, custodian, depositor, Tradeable Trust, Trading Trust, Holding Trust or the Exchange that is a major market data vendor (e.g., Reuters or Bloomberg), as applicable; provided, however, that, for a series of Paired Trust Shares for which the value of the Reference Price is not updated intraday, such value will be calculated and available once each trading day;
- (iii) unless a series of Paired Trust Shares has been approved for listing and trading by the Commission under Section 19(b)[(2)] of the Securities Exchange Act of 1934 without the requirement that an intraday indicative value be made available as set forth in this subparagraph (iii), if the intraday indicative value of the underlying value of each listed Up Holding Share, Down Holding Share, Up Tradeable Share or Down Tradeable Share (in the case of a series with Holding Shares and Tradeable Shares) or each Up Trading Share and Down Trading Share (in the case of a series with Trading Shares), as the case may be, is no longer made available on at least a 15-second delayed basis by a major market data vendor during the time the Tradeable Shares or Trading Shares trade on the Exchange;

- (iv) if a substitute index or other replacement benchmark is selected for the determination of the Reference Price, unless the Exchange files with the Commission a related proposed rule change pursuant to Rule 19b-4 under the Securities Exchange Act of 1934 seeking approval to continue trading the Tradeable Shares or Trading Shares, as the case may be, and such rule change is approved by the Commission; [or]
- (v) if any of the continued listing requirements set forth in this Rule 8.400 are not continuously maintained;
- (vi) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Paired Trust Shares and any of the statements or representations regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
- (vii) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

The Exchange will halt trading in a series of Paired Trust Shares if the circuit breaker parameters of Rule 80B have been reached. In exercising its discretion to halt or suspend trading in a series of Paired Trust Shares, the Exchange may consider factors such as the extent to which trading in the underlying securities is not occurring or whether other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present, in addition to other factors that may be relevant. The remainder of this paragraph will apply only when the Exchange is the listing market for a series of Paired Trust Shares. If the intraday indicative value of the underlying value allocable to an Up Tradeable Share or Down Tradeable Share (in the case of a series with Holding Shares and Tradeable Shares) or to an Up Trading Share or Down Trading Share (in the case of a series with Trading Shares) or the intraday value of the Reference Price applicable to that series of Paired Trust Shares is not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the intraday indicative value of such underlying value allocation or the intraday value of the applicable Reference Price occurs. If the interruption to the dissemination of the intraday indicative value of such underlying value allocation or the intraday value of the applicable Reference Price 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.

Upon termination of a Holding Trust, Tradeable Trust or Trading Trust, the Exchange requires that Paired Trust Shares issued in connection with such trust be removed from Exchange listing. A Holding Trust, Tradeable Trust or Trading Trust may terminate in accordance with the provisions of the trust prospectus under circumstances specified therein.

(3) Term - The stated term of a Holding Trust, Tradeable Trust or Trading Trust will be as stated in the trust prospectus. However, a trust may be terminated under such earlier circumstances as may be specified in the trust prospectus.

(4) Trustee - The following requirements apply on an initial and continued listing basis:

(i) The trustee of a Holding Trust, Tradeable Trust or Trading Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) Voting - Voting rights will be as set forth in the applicable Holding Trust, Tradeable Trust or Trading Trust prospectus.

(e) Market Maker Accounts.

(1) The member organization acting as a registered market maker on the Exchange in Paired Trust Shares must file, with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading the asset, commodity or other economic interest underlying the Reference Price, related options, related futures or options on futures, or any other related derivatives, which the member organization acting as registered market maker on the Exchange may have or over which it may exercise investment discretion. No member organization acting as registered market maker on the Exchange in the Paired Trust Shares will trade in the asset, commodity or other economic interest underlying the Reference Price, related options, related futures or options on futures, or any other related derivatives, in an account in which a member organization acting as a registered market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

(2) In addition to the existing obligations under Exchange rules regarding the production of books and records (See, e.g. Rule 440), the member organization acting as a registered market maker on the Exchange in Paired Trust Shares will make available to the Exchange such books, records or other information pertaining to transactions by such entity or any limited partner, officer or approved person thereof, registered or non-registered employee affiliated with such entity for its or their own accounts in the asset, commodity or other economic interest underlying the Reference Price, related options, related futures or options on futures, or any other related derivatives, as may be requested by the Exchange.

(f) **Limitation of Exchange Liability.** Neither the Exchange nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any Reference Price value, the underlying values of the trusts; distribution values; or other information relating to the purchase, redemption or trading of Paired Trust Shares, resulting from any negligent act or omission by the Exchange or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in an underlying economic variable.

Supplementary Material:

.01 The Exchange requires that member organizations provide to all purchasers of newly issued Paired Trust Shares a prospectus for the series of Paired Trust Shares.

.02 Transactions in Paired Trust Shares will occur during the Exchange's normal trading hours.

.03 The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before listing and trading Paired Trust Shares designated on different Reference Prices. All statements or representations contained in such rule filing regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

¹ The periodic distributions from each Holding Trust will be made immediately following the periodic transfer of such income (after expenses) between the paired Holding Trusts under the terms of the income distribution agreement as described in clause (g) of this definition.

² When Holding Shares are redeemed in a paired optional redemption or upon early or final termination, the settlement contracts between the two Holding Trusts provide for the appropriate transfer of assets between the paired Holding Trusts so that the Holding Shares of each Holding Trust may be redeemed in proportion to the per share underlying value of that Holding Trust.

³ The income distribution agreement between the two Holding Trusts provides for the periodic transfer between the paired Holding Trusts of income (after payment of expenses) received by each Holding Trust from the financial instruments held by that

Holding Trust, with the amount of each periodic transfer based on the proportionate change in the Reference Price from its starting level at one or more points during the period following the previous periodic transfer of such income between the paired Holding Trusts.

Rule 8.500. Trust Units

(a) Applicability. The provisions in this Rule are applicable only to Trust Units. In addition, except to the extent inconsistent with this Rule, or unless the context otherwise requires, the rules and procedures of the Board of Directors will be applicable to the trading on the Exchange of such securities. Trust Units are included within the definition of "security" and "equity securities" as such terms are used in Rule 5.1(b).

(b) Definitions. The following terms as used in this Rule will, unless the context otherwise requires, have the meanings herein specified:

(1) Commodity. The term "commodity" is defined in Section 1(a)(4) of the Commodity Exchange Act.

(2) Trust Units. The term "Trust Units" for purposes of this Rule means a security that is issued by a trust or other similar entity that is constituted as a commodity pool that holds investments comprising or otherwise based on any combination of futures contracts, options on futures contracts, forward contracts, swap contracts, commodities and/or securities.

(c) Designation. The Exchange may list and trade Trust Units based on an underlying asset, commodity, security or portfolio. Each issue of a Trust Unit will be designated as a separate series and will be identified by a unique symbol.

(d) Initial and Continued Listing. Trust Units will be listed and/or traded on the Exchange subject to application of the following criteria:

(1) Initial Listing.

(i) The Exchange will establish a minimum number of Trust Units required to be outstanding at the time of commencement of trading on the Exchange.

(ii) The Exchange will obtain a representation from the issuer of each series of Trust Units that the net asset value per share for the series will be calculated daily and will be made available to all market participants at the same time.

(2) Continued Listing.

(i) The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will commence delisting

proceedings under Rule 5.5(m) of, [remove from listing] Trust Units under any of the following circumstances:

(A) if following the initial twelve month period following the commencement of trading of Trust Units, (A) the trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Trust Units [for 30 or more consecutive trading days]; (B) if the trust has fewer than 50,000 Trust Units issued and outstanding; or (C) if the market value of all Trust Units issued and outstanding is less than \$1,000,000; [or]

(B) if any of the continued listing requirements set forth in this Rule 8.500 are not continuously maintained;

(C) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Trust Units and any of the statements or representations regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

([B]D) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

(ii) The Exchange will halt trading in a series of Trust Units if the circuit breaker parameters in Rule 80B have been reached. In exercising its discretion to halt or suspend trading in a series of Trust Units, the Exchange may consider any relevant factors. In particular, if the portfolio and net asset value per share are not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the portfolio holdings or net asset value per share occurs. If the interruption to the dissemination of the portfolio holdings or net asset value per share 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.

Upon termination of a trust, the Exchange requires that Trust Units issued in connection with such trust be removed from Exchange listing. A trust will terminate in accordance with the provisions of the prospectus.

(3) Term — The stated term of the trust will be as stated in the prospectus. However, such entity may be terminated under such earlier circumstances as may be specified in the prospectus.

(4) Trustee — The following requirements apply on an initial and continued listing basis:

(i) The trustee of a trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling

corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) Voting — Voting rights will be as set forth in the prospectus.

(e) Limitation of Exchange Liability. Neither the Exchange nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying portfolio value; net asset value; or other information relating to the purchase, redemption or trading of Trust Units, resulting from any negligent act or omission by the Exchange or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in the Trust Units.

(f) Market Maker Accounts. A member organization acting as a registered market maker on the Exchange in Trust Units must file with the Exchange in a manner prescribed by the Exchange and keep current a list identifying all accounts for trading in an underlying commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives, which the market maker on the Exchange may have or over which it may exercise investment discretion. No market maker on the Exchange will trade in an underlying commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives, in an account in which a market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

In addition to the existing obligations under Exchange rules regarding the production of books and records, the member organization acting as a market maker on the Exchange in Trust Units will make available to the Exchange such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts for trading the underlying physical commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives, as may be requested by the Exchange.

Supplementary Material:

.01 The Exchange requires that member organizations provide to all purchasers of newly issued Trust Units a prospectus for the series of Trust Units.

.02 Transactions in Trust Units will occur during the Exchange's normal trading hours.

.03 The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before listing and trading separate and distinct Trust Units designated on different underlying investments, commodities, assets and/or portfolios. All statements or representations contained in such rule filing regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Rule 8.600. Managed Fund Shares

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Managed Fund Shares that meet the criteria of this Rule.

(b) Applicability. This Rule is applicable only to Managed Fund Shares. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the rules and procedures of the Board of Directors will be applicable to the trading on the Exchange of such securities. Managed Fund Shares are included within the definition of "security" or "securities" as such terms are used in the Rules of the Exchange.

(c) Definitions. The following terms as used in the Rules will, unless the context otherwise requires, have the meanings herein specified:

(1) Managed Fund Share. The term "Managed Fund Share" means a security that (a) represents an interest in a registered investment company ("Investment Company") organized as an open-end management investment company or similar entity, that invests in a portfolio of securities selected by the Investment Company's investment adviser consistent with the Investment Company's investment objectives and policies; (b) is issued in a specified aggregate minimum number in return for a deposit of a specified portfolio of securities and/or a cash amount with a value equal to the next determined net asset value; and (c) when aggregated in the same specified minimum number, may be redeemed at a holder's request, which holder will be paid a specified portfolio of securities and/or cash with a value equal to the next determined net asset value.

(2) Disclosed Portfolio. The term "Disclosed Portfolio" means the identities and quantities of the securities and other assets held by the Investment Company that will form the basis for the Investment Company's calculation of net asset value at the end of the business day. The website for each series of Managed Fund Shares

shall disclose the following information regarding the Disclosed Portfolio, to the extent applicable:

(A) ticker symbol;

(B) CUSIP or other identifier;

(C) description of the holding;

(D) with respect to holdings in derivatives, the identity of the security, commodity, index or other asset upon which the derivative is based;

(E) the strike price for any options;

(F) the quantity of each security or other asset held as measured by;

(i) par value,

(ii) notional value,

(iii) number of shares,

(iv) number of contracts, and

(v) number of units;

(G) maturity date;

(H) coupon rate;

(I) effective date;

(J) market value; and

(K) percentage weighting of the holding in the portfolio.

(3) Portfolio Indicative Value. The term "Portfolio Indicative Value" is the estimated indicative value of a Managed Fund Share based on current information regarding the value of the securities and other assets in the Disclosed Portfolio.

(4) Reporting Authority. The term "Reporting Authority" in respect of a particular series of Managed Fund Shares means the Exchange, an institution, or a reporting service designated by the Exchange or by the exchange that lists a particular series of Managed Fund Shares (if the Exchange is trading such series pursuant to unlisted trading privileges) as the official source for calculating and reporting information relating to such series, including, but not limited to, the Portfolio Indicative Value;

the Disclosed Portfolio; the amount of any cash distribution to holders of Managed Fund Shares, net asset value, or other information relating to the issuance, redemption or trading of Managed Fund Shares. A series of Managed Fund Shares may have more than one Reporting Authority, each having different functions.

(5) Normal Market Conditions. The term “normal market conditions” includes, but is not limited to, the absence of trading halts in the applicable financial markets generally; operational issues (e.g., systems failure) causing dissemination of inaccurate market information; or force majeure type events such as natural or man-made disaster, act of God, armed conflict, act of terrorism, riot or labor disruption or any similar intervening circumstance.

(d) Initial and Continued Listing -- Managed Fund Shares will be listed and traded on the Exchange subject to application of the following criteria:

(1) Initial Listing -- Each series of Managed Fund Shares will be listed and traded on the Exchange subject to application of the following initial listing criteria:

(A) For each series, the Exchange will establish a minimum number of Managed Fund Shares required to be outstanding at the time of commencement of trading on the Exchange.

(B) The Exchange will obtain a representation from the issuer of each series of Managed Fund Shares that the net asset value per share for the series will be calculated daily and that the net asset value and the Disclosed Portfolio will be made available to all market participants at the same time.

(C) All Managed Fund Shares shall have a stated investment objective, which shall be adhered to under normal market conditions.

(2) Continued Listing -- Each series of Managed Fund Shares will be listed and traded on the Exchange subject to application of the following continued listing criteria:

(A) Portfolio Indicative Value. The Portfolio Indicative Value for Managed Fund Shares will be widely disseminated by one or more major market data vendors at least every 15 seconds during the time when the Managed Fund Shares trade on the Exchange.

(B) Disclosed Portfolio.

(i) The Disclosed Portfolio will be disseminated at least once daily and will be made available to all market participants at the same time.

(ii) The Reporting Authority that provides the Disclosed Portfolio must implement and maintain, or be subject to, procedures designed to prevent the

use and dissemination of material non-public information regarding the actual components of the portfolio.

(C) Suspension of trading or removal. The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will commence delisting proceedings under Rule 5.5(m) [or removal from listing] of a series of Managed Fund Shares under any of the following circumstances:

(i) if, following the initial twelve-month period after commencement of trading on the Exchange of a series of Managed Fund Shares, there are fewer than 50 beneficial holders of the series of Management Fund Shares [for 30 or more consecutive trading days];

(ii) if the value of the Portfolio Indicative Value is no longer calculated or available or the Disclosed Portfolio is not made available to all market participants at the same time;

(iii) if the Investment Company issuing the Managed Fund Shares has failed to file any filings required by the Securities and Exchange Commission or if the Exchange is aware that the Investment Company is not in compliance with the conditions of any exemptive order or no-action relief granted by the Securities and Exchange Commission to the Investment Company with respect to the series of Managed Fund Shares; [or]

(iv) if any of the continued listing requirements set forth in Rule 8.600 are not continuously maintained;

(v) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Managed Fund Shares that do not otherwise meet the standards set forth in this Rule 8.600 and any of the statements or representations regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

~~(i)vi~~ if such other event will occur or condition exists which, in the opinion of the Exchange, makes further dealings on the Exchange inadvisable.

(D) Trading Halt. If the Portfolio Indicative Value (as defined in Rule 8.600(c)(3)) of a series of Managed Fund Shares is not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the Portfolio Indicative Value occurs. If the interruption to the dissemination of the Portfolio Indicative 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. If a series of Managed Fund Shares is

trading on the Exchange pursuant to unlisted trading privileges, the Exchange will halt trading in that series as specified in Rule 7.18. In addition, if the Exchange becomes aware that the net asset value or the Disclosed Portfolio with respect to a series of Managed Fund Shares is not disseminated to all market participants at the same time, it will halt trading in such series until such time as the net asset value or the Disclosed Portfolio is available to all market participants.

(E) Termination. Upon termination of an Investment Company, the Exchange requires that Managed Fund Shares issued in connection with such entity be removed from Exchange listing.

(F) Voting. Voting rights will be as set forth in the applicable Investment Company prospectus.

(e) Limitation of Exchange Liability. Neither the Exchange, the Reporting Authority, nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any current portfolio value; the current value of the portfolio of securities required to be deposited to the open-end management investment company in connection with issuance of Managed Fund Shares; the amount of any dividend equivalent payment or cash distribution to holders of Managed Fund Shares; net asset value; or other information relating to the purchase, redemption, or trading of Managed Fund Shares, resulting from any negligent act or omission by the Exchange, the Reporting Authority or any agent of the Exchange, or any act, condition, or cause beyond the reasonable control of the Exchange, its agent, or the Reporting Authority, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission, or delay in the reports of transactions in one or more underlying securities.

Supplementary Material:

.01 [The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before the listing and/or trading of Managed Fund Shares.] The Exchange may approve Managed Fund Shares for listing and/or trading (including pursuant to unlisted trading privileges) pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934. Components of a series of Managed Fund Shares listed pursuant to Rule 19b-4(e) shall satisfy the criteria set forth in this Rule 8.600 upon initial listing and on a continual basis. The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before the listing and trading of a series of Managed Fund Shares with components that do not satisfy the criteria set forth in this Supplementary Material .01 or components other than those specified below. All statements or representations contained in such rule filing regarding (a) the

description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

(a) Equity –Equity securities include the following: U.S. Component Stocks (as described in Rule 5.2(j)(3)); Non-U.S. Component Stocks (as described in Rule 5.2(j)(3)); Exchange Traded Products (i.e., Investment Company Units and securities described in Section 2 of Rule 8P); and Index-Linked Securities that qualify for Exchange listing and trading under Rule 5.2(j)(6). For Exchange Traded Products and Index-Linked Securities, no more than 25% of the equity weight of the portfolio shall consist of leveraged and/or inverse leveraged Exchange Traded Products or Index-Linked Securities. The securities described in Rule 5.2(j)(3), Rule 5.2(j)(6) and Section 2 of Rule 8P, as referenced above, shall include securities listed on another national securities exchange pursuant to substantially equivalent listing rules. To the extent that a portfolio includes convertible securities, the equity security into which such security is converted shall meet the criteria of this Supplementary Material .01(a) after converting.

(1) U.S. Component Stocks. The component stocks of the equity portion of a portfolio that are U.S. Component Stocks shall meet the following criteria initially and on a continuing basis:

(A) Component stocks (excluding Exchange Traded Products and Index-Linked Securities) that in the aggregate account for at least 90% of the equity weight of the portfolio (excluding such Exchange Traded Products and Index-Linked Securities) each shall have a minimum market value of at least \$75 million;

(B) Component stocks (excluding Exchange Traded Products and Index-Linked Securities) that in the aggregate account for at least 70% of the equity weight of the portfolio (excluding such Exchange Traded Products and Index-Linked Securities) each shall have a minimum monthly trading volume of 250,000 shares, or minimum notional volume traded per month of \$25,000,000, averaged over the last six months;

(C) The most heavily weighted component stock (excluding Exchange Traded Products and Index-Linked Securities) shall not exceed 30% of the equity weight of the portfolio, and, to the extent applicable, the five most heavily weighted component stocks (excluding Exchange Traded Products and Index-Linked Securities) shall not exceed 65% of the equity weight of the portfolio;

(D) Where the equity portion of the portfolio does not include Non-U.S. Component Stocks, the equity portion of the portfolio shall include a minimum of 13 component stocks; provided, however, that there shall be no minimum number of component stocks if (i) one or more series of Exchange Traded Products or Index-Linked Securities constitute, at least in part, components underlying a series of Managed Fund Shares, or (ii) one or more series of Exchange Traded Products or Index-Linked Securities account for 100% of the equity weight of the portfolio of a series of Managed Fund Shares;

(E) Except as provided herein, equity securities in the portfolio shall be U.S. Component Stocks listed on a national securities exchange and shall be NMS Stocks as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934; and

(F) American Depositary Receipts (“ADRs”) in a portfolio may be exchange-traded or non-exchange-traded. However, no more than 10% of the equity weight of a portfolio shall consist of non-exchange-traded ADRs.

(2) Non-U.S. Component Stocks. The component stocks of the equity portion of a portfolio that are Non-U.S. Component Stocks shall meet the following criteria initially and on a continuing basis:

(A) Non-U.S. Component Stocks each shall have a minimum market value of at least \$100 million;

(B) Non-U.S. Component Stocks each shall have a minimum global monthly trading volume of 250,000 shares, or minimum global notional volume traded per month of \$25,000,000, averaged over the last six months;

(C) The most heavily weighted Non-U.S. Component stock shall not exceed 25% of the equity weight of the portfolio, and, to the extent applicable, the five most heavily weighted Non-U.S. Component Stocks shall not exceed 60% of the equity weight of the portfolio;

(D) Where the equity portion of the portfolio includes Non-U.S. Component Stocks, the equity portion of the portfolio shall include a minimum of 20 component stocks; provided, however, that there shall be no minimum number of component stocks if (i) one or more series of Exchange Traded Products or Index-Linked Securities constitute, at least in part, components underlying a series of Managed Fund Shares, or (ii) one or more series of Exchange Traded Products or Index-Linked Securities account for 100% of the equity weight of the portfolio of a series of Managed Fund Shares; and

(E) Each Non-U.S. Component Stock shall be listed and traded on an exchange that has last-sale reporting.

(b) Fixed Income – Fixed income securities are debt securities that are notes, bonds, debentures or evidence of indebtedness that include, but are not limited to, U.S. Department of Treasury securities (“Treasury Securities”), government-sponsored entity securities (“GSE Securities”), municipal securities, trust preferred securities, supranational debt and debt of a foreign country or a subdivision thereof, investment grade and high yield corporate debt, bank loans, mortgage and asset backed securities, and commercial paper. To the extent that a portfolio includes convertible securities, the fixed income security into which such security is converted shall meet the criteria of this Supplementary Material .01(b) after converting. The components of the fixed income portion of a portfolio shall meet the following criteria initially and on a continuing basis:

(1) Components that in the aggregate account for at least 75% of the fixed income weight of the portfolio each shall have a minimum original principal amount outstanding of \$100 million or more;

(2) No component fixed-income security (excluding Treasury Securities and GSE Securities) shall represent more than 30% of the fixed income weight of the portfolio, and the five most heavily weighted component fixed income securities in the portfolio (excluding Treasury Securities and GSE Securities) shall not in the aggregate account for more than 65% of the fixed income weight of the portfolio;

(3) An underlying portfolio (excluding exempted securities) that includes fixed income securities shall include a minimum of 13 non-affiliated issuers, provided, however, that there shall be no minimum number of non-affiliated issuers required for fixed income securities if at least 70% of the weight of the portfolio consists of equity securities as described in Supplementary Material .01(a) above;

(4) Component securities that in aggregate account for at least 90% of the fixed income weight of the portfolio must be either (a) from issuers that are required to file reports pursuant to Sections 13 and 15(d) of the Securities Exchange Act of 1934; (b) from issuers that have a worldwide market value of its outstanding common equity held by non-affiliates of \$700 million or more; (c) from issuers that have outstanding securities that are notes, bonds debentures, or evidence of indebtedness having a total remaining principal amount of at least \$1 billion; (d) exempted securities as defined in Section 3(a)(12) of the Securities Exchange Act of 1934; or (e) from issuers that are a government of a foreign country or a political subdivision of a foreign country; and

(5) Non-agency, non-GSE and privately-issued mortgage-related and other asset-backed securities components of a portfolio shall not account, in the aggregate, for more than 20% of the weight of the fixed income portion of the portfolio.

(c) Cash and Cash Equivalents. Cash equivalents shall include short-term instruments with maturities of less than 3 months (as described herein). In addition, a portfolio may hold cash.

(1) There shall be no limitation to the percentage of the portfolio invested in such holdings.

(2) Short-term instruments shall include the following:

(i) U.S. Government securities, including bills, notes and bonds differing as to maturity and rates of interest, which are either issued or guaranteed by the U.S. Treasury or by U.S. Government agencies or instrumentalities;

(ii) certificates of deposit issued against funds deposited in a bank or savings and loan association;

(iii) bankers' acceptances, which are short-term credit instruments used to finance commercial transactions;

(iv) repurchase agreements and reverse repurchase agreements;

(v) bank time deposits, which are monies kept on deposit with banks or savings and loan associations for a stated period of time at a fixed rate of interest;

(vi) commercial paper, which are short-term unsecured promissory notes; and

(vii) money market funds.

(d) Listed Derivatives. The portfolio may hold listed derivatives, including futures, options and swaps on commodities, currencies and financial instruments (e.g., stocks, fixed income, interest rates, and volatility) or a basket or index of any of the foregoing. There shall be no limitation to the percentage of the portfolio invested in such holdings, subject to the following requirements:

(1) in the aggregate, at least 90% of the weight of such holdings invested in futures, exchange-traded options, and listed swaps shall, on both an initial and continuing basis, consist of futures, options, and swaps for which the Exchange may obtain

information via the Intermarket Surveillance Group (“ISG”) from other members or affiliates of the ISG or for which the principal market is a market with which the Exchange has a comprehensive surveillance sharing agreement. (For purposes of calculating this limitation, a portfolio’s investment in listed derivatives will be calculated as the aggregate gross notional value of the listed derivatives.); and

(2) the aggregate gross notional value of listed derivatives based on any five or fewer underlying reference assets shall not exceed 65% of the weight of the portfolio (including gross notional exposures), and the aggregate gross notional value of listed derivatives based on any single underlying reference asset shall not exceed 30% of the weight of the portfolio (including gross notional exposures).

(e) Over-the-Counter (“OTC”) Derivatives. The portfolio may hold OTC derivatives, including forwards, options and swaps on commodities, currencies and financial instruments (e.g., stocks, fixed income, interest rates, and volatility) or a basket or index of any of the foregoing; however, on both an initial and continuing basis, no more than 20% of the assets in the portfolio may be invested in OTC derivatives. For purposes of calculating this limitation, a portfolio’s investment in OTC derivatives will be calculated as the aggregate gross notional value of the OTC derivatives.

(f) To the extent that listed or OTC derivatives are used to gain exposure to individual equities and/or fixed income securities, or to indexes of equities and/or indexes of fixed income securities, the aggregate gross notional value of such exposure shall meet the criteria set forth in Supplementary Material .01(a) and .01(b) (including gross notional exposures), respectively.

.02 Transactions in Managed Fund Shares will occur during the Exchange’s normal trading hours.

.03 Surveillance Procedures. The Exchange will implement written surveillance procedures for Managed Fund Shares.

.04 Creation and Redemption. For Managed Fund Shares based on an international or global portfolio, the statutory prospectus or the application for exemption from provisions of the Investment Company Act of 1940 for the series of Managed Fund Shares must state that the series of Managed Fund Shares must comply with the federal securities laws in accepting securities for deposits and satisfying redemptions with redemption securities, including that the securities accepted for deposits and the securities used to satisfy redemption requests are sold in transactions that would be exempt from registration under the Securities Act of 1933.

.05 *Disclosures.* The provisions of this subparagraph apply only to series of Managed Fund Shares that are the subject of an order by the Securities and Exchange Commission exempting such series from

certain prospectus delivery requirements under Section 24(d) of the Investment Company Act of 1940 and are not otherwise subject to prospectus delivery requirements under the Securities Act of 1933. The Exchange will inform member organizations regarding application of these provisions of this subparagraph to a particular series of Managed Fund Shares by means of an information circular prior to commencement of trading in such series.

The Exchange requires that member organizations provide to all purchasers of a series of Managed Fund Shares a written description of the terms and characteristics of those securities, in a form prepared by the open-end management investment company issuing such securities, not later than the time a confirmation of the first transaction in such series is delivered to such purchaser. In addition, member organizations will include such a written description with any sales material relating to a series of Units that is provided to customers or the public. Any other written materials provided by a member organization to customers or the public making specific reference to a series of Managed Fund Shares as an investment vehicle must include a statement in substantially the following form: "A circular describing the terms and characteristics of (the series of Managed Fund Shares) has been prepared by the (open-end management investment company name) and is available from your broker. It is recommended that you obtain and review such circular before purchasing (the series of Managed Fund Shares)."

A member organization carrying an omnibus account for a non-member organization is required to inform such non-member organization that execution of an order to purchase a series of Managed Fund Shares for such omnibus account will be deemed to constitute agreement by the non-member organization to make such written description available to its customers on the same terms as are directly applicable to member organizations under this rule.

Upon request of a customer, a member organization will also provide a prospectus for the particular series of Managed Fund Shares.

.06 If the investment adviser to the Investment Company issuing Managed Fund Shares is affiliated with a broker-dealer, such investment adviser will erect and maintain a "fire[]wall" between the investment adviser and the broker-dealer with respect to access to information concerning the composition and/or changes to such Investment Company portfolio. Personnel who make decisions on the Investment Company's portfolio composition must be subject to procedures designed to prevent the use and dissemination of material

nonpublic information regarding the applicable Investment Company portfolio.

Rule 8.700. Managed Trust Securities

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Managed Trust Securities that meet the criteria of this Rule.

(b) *Applicability* . This Rule is applicable only to Managed Trust Securities. Managed Trust Securities are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

(c) *Definitions* . The following terms as used in the Rules will, unless the context otherwise requires, have the meanings herein specified:

- (1) Managed Trust Securities. The term "Managed Trust Securities" as used in the Rules will, unless the context otherwise requires, mean a security that is registered under the Securities Act of 1933, as amended, (i) is issued by a trust ("Trust") that (1) is a commodity pool as defined in the Commodity Exchange Act and regulations thereunder, and that is managed by a commodity pool operator registered with the Commodity Futures Trading Commission, and (2) holds long and/or short positions in exchange-traded futures contracts and/or certain currency forward contracts selected by the Trust's advisor consistent with the Trust's investment objectives, which will only include, exchange-traded futures contracts involving commodities, currencies, stock indices, fixed income indices, interest rates and sovereign, private and mortgage or asset backed debt instruments, and/or forward contracts on specified currencies, each as disclosed in the Trust's prospectus as such may be amended from time to time; and (ii) is issued and redeemed continuously in specified aggregate amounts at the next applicable net asset value.
- (2) Disclosed Portfolio. The term "Disclosed Portfolio" means the identities and quantities of the securities and other assets held by the Trust that will form the basis for the Trust's calculation of net asset value at the end of the business day.
- (3) Intraday Indicative Value. The term "Intraday Indicative Value" is the estimated indicative value of a Managed Trust Security based on current information regarding the value of the securities and other assets in the Disclosed Portfolio.
- (4) Reporting Authority. The term "Reporting Authority" in respect of a particular series of Managed Trust Securities means the Exchange, an institution, or a reporting or information service designated by the Exchange or by the Trust or the exchange that lists a particular series of Managed Trust Securities (if the Exchange is trading such series pursuant to unlisted trading privileges) as the official source for calculating and reporting information relating to such series, including, but not limited to, the Intraday Indicative Value; the Disclosed Portfolio; the amount of any cash distribution to holders of Managed Trust Securities, net asset value, or other

information relating to the issuance, redemption or trading of Managed Trust Securities. A series of Managed Trust Securities may have more than one Reporting Authority, each having different functions.

(d) **Designation** . The Exchange may trade, either by listing or pursuant to unlisted trading privileges, Managed Trust Securities based on the underlying portfolio of exchange-traded futures and/or certain currency forward contracts described in the related prospectus. Each issue of Managed Trust Securities will be designated as a separate trust or series and will be identified by a unique symbol.

(e) **Initial and Continued Listing** . Managed Trust Securities will be listed and traded on the Exchange subject to application of the following criteria:

(1) Initial Listing—Each series of Managed Trust Securities will be listed and traded on the Exchange subject to application of the following initial listing criteria:

(A) The Exchange will establish a minimum number of Managed Trust Securities required to be outstanding at the time of commencement of trading on the Exchange.

(B) The Exchange will obtain a representation from the issuer of each series of Managed Trust Securities that the net asset value per share for the series will be calculated daily and that the net asset value and the Disclosed Portfolio will be made available to all market participants at the same time.

(2) Continued Listing—Each series of Managed Trust Securities will be listed and traded on the Exchange subject to application of the following continued listing criteria:

(A) Intraday Indicative Value. The Intraday Indicative Value for Managed Trust Securities will be widely disseminated by one or more major market data vendors at least every 15 seconds during the time when the Managed Trust Securities trade on the Exchange.

(B) Disclosed Portfolio.

(i) The Disclosed Portfolio will be disseminated at least once daily and will be made available to all market participants at the same time.

(ii) The Reporting Authority that provides the Disclosed Portfolio must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the actual components of the portfolio.

(C) Suspension of trading or removal. The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of

trading in, and will commence delisting proceedings under Rule 5.5(m) [or removal from listing] of, a series of Managed Trust Securities under any of the following circumstances:

- (i) if, following the initial twelve-month period beginning upon the commencement of trading of the Managed Trust Securities: (A) the Trust has fewer than 50,000 Managed Trust Securities issued and outstanding; or (B) the market value of all Managed Trust Securities issued and outstanding is less than \$1,000,000, or (C) there are fewer than 50 record and/or beneficial holders of Managed Trust Securities [for 30 consecutive trading days];
- (ii) if the Intraday Indicative Value for the Trust is no longer calculated or available or the Disclosed Portfolio is not made available to all market participants at the same time;
- (iii) if the Trust issuing the Managed Trust Securities has failed to file any filings required by the Securities and Exchange Commission or if the Exchange is aware that the Trust is not in compliance with the conditions of any exemptive order or no-action relief granted by the Securities and Exchange Commission to the Trust with respect to the series of Managed Trust Securities; [or]
- (iv) if any of the continued listing requirements set forth in Rule 8.700 are not continuously maintained;
- (v) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Managed Trust Securities and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
- ~~(vi) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.~~

(D) Trading Halt. If the Intraday Indicative Value of a series of Managed Trust Securities is not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the Intraday Indicative Value occurs. If the interruption to the dissemination of the Intraday Indicative 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. If a series of Managed Trust Securities is trading on the Exchange pursuant to unlisted trading privileges, the Exchange will halt trading in that series as specified in Rule 7.18. In addition, if the Exchange becomes aware that the net asset value or the Disclosed Portfolio with respect to a series of Managed Trust Securities is not disseminated to all market participants at the same time, it

will halt trading in such series until such time as the net asset value or the Disclosed Portfolio is available to all market participants.

(E) Upon termination of a Trust, the Exchange requires that Managed Trust Securities issued in connection with such trust be removed from Exchange listing. A Trust will terminate in accordance with the provisions of the Trust prospectus.

(3) **Term** —The stated term of the Trust will be as stated in the prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.

(4) **Trustee** —The following requirements apply on an initial and continued listing basis:

(i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) Voting—Voting rights will be as set forth in the applicable Trust prospectus.

(f) **Market Maker Accounts** .

(1) The member organization acting as a registered market maker on the Exchange in Managed Trust Securities must file, with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading the underlying commodity or applicable currency, related futures or options on futures, or any other related derivatives, which the member organization acting as registered market maker on the Exchange may have or over which it may exercise investment discretion. No member organization acting as registered market maker on the Exchange in the Managed Trust Securities will trade in the underlying commodity or applicable currency, related futures or options on futures, or any other related derivatives, in an account in which a member organization acting as a registered market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

(2) In addition to the existing obligations under Exchange rules regarding the production of books and records (see, e.g., Rule 440), the member organization acting as a registered market maker on the Exchange in Managed Trust Securities will make available to the Exchange such books, records or other information pertaining to transactions by such entity or any limited partner, officer or approved

person thereof, registered or non-registered employee affiliated with such entity for its or their own accounts in the underlying commodity or applicable currency, related futures or options on futures, or any other related derivatives, as may be requested by the Exchange.

(g) ***Limitation of Exchange Liability*** . Neither the Exchange, the Reporting Authority nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying futures contract value; the current value of positions or interests if required to be deposited to the Trust in connection with issuance of Managed Trust Securities; net asset value; or other information relating to the purchase, redemption or trading of Managed Trust Securities, resulting from any negligent act or omission by the Exchange, or the Reporting Authority, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, or the Reporting Authority, including, but not limited to, fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reporting of transactions in an underlying futures contract.

(h) The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before listing and trading separate and distinct Managed Trust Securities. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Supplementary Material:

.01 The Exchange requires that member organizations provide all purchasers of newly issued Managed Trust Securities a prospectus for the series of Managed Trust Securities.

.02 Transactions in Managed Trust Securities will occur during the Exchange's normal trading hours.

.03 The Exchange's rules governing the trading of equity securities apply.

.04 The Exchange will implement written surveillance procedures for Managed Trust Securities.

.05 If the Trust's advisor is affiliated with a broker-dealer, the broker-dealer will erect and maintain a "fire[]wall" around the personnel who have access to information concerning changes and adjustments

to the Disclosed Portfolio. Personnel who make decisions on the Trust's portfolio composition must be subject to procedures designed to prevent the use and dissemination of material nonpublic information regarding the applicable Trust portfolio.

Additions: Underlined
Deletions: [Bracketed]

Rules of New York Stock Exchange LLC

Pillar Platform Rules (Rules 1P – 13P)

RULE 1P DEFINITIONS

Rule 1.1. Definitions

As used in Exchange rules, unless the context requires otherwise, the terms below will mean the following:

UTP Listing Market

(jj) The term "UTP Listing Market" means the primary listing market for a UTP Security.

UTP Regulatory Halt

(kk) [Reserved] The term "UTP Regulatory Halt" means a trade suspension, halt, or pause called by the UTP Listing Market in a UTP Security that requires all market centers to halt trading in that security.

(aaa) Reserved.

Exchange Traded Product and UTP Exchange Traded Product

(bbb) [Reserved] The term "Exchange Traded Product" means a security that meets the definition of "derivative securities product" in Rule 19b-4(e) under the Securities Exchange Act of 1934 and a "UTP Exchange Traded Product" means an Exchange Traded Product that trades on the Exchange pursuant to unlisted trading privileges.

RULE 5P [Reserved] SECURITIES TRADED

The provisions of this Rule 5P shall apply to the trading pursuant to UTP of Exchange Traded Products on the Exchange. This Rule 5P shall not apply to the listing of Exchange Traded Products on the Exchange.

Rule 5.1**(a) General Provisions and Unlisted Trading Privileges.**

(1) Notwithstanding the requirements for listing set forth in these Rules, the Exchange may extend unlisted trading privileges ("UTP") to any security that is an NMS Stock (as defined in Rule 600 of Regulation NMS under the Exchange Act) that is listed on another national securities exchange or with respect to which unlisted trading privileges may otherwise be extended in accordance with Section 12(f) of the Exchange Act. Any such security will be subject to all Exchange trading rules applicable to securities trading on the Pillar trading platform, unless otherwise noted. The Exchange will not list any Exchange Traded Products. Therefore, the provisions of Rules 5P and 8P that permit the listing of Exchange Traded Products will not be effective until the Exchange files a proposed rule change to amend its rules to comply with Rules 10A-3 and 10C-1 under the Exchange Act and to incorporate qualitative listing criteria, and such proposed rule change is approved by the Commission.

(2) UTP Exchange Traded Product. Any UTP security that is a "new derivative securities product" as defined in Rule 19b-4(e) under the Exchange Act (a "UTP Exchange Traded Product") and traded pursuant to Rule 19b-4(e) under the Exchange Act will be subject to the additional following rules:

(A) Form 19b-4(e). The Exchange will file with the Securities and Exchange Commission a Form 19b-4(e) with respect to each UTP Exchange Traded Product within five business days after commencement of trading.

(B) Information Circular. The Exchange will distribute an information circular prior to the commencement of trading in each such UTP Exchange Traded Product that generally includes the same information as is contained in the information circular provided by the listing exchange, including (a) the special risks of trading the new Exchange Traded Product, (b) the Exchange Rules that will apply to the new Exchange Traded Product, including Rules 2090 and 2111, and (c) information about the dissemination of value of the underlying assets or indices.

(C) Product Description.

(i) Prospectus Delivery Requirements. Member organizations are subject to the prospectus delivery requirements under the Securities Act of 1933, unless the UTP Exchange Traded Product is the subject of an order by the Securities and Exchange Commission exempting the product from certain prospectus delivery

requirements under Section 24(d) of the Investment Company Act of 1940 and the product is not otherwise subject to prospectus delivery requirements under the Securities Act of 1933.

(ii) Written Description of Terms and Conditions. The Exchange will inform member organizations of the application of the provisions of this subparagraph to UTP Exchange Traded Products by means of an information circular. The Exchange requires that member organizations provide each purchaser of UTP Exchange Traded Products a written description of the terms and characteristics of those securities, in a form approved by the Exchange or prepared by the open-ended management company issuing such securities, not later than the time a confirmation of the first transaction in such securities is delivered to such purchaser. In addition, member organizations will include a written description with any sales material relating to UTP Exchange Traded Products that is provided to customers or the public. Any other written materials provided by a member organization to customers or the public making specific reference to the UTP Exchange Traded Products as an investment vehicle must include a statement substantially in the following form:

"A circular describing the terms and characteristics of [the UTP Exchange Traded Products] has been prepared by the [open-ended management investment company name] and is available from your broker. It is recommended that you obtain and review such circular before purchasing [the UTP Exchange Traded Products]."

A member organization carrying an omnibus account for a non-member organization is required to inform such non-member organization that execution of an order to purchase UTP Exchange Traded Products for such omnibus account will be deemed to constitute an agreement by the non-member organization to make such written description available to its customers on the same terms as are directly applicable to the member organization under this Rule.

(iii) Customer Requests for a Prospectus. Upon request of a customer, a member organization will also provide a prospectus for the particular UTP Exchange Traded Product.

(D) Trading Halts. If a temporary interruption occurs in the calculation or wide dissemination of the intraday indicative value (or similar value) or the value of the underlying index or instrument and the listing market halts trading in the product, the Exchange, upon notification by the listing market of such halt due to such temporary interruption, also will immediately halt trading in that product on the Exchange. If the intraday indicative value (or similar value) or the value of the underlying index or instrument continues not to be calculated or widely available as of the commencement of trading on the Exchange on the next business day, the Exchange will not commence trading of the product that day. If an interruption in the calculation or wide dissemination of the intraday indicative value (or similar

value) or the value of the underlying index or instrument continues, the Exchange may resume trading in the product only if calculation and wide dissemination of the intraday indicative value (or similar value) or the value of the underlying index or instrument resumes or trading in such series resumes in the listing market. The Exchange also will halt trading in a UTP Exchange Traded Product listed on the Exchange for which a net asset value (and in the case of managed fund shares or actively managed Exchange-Traded Funds, a "disclosed portfolio") is disseminated if the Exchange becomes aware that the net asset value or, if applicable, the disclosed portfolio is not being disseminated to all market participants at the same time. The Exchange will maintain the trading halt until such time as the Exchange becomes aware that the net asset value and, if applicable, the disclosed portfolio is available to all market participants. Nothing in this rule will limit the power of the Exchange under the Rules or procedures of the Exchange with respect to the Exchange's ability to suspend trading in any securities if such suspension is necessary for the protection of investors or in the public interest.

(E) Market Maker Restrictions. The following restrictions will apply to each member organization registered as a market maker on the Exchange in a UTP Exchange Traded Product that derives its value from one or more currencies, commodities, or derivatives based on one or more currencies or commodities, or is based on a basket or index composed of currencies or commodities (collectively, "Reference Assets"):

(i) The member organization acting as a registered market maker on the Exchange in a UTP Exchange Traded Product must file with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading the underlying physical asset or commodity, related futures or options on futures, or any other related derivatives, which the member organization acting as registered market maker on the Exchange may have or over which it may exercise investment discretion. No member organization acting as a registered market maker on the Exchange in the UTP Exchange Traded Product will trade in the underlying physical asset or commodity, related futures or options on futures, or any other related derivatives, in an account in which a member organization acting as a registered market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

(ii) A market maker on the Exchange will, in a manner prescribed by the Exchange, file with the Exchange and keep current a list identifying any accounts ("Related Instrument Trading Accounts") for which related instruments are traded:

(a) in which the market maker holds an interest;

(b) over which it has investment discretion; or

(c) in which it shares in the profits and/or losses.

A market maker on the Exchange may not have an interest in, exercise investment discretion over, or share in the profits and/or losses of a Related Instrument Trading Account that has not been reported to the Exchange as required by this Rule.

(iii) In addition to the existing obligations under Exchange rules regarding the production of books and records, a market maker on the Exchange will, upon request by the Exchange, make available to the Exchange any books, records, or other information pertaining to any Related Instrument Trading Account or to the account of any registered or non-registered employee affiliated with the market maker on the Exchange for which related instruments are traded.

(iv) A market maker on the Exchange will not use any material nonpublic information in connection with trading a related instrument.

(F) Surveillance. The Exchange will enter into comprehensive surveillance sharing agreements with markets that trade components of the index or portfolio on which the UTP Exchange Traded Product is based to the same extent as the listing exchange's rules require the listing exchange to enter into comprehensive surveillance sharing agreements with such markets.

(b) Definitions

The following terms used in Rules 5.2 through 5.5 will, unless otherwise indicated, have the meanings herein specified:

- (1) The term "security" means any security as defined in Rule 3(a)(10) under the Securities Exchange Act of 1934.
- (2) The term "equity security" will include any equity security defined as such pursuant to Rule 3a11-1 under the Securities Exchange Act of 1934.
- (3) Reserved.
- (4) The term "listed" and the phrase "listed on the Exchange" mean a security that has been listed on the Exchange pursuant to Section 12(b) of the Securities Act of 1934. Such security will be listed pursuant to a formal application and request for such listing filed by the issuing company.
- (5) The term "beneficial holder" means any person who, directly or indirectly through any contract, arrangement, understanding, relationship, or otherwise has or shares:
 - (i) voting power that includes the power to vote or to direct the voting of, such securities; and/or

(ii) investment power that includes the power to dispose, or to direct the disposition of such security.

(6) The term "public beneficial holder" means a beneficial holder, who, with respect to the issuer, is not a director or officer or member of the immediate family thereof or an affiliate or associate thereof, and whose ownership of an equity security is less than 5% of the total number of shares issued and outstanding.

(7) Reserved.

(8) Reserved.

(9) The term "net worth" means the total assets (excluding the value of goodwill) less total liabilities.

(10) Reserved.

(11) The term "publicly held shares" means the total number of shares issued and outstanding exclusive of any shares held by directors, officers, or their immediate families and other concentrated holdings of 5% or more.

(12) The term "common stock" will include any security of an issuer designated as common stock and any security of an issuer, however designated, which by statute or by its terms, is a common stock (e.g., a security which entitles the holders thereof to vote generally on matters submitted to the issuer's security holders for a vote).

(13) A "unit investment trust interest" means an interest in a trust consisting of or otherwise based upon the following:

(i) a portfolio of stocks included in a domestic broad-based stock market index, which is of the type the Securities and Exchange Commission has previously reviewed and approved for index products; and/or

(ii) a portfolio of money market instruments or other debt securities that may be listed on the Exchange.

(14) Equity Linked Notes ("ELNs") are notes that are linked, in whole or in part, to the market performance of a common stock, non-convertible preferred stock or sponsored American Depositary Receipts ("ADRs") overlying such equity securities.

(15) A Unit is a security that represents an interest in a registered investment company ("Investment Company") that could be organized as a unit investment trust, an open-end management investment company, or a similar entity.

(16) The term "Reporting Authority" in respect of a particular series of Investment Company Units ("Units") means the Exchange, a subsidiary of the Exchange, or an institution or reporting service designated by the Exchange or its subsidiary as the official source for calculating and reporting information relating to such series, including, but not limited to, any current index or portfolio value; the current value of the portfolio of any securities required to be deposited in connection with issuance of Units; the amount of any dividend equivalent payment or cash distribution to holders of Units, net asset value, or other information relating to the issuance, redemption or trading of Units. Nothing in Rule 5.2(j)(3) implies that an institution or reporting service that is the source for calculating and reporting information relating to ICUs must be designated by the Exchange. The term "Reporting Authority" will not refer to an institution or reporting service not so designated.

(17) Reserved.

(18) The term Exchange-Traded Funds ("ETFs") include unit investment trusts, portfolio depository receipts and trust issued receipts designed to track the performance of the broad stock or bond market, stock industry sector, and U.S. Treasury and corporate bonds, among other things.

(19) Reserved.

Rule 5.2

(a)–(i) Reserved

(j) Exchange Traded Products

(1) Reserved.

(2) Equity Linked Notes ("ELNs")

The Exchange may approve for listing and trading ELNs pursuant to Rule 19b-4(e) under the Securities and Exchange Act of 1934. The following listing requirements must be met on an initial and continued listing basis (except that the requirements in Rule 5.2(j)(2)(B)(i)(c)-(d) must only be met on an initial basis):

(A) Issuer Listing Standards.

The issuer of ELNs must be an entity that:

(i) has assets in excess of \$100 million and stockholders' equity of at least \$10 million;

(ii) has one of the following: (1) pre-tax income from continuing operations of at least \$750,000 in its last fiscal year, or in two of its last three fiscal years, (2) assets in excess of \$200 million and stockholders' equity of at least \$10 million; or (3) assets in excess of \$100 million and stockholders' equity of at least \$20 million; and

(iii) has a minimum tangible net worth in excess of \$250 million, and otherwise substantially exceeds the income requirements set forth above in paragraph (A)(ii)(1). In the alternative, the issuer must: (1) have a minimum tangible net worth of \$150 million and to otherwise substantially exceed the income requirements set forth in paragraph (A)(ii)(1), and (2) not have issued such securities where the original issue price of all the issuer's other ELN offerings (combined with ELN offerings of the issuer's affiliates) listed on a national securities exchange exceeds 25% of the issuer's net worth.

(B) ELN Listing Standards.

(i) The issue must have:

(a) a minimum public distribution of one million ELNs (provided, however, that if the ELN is traded in \$1,000 denominations, there is no minimum public distribution);

(b) a minimum of 400 public holders of the ELNs (provided, however, that if the ELN is traded in \$1,000 denominations, or if the ELNs are redeemable at the option of the holders thereof on at least a weekly basis, there is no minimum number of holders);

(c) a minimum market value of \$4 million; and

(d) a minimum term of one year.

(C) Minimum Standards Applicable to the Linked Securities.

(i) Each underlying security must have:

(a) a market capitalization of at least \$3 billion and trading volume in the United States of at least 2.5 million shares in the one-year period preceding the listing of the ELNs; or

(b) a market capitalization of at least \$1.5 billion and trading volume in the United States of at least 10 million shares in the one-year period preceding the listing of the ELNs; or

(c) a market capitalization of at least \$500 million and trading volume in the United States of at least 15 million shares in the one-year period preceding the listing of the ELNs.

(ii) Each issuer of an underlying security to which the ELN is to be linked will be either a Securities Exchange Act of 1934 reporting company or an Investment Company Act of 1940 registered investment company. In either case, any underlying security to which the ELN is to be linked will be listed on a national securities exchange. In addition, if any underlying security to which the ELN is to be linked is the stock of a non-U.S. company which is traded in the U.S. market as sponsored American Depositary Shares ("ADS"), ordinary shares or otherwise, then for each such security, one of the following conditions must be met:

(1) the Exchange has a comprehensive surveillance sharing agreement in place with the primary exchange on which each non-U.S. security is traded (in the case of an ADS, the primary exchange on which the security underlying the ADS is traded);

(2) the combined trading volume of each non-U.S. security (a security issued by a non-U.S. company) and other related non-U.S. securities occurring in the U.S. market or in markets with which the Exchange has in place a comprehensive surveillance sharing agreement represents (on a share equivalent basis for any ADSs) at least 50% of the combined world-wide trading volume in each non-U.S. security, other related non-U.S. securities, and other classes of shares related to each non-U.S. security over the six month period preceding the date of listing; or

(3) (A) the combined trading volume of each non-U.S. security and other related non-U.S. securities occurring in the U.S. market represents (on a share equivalent basis) at least 20% of the combined world-wide trading volume in each non-U.S. security and in other related non-U.S. securities over the six-month period preceding the date of selection of the non-U.S. security for an ELN listing; (B) the average daily trading volume for each non-U.S. security in the U.S. markets over the six-month period preceding the date of selection of each non-U.S. security for an ELN listing is 100,000 or more shares; and (C) the trading volume for each non-U.S. security in the U.S. market is at least 60,000 shares per day for a majority of the trading days for the six-month period preceding the date of selection of the non-U.S. security for an ELN listing.

(iii) If any underlying security to which the ELN is to be linked is the stock of a non-U.S. company that is traded in the U.S. market as a sponsored ADS, ordinary shares or otherwise, then the minimum number of holders of the underlying security will be 2,000.

(D) Limits on the Number of ELNs Linked to a Particular Security.

(i) The issuance of ELNs relating to any underlying U.S. security may not exceed five percent of the total outstanding shares of such underlying security. In addition, the issuance of ELNs relating to any underlying non-U.S. security represented by ADSs, shares, or otherwise, may not exceed:

(a) two percent of the total shares outstanding worldwide if at least 20 percent of the worldwide trading volume in each non-U.S. security and related non-U.S. security occurs in the U.S. market during the six-month period preceding the date of listing; or

(b) three percent of the total shares outstanding worldwide if at least 50 percent of the worldwide trading volume in each non-U.S. security and related non-U.S. security occurs in the U.S. market during the six-month period preceding the date of listing; and

(c) five percent of the total shares outstanding worldwide if at least 70 percent of the worldwide trading volume in each non-U.S. security and related non-U.S. security occurs in the U.S. market during the six-month period preceding the date of listing.

If any non-U.S. security and related securities has less than 20% of the worldwide trading volume occurring in the U.S. market during the six month period preceding the date of listing, then the ELN may not be linked to that non-U.S. security.

If an issuer proposes to list ELNs that relate to more than the allowable percentages specified above, then the Exchange, with the concurrence of the staff of the Division of Trading and Markets of the Securities and Exchange Commission, will evaluate the maximum percentage of ELNs that may be issued on a case-by-case basis.

(E) Prior to the commencement of trading of particular ELNs listing pursuant to this Rule, the Exchange will evaluate the nature and complexity of the issue and, if appropriate, distribute a circular to the member organization providing guidance regarding compliance responsibilities (including suitability recommendations and account approval) when handling transactions in ELNs.

(F) ELNs will be treated as equity instruments.

(G) The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of ELNs that do not otherwise meet the standards set forth in this Rule 5.2(j)(2). All statements or representations contained in such rule filing regarding (a) the underlying linked-stock or portfolio, (b) limitations on the underlying linked-stock or portfolio, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the

Exchange of any failure to comply with such continued listing requirements. If a series of ELNs does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m).

(3) Investment Company Units

The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, units of trading ("Units") that meet the criteria of this Rule. A Unit is a security that represents an interest in a registered investment company ("Investment Company") that could be organized as a unit investment trust, an open-end management investment company, or a similar entity. The term "US Component Stock" will mean an equity security that is registered under Sections 12(b) or 12(g) of the Securities Exchange Act of 1934 or an American Depositary Receipt, the underlying equity security of which is registered under Sections 12(b) or 12(g) of the Securities Exchange Act of 1934. The term "Non-US Component Stock" will mean an equity security that is not registered under Sections 12(b) or 12(g) of the Securities Exchange Act of 1934 and that is issued by an entity that (a) is not organized, domiciled or incorporated in the United States, and (b) is an operating company (including Real Estate Investment Trusts (REITS) and income trusts, but excluding investment trusts, unit trusts, mutual funds, and derivatives).

The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Units that do not otherwise meet the standards set forth below. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If a series of Units does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m).

(A) Unit Listing Standards

(i) The Investment Company must:

- (a) hold securities (including fixed income securities) comprising, or otherwise based on or representing an interest in, an index or portfolio or securities; or
- (b) hold securities in another registered investment company that holds securities as described in (a) above.

An index or portfolio may be revised as necessary or appropriate to maintain the quality and character of the index or portfolio.

(ii) The Investment Company must issue Units in a specified aggregate number in return for a deposit (the "Deposit") consisting of either:

- (a) a specified number of shares of securities (and, if applicable, a specified portfolio of fixed income securities) that comprise the index or portfolio, or are otherwise based on or represent an investment in securities comprising such index or portfolio, and/or a cash amount; or
- (b) shares of a registered investment company, as described in subsection (A)(i)(a) above, and/or a cash amount.
- (iii) Units must be redeemable, directly or indirectly, from the Investment Company for securities (including fixed income securities) and/or cash then comprising the Deposit. Units must pay holders periodic cash payments corresponding to the regular cash dividends or distributions declared with respect to the securities held by the Investment Company, less applicable expenses and charges.
- (iv) The minimum number of Units required to be outstanding at the commencement of trading is set forth in Supplementary Material .01 paragraph (d) of this Rule.
- (v) The Exchange will obtain a representation from the issuer of each series of Units that the net asset value per share for the series will be calculated daily and will be made available to all market participants at the same time.
- (B) *Underlying Indices and Portfolios.* The Exchange may trade, whether by listing or pursuant to unlisted trading privileges, specified series of Units, with each Series based on a specified index or portfolio of securities. The value of the index or portfolio must be calculated and disseminated to the public at least once per business day; provided that, if the securities representing at least half the value of the index or portfolio are securities of a single country other than the United States, then the value of the index or portfolio may be calculated and disseminated to the public at least once per business day in that country.
- (C) *Form of Certificates.* Units may be either certified or issued in the form of a single global certificate.
- (D) *Limitation of Liability of the Exchange.* Neither the Exchange, the Reporting Authority nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any current index or portfolio value the current value of the portfolio of securities required to be deposited to the open-end management investment company; the amount of any dividend equivalent payment or cash distribution to holders of Units; net asset value; or other information relating to the creation, redemption or trading of Units, resulting from any negligent act or omission by the Exchange, or the Reporting Authority, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, or the Reporting Authority, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction;

or any error, omission or delay in the reporting of transactions in one or more underlying securities. The Exchange makes no warranty, express or implied, as to results to be obtained by any person or entity from the use of Units or any underlying index or data included therein and the Exchange makes no express or implied warranties, and disclaims all warranties of merchantability or fitness for a particular purpose with respect to Units or any underlying index or data included therein. This limitation of liability will be in addition to any other limitation contained in the Exchange's Bylaws and Rules.

Supplementary Material:

.01 Equity. The Exchange may approve a series of Units for listing and/or trading (including pursuant to unlisted trading privileges) pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934. Units listed pursuant to Rule 19b-4(e) will satisfy the criteria set forth in (a)(A), (B) or (C) and (b), (c) and (f) through (h) below on an initial and continued listing basis, provided further, that the Exchange may not so approve a series of Units that are issued by an open-end management investment company that seeks to provide investment results, before fees and expenses, in an amount that exceeds -300% of the percentage performance on a given day of a particular domestic equity, international or global equity securities index.

(a) Eligibility Criteria for Index Components.

(A) US index or portfolio. Components of an index or portfolio of US Component Stocks underlying a series of Units listed pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 will meet the following criteria on an initial and continued listing basis:

- (1) Component stocks (excluding Units and securities defined in Section 2 of Rule 8P, collectively, "Exchange Traded Products") that in the aggregate account for at least 90% of the weight of the index or portfolio (excluding such Exchange Traded Products) each will have a minimum market value of at least \$75 million;
- (2) Component stocks (excluding Exchange Traded Products) that in the aggregate account for at least 70% of the weight of the index or portfolio (excluding such Exchange Traded Products) each will have a minimum monthly trading volume of 250,000 shares, or minimum notional volume traded per month of \$25,000,000, averaged over the last six months;
- (3) The most heavily weighted component stock (excluding Exchange Traded Products) will not exceed 30% of the weight of the index or portfolio, and, to the extent applicable, the five most heavily weighted component stocks (excluding Exchange Traded Products) will not exceed 65% of the weight of the index or portfolio;

(4) The index or portfolio will include a minimum of 13 component stocks; provided, however, that there will be no minimum number of component stocks if (a) one or more series of Units or Portfolio Depositary Receipts (as defined in Section 2 of Rule 8P) constitute, at least in part, components underlying a series of Units, or (b) one or more series of Exchange Traded Products account for 100% of the weight of the index or portfolio; and

(5) All securities in the index or portfolio will be US Component Stocks listed on a national securities exchange and will be NMS Stocks as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934.

(B) International or global index or portfolio. Components of an index or portfolio underlying a series of Units listed pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 that consist of either (a) only Non-US Component Stocks or (b) both US Component Stocks and Non-US Component Stocks will meet the following criteria on an initial and continued listing basis:

(1) Component stocks (excluding Exchange Traded Products) that in the aggregate account for at least 90% of the weight of the index or portfolio (excluding such Exchange Traded Products) each will have a minimum market value of at least \$100 million;

(2) Component stocks (excluding Exchange Traded Products) that in the aggregate account for at least 70% of the weight of the index or portfolio (excluding such Exchange Traded Products) each will have a minimum global monthly trading volume of 250,000 shares, or minimum global notional volume traded per month of \$25,000,000, averaged over the last six months;

(3) The most heavily weighted component stock (excluding Exchange Traded Products) will not exceed 25% of the weight of the index or portfolio, and, to the extent applicable, the five most heavily weighted component stocks (excluding Exchange Traded Products) will not exceed 60% of the weight of the index or portfolio;

(4) The index or portfolio will include a minimum of 20 component stocks; provided, however, that there will be no minimum number of component stocks if (a) one or more series of Units or Portfolio Depositary Receipts constitute, at least in part, components underlying a series of Units, or (b) one or more series of Exchange Traded Products account for 100% of the weight of the index or portfolio; and

(5) Each US Component Stock will be listed on a national securities exchange and will be an NMS Stock as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934, and each Non-US Component Stock will be listed and traded on an exchange that has last-sale reporting.

(C) Index or portfolio approved in connection with options or other derivative securities. For the initial and continued listing of a series of Units pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934, the index or portfolio underlying the series of Units will have been reviewed and approved for trading of options, Portfolio Depositary Receipts, Units, Index-Linked Exchangeable Notes or Index-Linked Securities by the Securities and Exchange Commission under Section 19(b) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Securities and Exchange Commission's approval order, including comprehensive surveillance sharing agreements with respect to Non-US Component Stocks and the requirements regarding dissemination of information, continue to be satisfied. On an initial and continued listing basis, each component stock of the index or portfolio will be either (i) a US Component Stock that is listed on a national securities exchange and is an NMS Stock as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934, or (ii) a Non-US Component Stock that is listed and traded on an exchange that has last-sale reporting.

(b) Index Methodology and Calculation.

(1) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor will erect and maintain a "firewall" around the personnel who have access to information concerning changes and adjustments to the index and the index will be calculated by a third party who is not a broker-dealer or fund advisor. In addition, any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index or portfolio composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index; and

(2) The current index value for Units listed pursuant to (a) Supplementary Material .01(a)(A) above will be widely disseminated by one or more major market data vendors at least every 15 seconds during the Exchange's normal trading hours; (b) Supplementary Material .01(a)(B) above will be widely disseminated by one or more major market data vendors at least every 60 seconds during the Exchange's normal trading hours; or (c) Supplementary Material .01(a)(C) above will be widely disseminated during the Exchange's normal trading hours by one or more major market data vendors at least every 15 seconds with respect to indexes containing only US Component Stocks and at least every 60 seconds with respect to indexes containing Non-US Component Stocks. If the official index value does not change during some or all of the period when trading is occurring on the Exchange (for example, for indexes of Non-US Component Stocks because of time zone differences or holidays in the countries where such indexes' component stocks trade), then the last calculated official index value must remain available throughout the Exchange's normal trading hours.

- (c) Disseminated Information. One or more major market data vendors will disseminate for each series of Units listed or traded on the Exchange an estimate, updated at least every 15 seconds during the Exchange's normal trading hours, of the value in U.S. dollars of a share of each series (the "Intraday Indicative Value"). The "Intraday Indicative Value" may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value. The Intraday Indicative Value will be updated at least every 15 seconds during the Exchange's normal trading hours to reflect changes in the exchange rate between the U.S. dollar and the currency in which any component stock is denominated. If the Intraday Indicative Value does not change during some or all of the period when trading is occurring on the Exchange, then the last official calculated Intraday Indicative Value must remain available throughout the Exchange's normal trading hours.
- (d) Initial Shares Outstanding. A minimum of 100,000 shares of a series of Units is required to be outstanding at commencement of trading.
- (e) Hours of Trading. The hours of trading for series of Units are the Exchange's normal trading hours.
- (f) Surveillance Procedures. The Exchange will implement written surveillance procedures for Units.
- (g) Disclosures. The provisions of this subparagraph apply only to series of Units that are the subject of an order by the Securities and Exchange Commission exempting such series from certain prospectus delivery requirements under Section 24(d) of the Investment Company Act of 1940 and are not otherwise subject to prospectus delivery requirements under the Securities Act of 1933. The Exchange will inform member organizations regarding application of these provisions of this subparagraph to a particular series of Units by means of an information circular prior to commencement of trading in such series.

The Exchange requires that member organizations provide to all purchasers of a series of Units a written description of the terms and characteristics of those securities, in a form approved by the Exchange or prepared by the open-end management investment company issuing such securities, not later than the time a confirmation of the first transaction in such series is delivered to such purchaser. In addition, member organizations will include such a written description with any sales material relating to a series of Units that is provided to customers or the public. Any other written materials provided by a member organization to customers or the public making specific reference to a series of Units as an investment vehicle must include a statement in substantially the following form: "A circular describing the terms and characteristics of (the series of Units) has been prepared by the (open-end management investment company name) and is available from your broker. It is recommended that you obtain and review such circular before purchasing (the series of Units)."

A member organization carrying an omnibus account for a non-member organization is required to inform such non-member organization that execution of an order to purchase a series of Units for such omnibus account will be deemed to constitute agreement by the non-member organization to make such written description available to its customers on the same terms as are directly applicable to member organizations under this rule.

Upon request of a customer, a member organization will also provide a prospectus for the particular series of Units.

(h) Creation and Redemption. For Units listed pursuant to Supplementary Material .01(a)(B) or (C) above, the statutory prospectus or the application for exemption from provisions of the Investment Company Act of 1940 for the series of Units must state that the series of Units must comply with the federal securities laws in accepting securities for deposits and satisfying redemptions with redemption securities, including that the securities accepted for deposits and the securities used to satisfy redemption requests are sold in transactions that would be exempt from registration under the Securities Act of 1933.

.02 Fixed Income. Fixed Income Securities are debt securities that are notes, bonds, debentures or evidence of indebtedness that include, but are not limited to, U.S. Department of Treasury securities ("Treasury Securities"), government-sponsored entity securities ("GSE Securities"), municipal securities, trust preferred securities, supranational debt and debt of a foreign country or a subdivision thereof. The Exchange may approve a series of Units based on Fixed Income Securities for listing and pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided such portfolio or index (i) has been reviewed and approved for the trading of options, Units, Portfolio Depository Receipts, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order, continue to be satisfied or (ii) satisfy the following criteria, and provided further, that the Exchange may not so approve a series of Units that are issued by an open-end management investment company that seeks to provide investment results, before fees and expenses, in an amount that exceeds -300% of the percentage performance on a given day of a particular Fixed Income Securities index. Units listed pursuant to Rule 19b-4(e) shall satisfy the criteria set forth in (a) through (c), (f) and (g) below on an initial and continued listing basis.

(a) Eligibility Criteria for Index Components. Components of an index or portfolio underlying a series of Units listed pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 will meet the following criteria on an initial and continued listing basis:

- (1) The index or portfolio must consist of Fixed Income Securities;
 - (2) Components that in aggregate account for at least 75% of the weight of the index or portfolio each will have a minimum original principal amount outstanding of \$100 million or more;
 - (3) A component may be a convertible security, however, once the convertible security component converts to the underlying equity security, the component is removed from the index or portfolio;
 - (4) No component fixed-income security (excluding Treasury Securities and GSE Securities) will represent more than 30% of the weight of the index or portfolio, and the five most heavily weighted component fixed-income securities in the index or portfolio will not in the aggregate account for more than 65% of the weight of the index or portfolio;
 - (5) An underlying index or portfolio (excluding one consisting entirely of exempted securities) must include a minimum of 13 non-affiliated issuers; and
 - (6) Component securities that in aggregate account for at least 90% of the weight of the index or portfolio must be either a) from issuers that are required to file reports pursuant to Sections 13 and 15(d) of the Securities Exchange Act of 1934; b) from issuers that have a worldwide market value of its outstanding common equity held by non-affiliates of \$700 million or more; c) from issuers that have outstanding securities that are notes, bonds debentures, or evidence of indebtedness having a total remaining principal amount of at least \$1 billion; d) exempted securities as defined in Section 3(a)(12) of the Securities Exchange Act of 1934; or e) from issuers that are a government of a foreign country or a political subdivision of a foreign country.
- (b) Index Methodology and Calculation.
- (i) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor will erect and maintain a "firewall" around the personnel who have access to information concerning changes and adjustments to the index;
 - (ii) The current index value for Units listed pursuant to Supplementary Material .02(a) above will be widely disseminated by one or more major market data vendors at least once per day and if the index value does not change during some or all of the period when trading is occurring on the Exchange, the last official calculated index value must remain available throughout the Exchange's normal trading hours; and
 - (iii) Any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index composition, methodology and related matters, must implement and maintain, or be subject to,

procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index.

- (c) *Disseminated Information.* One or more major market data vendors will disseminate for each series of Units listed pursuant to Supplementary Material .02(a) above an estimate, updated at least every 15 seconds during the Exchange's normal trading hours, of the value of a share of each series (the "Intraday Indicative Value"). The Intraday Indicative Value may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value. The Intraday Indicative Value may be calculated by the Exchange or by an independent third party throughout the day using prices obtained from independent market data providers or other independent pricing sources such as a broker-dealer or price evaluation services. If the Intraday Indicative Value does not change during some or all of the period when trading is occurring on the Exchange, then the last official calculated Intraday Indicative Value must remain available throughout the Exchange's normal trading hours.
- (d) *Initial Shares Outstanding.* The provisions of Supplementary Material .01(d) above will apply to series of Units listed pursuant to Supplementary Material .02(a) above.
- (e) *Hours of Trading.* The provisions of Supplementary Material .01(e) above will apply to series of Units listed pursuant to Supplementary Material .02(a) above.
- (f) *Surveillance Procedures.* The provisions of Supplementary Material .01(f) above will apply to series of Units based on Fixed Income Securities that are listed and/or traded pursuant to UTP.
- (g) *Disclosures.* The provisions of Supplementary Material .01(g) above will apply to series of Units based on Fixed Income Securities.

.03 The Exchange may approve a series of Units based on a combination of indexes or an index or portfolio of component securities representing the U.S. or domestic equity market, the international equity market, and the fixed income market for listing and trading pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided (i) such portfolio or combination of indexes have been reviewed and approved for the trading of options, Units, Portfolio Depository Receipts, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order continue to be satisfied or (ii) each index or portfolio of equity and fixed income component securities separately meet either the criteria set forth in Supplementary Material .01(a) or .02(a) above, and provided further, that the Exchange may not so approve a series of Units that is issued

by an open-end management investment company that seeks to provide investment results, before fees and expenses, in an amount that exceeds -300% of the percentage performance on a given day of a particular domestic equity, international or global equity securities index or Fixed Income Securities index or a combination thereof. Units listed pursuant to Rule 19b-4(e) shall satisfy the criteria set forth in (a) below and in Supplementary Material .01(c) and (f)-(g) on an initial and continued listing basis.

(a) Index Methodology and Calculation

(i) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor will erect and maintain a "firewall" around the personnel who have access to information concerning changes and adjustments to the index;

(ii) The current composite index value for Units listed pursuant to Supplementary Material .01(a) or .02(a) above will be widely disseminated by one or more major market data vendors at least once every 15 seconds during the Exchange's normal trading hours, provided however, that (a) with respect to the Non-US Component Stocks of the combination index, the impact on the index is only required to be updated at least every 60 seconds during the Exchange's normal trading hours, and (b) with respect to the fixed income components of the combination index, the impact on the index is only required to be updated at least once each day; and

(iii) Any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index.

(b) Other Applicable Provisions. The provisions of Supplementary Material .01(c)-(h) will also apply to series of Units based on a combination of indexes or an index or portfolio of component securities representing the U.S. or domestic equity market, the international equity market, and the fixed income market.

.04 The provisions of this Supplementary Material apply only to series of Units that are issued by an open-end management investment company that (i) seeks to provide investment results, before fees and expenses, that correspond to a specific multiple of the percentage performance on a given day of a particular domestic equity, international or global equity securities index or Fixed Income Securities index or a combination thereof ("Multiple Fund Shares") or (ii) seeks to provide investment results, before fees and expenses, that correspond inversely up to -300% of the percentage performance on a given day of a particular domestic equity, international or global equity securities index or Fixed Income Securities index or a

combination thereof ("Inverse Fund Shares"). For the initial and continued listing of Multiple Fund Shares and/or Inverse Fund Shares, the following requirements must be adhered to:

(a) Daily public Web site disclosure of portfolio holdings that will form the basis for the calculation of the net asset value by the issuer of a series of Multiple Fund Shares or Inverse Fund Shares, including, as applicable, the following instruments:

(i) The identity and number of shares held of each specific equity security;

(ii) The identity and amount held of each specific Fixed Income Security;

(iii) The specific types of financial instruments, including, but not limited to, stock index futures contracts; options on futures contracts; options on securities and indices; equity caps, collars and floors; swap agreements; forward contracts; and repurchase agreements (the "Financial Instruments") and characteristics of such Financial Instruments; and

(iv) Cash equivalents and the amount of cash held in the portfolio.

(b) If the Exchange becomes aware that the net asset value related to a Multiple Fund Share or Inverse Fund Share is not being disseminated to all market participants at the same time or the daily public Web site disclosure of portfolio holdings does not occur, the Exchange will halt trading in such series of Multiple Fund Shares or Inverse Fund Shares, as appropriate. The Exchange may resume trading in such Fund Shares only when the net asset value is disseminated to all market participants at the same time or the daily public Web site disclosure of portfolio holdings occurs, as appropriate.

(4) Index-Linked Exchangeable Notes

Index-linked exchangeable notes which are exchangeable debt securities that are exchangeable at the option of the holder (subject to the requirement that the holder in most circumstances exchange a specified minimum amount of notes), on call by the issuer or at maturity for a cash amount (the "Cash Value Amount") based on the reported market prices of the Underlying Stocks of an Underlying Index will be considered for listing and trading by the Exchange pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934, provided:

(a) Both the issue and the issuer of such security initially meet and continuously maintain the criteria set forth in NYSE Arca Equities Rule 5.2(j)(1) (Other Securities), except that the minimum public distribution will be 150,000 notes with a minimum of 400 public note-holders, except, if traded in thousand dollar denominations no minimum public distribution and no minimum number of holders.

(b) The issue has a minimum term of one year.

(c) On an initial and continued listing basis, the issuer will be expected to have a minimum tangible net worth in excess of \$250,000,000, and to otherwise substantially exceed the earnings requirements set forth in NYSE Arca Equities Rule 5.2(j)(1). In the alternative, the issuer will be expected: (i) to have a minimum tangible net worth of \$150,000,000 and to otherwise substantially exceed the earnings requirements set forth in NYSE Arca Equities Rule 5.2(j)(1); and (ii) not to have issued index-linked exchangeable notes where the original issue price of all the issuer's other index-linked exchangeable note offerings (combined with other index-linked exchangeable note offerings of the issuer's affiliates) listed on a national securities exchange or traded through the facilities of Nasdaq exceeds 25% of the issuer's net worth.

(d) The index to which an exchangeable-note is linked will either be (i) indices that have been created by a third party and been reviewed and have been approved for the trading of options or other derivatives securities (each, a "Third-Party Index") either by the Commission under Section 19(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and rules thereunder or by the Exchange under rules adopted pursuant to Rule 19b-4(e); or (ii) indices which the issuer has created and for which the Exchange will have obtained approval from either the Commission pursuant to Section 19(b) and rules thereunder or from the Exchange under rules adopted pursuant to Rule 19b-4(e) (each an "Issuer Index"). The Issuer Indices and their underlying securities must meet one of the following on an initial and continued listing basis:

(i) the procedures and criteria set forth in NYSE Arca Options Rule 5.13(b)-(c); or

(ii) the criteria set forth in subsections (C) and (D) of Rule 5.2(j)(2), the index concentration limits set forth in NYSE Arca Options Rule 5.13(b)(6), and NYSE Arca Options Rule 5.13(b)(12) insofar as it relates to NYSE Arca Options Rule 5.13(b)(6).

(e) Index-linked Exchangeable Notes will be treated as equity instruments.

(f) Continued Listing. The Exchange will maintain surveillance procedures for securities listed under this Rule 5.2(j)(4) and consider the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) of, a series of Index-Linked Exchangeable Notes, under any of the following circumstances:

(i) if, following the initial twelve month period following the initial issuance of a series of index-linked exchangeable notes and commencement of trading on the Exchange, the series has fewer than 50,000 notes issued and outstanding;

(ii) if, following the initial twelve month period following the initial issuance of a series of index-linked exchangeable notes and commencement of trading on the Exchange, the market value of all index-linked exchangeable notes of that series issued and outstanding is less than \$1,000,000;

(iii) if any of the continued listing requirements set forth in this Rule 5.2(j)(4) are not continuously maintained;

(iv) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act to permit the listing and trading of a series of Index-Linked Exchangeable Notes that do not otherwise meet the standards set forth in this Rule 5.2(j)(4) and any of the statements or representations regarding (a) the description of the index, (b) limitations on the index, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(v) if such other event will occur or such other condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

(g) The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Index-Linked Exchangeable Notes that do not otherwise meet the standards set forth in this Rule 5.2(j)(4). All statements or representations contained in such rule filing regarding (a) the description of the index, (b) limitations on the index, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If a series of Index-Linked Exchangeable Notes does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m).

(5) Equity Gold Shares

(A) The provisions of this Rule 5.2(j)(5) apply only to Equity Gold Shares, that represent units of fractional undivided beneficial interest in and ownership of the Equity Gold Trust. While Equity Gold Shares are not technically Investment Company Units and thus are not covered by Rule 5.2(j)(3), all other rules that reference "Investment Company Units" will also apply to Equity Gold Shares.

(B) Except to the extent that specific provisions in this rule govern, or unless the context otherwise requires, the provisions of all other Rules and policies will be applicable to the trading of Equity Gold Shares on the Exchange.

(C) The provisions set forth in Rule 8.201(g)-(i) will also apply to Equity Gold Shares.

(6) Equity Index-Linked Securities, Commodity-Linked Securities, Currency-Linked Securities, Fixed Income Index-Linked Securities, Futures-Linked Securities and Multifactor Index-Linked Securities

The Exchange will consider listing equity index-linked securities ("Equity Index-Linked Securities"), commodity-linked securities ("Commodity-Linked Securities"), currency-linked securities ("Currency-Linked Securities"), fixed income index-linked securities

("Fixed Income Index-Linked Securities"), futures-linked securities, ("Futures-Linked Securities") and multifactor index-linked securities ("Multifactor Index-Linked Securities" and, together with Equity Index-Linked Securities, Commodity-Linked Securities, Currency-Linked Securities, Fixed Income Index-Linked Securities and Futures-Linked Securities, "Index-Linked Securities") that in each case meet the applicable criteria of this Rule 5.2(j)(6).

The payment at maturity with respect to Equity Index-Linked Securities, Commodity-Linked Securities, Currency-Linked Securities, Fixed Income Index-Linked Securities, Futures-Linked Securities and Multifactor Index-Linked Securities is based on the performance of:

- (i) in the case of Equity Index-Linked Securities, an underlying index or indexes of equity securities (an "Equity Reference Asset"), or
- (ii) in the case of Commodity-Linked Securities, one or more physical commodities or commodity futures, options or other commodity derivatives or Commodity-Based Trust Shares (as defined in Rule 8.201) or a basket or index of any of the foregoing (a "Commodity Reference Asset"), or
- (iii) in the case of Currency-Linked Securities, one or more currencies, or options or currency futures or other currency derivatives or Currency Trust Shares (as defined in Rule 8.202) or a basket or index of any of the foregoing (a "Currency Reference Asset", or
- (iv) in the case of Fixed Income Index-Linked Securities, one or more indexes or portfolios of notes, bonds, debentures or evidence of indebtedness that include, but are not limited to, U.S. Department of Treasury securities ("Treasury Securities"), government-sponsored entity securities ("GSE Securities"), municipal securities, trust preferred securities, supranational debt and debt of a foreign country or a subdivision thereof or a basket or index of any of the foregoing (a "Fixed Income Reference Asset"), or
- (v) in the case of Futures-Linked Securities, an index of (a) futures on Treasury Securities, GSE Securities, supranational debt and debt of a foreign country or a subdivision thereof, or options or other derivatives on any of the foregoing; (b) interest rate futures or options or derivatives on the foregoing in this subparagraph (b); (c) CBOE Volatility Index (VIX) Futures; or (d) EURO STOXX 50 Volatility Index (VSTOXX) Futures (a "Futures Reference Asset"), or
- (vi) in the case of Multifactor Index-Linked Securities, any combination of two or more Equity Reference Assets, Commodity Reference Assets, Currency Reference Assets, Fixed Income Reference Assets or Futures Reference Assets (a "Multifactor Reference Asset", and together with Equity Reference Asset, Commodity Reference Asset, Currency Reference Asset, Fixed Income Reference Asset and Futures Reference Asset, "Reference Assets"). A Multifactor Reference Asset may include

as a component a notional investment in cash or a cash equivalent based on a widely accepted overnight loan interest rate, LIBOR, Prime Rate, or an implied interest rate based on observed market spot and foreign currency forward rates.

Index-Linked Securities may or may not provide for the repayment of the original principal investment amount. The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 ("Act") to permit the listing and trading of Index-Linked Securities that do not otherwise meet the standards set forth below. All statements or representations contained in such rule filing regarding (a) the description of the reference asset, (b) limitations on reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If a series of Index-Linked Securities does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m).

The Exchange will consider for listing and trading pursuant to Rule 19b-4(e) under the Act, Index-Linked Securities provided the following criteria are met:

(A) Requirements Common to All Index-Linked Securities

- (a) Both the issue and the issuer of such security initially meet and continuously maintain the criteria set forth in NYSE Arca Equities Rule 5.2(j)(1) except that: (i) if the Index-Linked Securities are redeemable at the option of the holders thereof on at least a weekly basis, then no minimum number of publicly held trading units, and (ii) a minimum principal amount/market value outstanding of at least \$4 million, and (iii) if the Index-Linked Securities are traded in thousand dollar denominations or are redeemable at the option of the holders thereof on at least a weekly basis, then no minimum number of holders.
- (b) The issue has a minimum term of one (1) year but not greater than thirty (30) years.
- (c) The issue must, on an initial and continued listing basis, be the non-convertible debt of the issuer.
- (d) On an initial and continued listing basis, the payment at maturity may or may not provide for a multiple of the direct or inverse performance of an underlying Reference Asset; however, in no event will a loss or negative payment at maturity be accelerated by a multiple that exceeds three times the performance of an underlying Reference Asset.
- (e) On an initial and continued listing basis, the issuer will be expected to have a minimum tangible net worth of \$250,000,000 (if the Index-Linked Securities are fully and unconditionally guaranteed by an affiliate of the issuer, the Exchange will rely on such affiliate's tangible net worth for purposes of this requirement). In the alternative, the issuer will be expected to have a minimum tangible net worth of

\$150,000,000 and the original issue price of the Index-Linked Securities, combined with all of the issuer's other Index-Linked Securities listed on a national securities exchange or otherwise publicly traded in the United States, must not be greater than 25 percent of the issuer's tangible net worth at the time of issuance (if the Index-Linked Securities are fully and unconditionally guaranteed by an affiliate of the issuer, the Exchange will apply the provisions of this paragraph to such affiliate instead of the issuer and will include in its calculation all Index-Linked Securities that are fully and unconditionally guaranteed by such affiliate). Government issuers and supranational entities will be evaluated on a case-by-case basis.

(f) The issuer is in compliance with Rule 10A-3 under the Act on an initial and continued listing basis.

(B) Requirements Specific to Equity Index-Linked Securities, Commodity-Linked Securities, Currency-Linked Securities, Fixed Income Index-Linked Securities, Futures-Linked Securities and Multifactor Index-Linked Securities.

The issue must meet one of the criteria set forth below.

I. Equity Index-Linked Securities Listing Standards

(1) The Exchange will consider listing Equity Index-Linked Securities that meet the requirements of this subparagraph (B)(I), where the payment at maturity or earlier redemption is based on an index or indexes of equity securities, securities of closed-end management investment companies registered under the Investment Company Act of 1940 (the "1940 Act") and/or investment company units. The issue must meet the following initial listing criteria:

(a) Each underlying index is required to have at least ten (10) component securities.

(b) The index or indexes to which the security is linked will either (1) have been reviewed and approved for the trading of investment company units or options or other derivatives by the Commission under Section 19(b)(2) of the Act and rules thereunder and the conditions set forth in the Commission's approval order, including comprehensive surveillance sharing agreements for non-U.S. stocks, continue to be satisfied, or (2) the index or indexes meet the following criteria:

(i) Each component security has a minimum market value of at least \$75 million, except that for each of the lowest dollar weighted component securities in the index that in the aggregate account for no more than 10% of the dollar weight of the index, the market value can be at least \$50 million;

(ii) Component stocks that in the aggregate account for at least 90% of the weight of the index each will have a minimum global monthly trading

volume of 1,000,000 shares, or minimum global notional volume traded per month of \$25,000,000, averaged over the last six months;

(iii) No underlying component security will represent more than 25% of the dollar weight of the index, and the five highest dollar weighted component securities in the index do not in the aggregate account for more than 50% of the dollar weight of the index (60% for an index consisting of fewer than 25 component securities); and

(iv) 90% of the index's numerical value and at least 80% of the total number of component securities will meet the then current criteria for standardized option trading set forth in NYSE Arca Options Rule 5.3; an index will not be subject to this requirement if (a) no underlying component security represents more than 10% of the dollar weight of the index and (b) the index has a minimum of 20 components; and

(v) All component securities will be either:

(A) Securities (other than foreign country securities and American Depository Receipts ("ADRs")) that are (x) issued by a 1934 Act reporting company or by an investment company registered under the 1940 Act, which in each case is listed on a national securities exchange, and (y) an "NMS stock" (as defined in Rule 600 of SEC Regulation NMS); or

(B) Foreign country securities or ADRs, provided that foreign country securities or foreign country securities underlying ADRs having their primary trading market outside the United States on foreign trading markets that are not members of the Intermarket Surveillance Group ("ISG") or parties to comprehensive surveillance sharing agreements with the Exchange will not in the aggregate represent more than 50% of the dollar weight of the index, and provided further that:

(i) the securities of any one such market do not represent more than 20% of the dollar weight of the index, and

(ii) the securities of any two such markets do not represent more than 33% of the dollar weight of the index.

(2) Continued Listing Criteria—(a) The Exchange will maintain surveillance procedures for securities listed under this Rule 5.2(j)(6) and may halt trading in such securities and will initiate delisting proceedings pursuant to Rule 5.5(m) (unless the Commission has approved the continued trading of the subject Index-Linked Security), if any of the standards set forth above in paragraphs 1(a) and (b)(2) are not continuously maintained, except that:

- (i) the criteria that no single component represent more than 25% of the dollar weight of the index and the five highest dollar weighted components in the index cannot represent more than 50% (or 60% for indexes with less than 25 components) of the dollar weight of the Index, need only be satisfied at the time the Index is rebalanced;
- (ii) Component stocks that in the aggregate account for at least 90% of the weight of the index each will have a minimum global monthly trading volume of 500,000 shares, or minimum global notional volume traded per month of \$12,500,000, averaged over the last six months.
- (b) In connection with an Index-Linked Security that is listed pursuant to paragraph (b)(1) above, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) (unless the Commission has approved the continued trading of the subject Index-Linked Security) if an underlying index or indexes fails to satisfy the maintenance standards or conditions for such index or indexes as set forth by the Commission in its order under Section 19(b)(2) of the Act approving the index or indexes for the trading of options or other derivatives.
- (c) The Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) (unless the Commission has approved the continued trading of the subject Index-Linked Security), under any of the following circumstances:

 - (i) if the aggregate market value or the principal amount of the Equity Index-Linked Securities publicly held is less than \$400,000;
 - (ii) if the value of the index or composite value of the indexes is no longer calculated or widely disseminated on at least a 15-second basis with respect to indexes containing only securities listed on a national securities exchange, or on at least a 60-second basis with respect to indexes containing foreign country securities, provided, however, that, if the official index value does not change during some or all of the period when trading is occurring on the Exchange (for example, for indexes of foreign country securities, because of time zone differences or holidays in the countries where such indexes' component stocks trade) then the last calculated official index value must remain available throughout the Exchange's normal trading hours; or
 - (iii) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.
- (d) Index Rebalancing—Indexes will be rebalanced at least annually.

II. Commodity-Linked Securities Listing Standards

(1) The issue must meet the initial listing standard set forth in either (a) or (b) below:

- (a) The Commodity Reference Asset to which the security is linked will have been reviewed and approved for the trading of Commodity-Based Trust Shares or options or other derivatives by the Commission under Section 19(b)(2) of the Act and rules thereunder and the conditions set forth in the Commission's approval order, including with respect to comprehensive surveillance sharing agreements, continue to be satisfied.
- (b) The pricing information for components of a Commodity Reference Asset must be derived from a market which is an ISG member or affiliate or with which the Exchange has a comprehensive surveillance sharing agreement. Notwithstanding the previous sentence, pricing information for gold and silver may be derived from the London Bullion Market Association. A Commodity Reference Asset may include components representing not more than 10% of the dollar weight of such Commodity Reference Asset for which the pricing information is derived from markets that do not meet the requirements of this subparagraph (b); provided, however, that no single component subject to this exception exceeds 7% of the dollar weight of the Commodity Reference Asset.

In addition, the issue must meet both of the following initial listing criteria:

- (i) the value of the Commodity Reference Asset must be calculated and widely disseminated by one or more major market data vendors on at least a 15-second basis during the Exchange's normal trading hours; and
- (ii) in the case of Commodity-Linked Securities that are periodically redeemable, the indicative value of the subject Commodity-Linked Securities must be calculated and widely disseminated by the Exchange or one or more major market data vendors on at least a 15-second basis during the Exchange's normal trading hours.

(2) The issue must meet the following continued listing criteria:

- (a) The Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) if any of the initial listing criteria described above are not continuously maintained.
- (b) The Exchange may also halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) under any of the following circumstances:
 - (i) If the aggregate market value or the principal amount of the Commodity-Linked Securities publicly held is less than \$400,000;
 - (ii) The value of the Commodity Reference Asset is no longer calculated or available and a new Commodity Reference Asset is substituted, unless the

new Commodity Reference Asset meets the requirements of this Rule 5.2(j)(6); or

(iii) If such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

III. Currency-Linked Securities Listing Standards

(1) The issue must meet the initial listing standard set forth in either (a) or (b) below:

(a) The Currency Reference Asset to which the security is linked will have been reviewed and approved for the trading of Currency Trust Shares or options or other derivatives by the Commission under Section 19(b)(2) of the Act and rules thereunder and the conditions set forth in the Commission's approval order, including with respect to comprehensive surveillance sharing agreements, continue to be satisfied.

(b) The pricing information for each component of a Currency Reference Asset must be:

(x) the generally accepted spot or forward price (subject to the list of currencies below), applicable to the component of such Currency Reference Asset, for the currency exchange rate in question or

(y) derived from a market which (i) is an ISG member or affiliate or with which the Exchange has a comprehensive surveillance sharing agreement and (ii) is the pricing source for components of a Currency Reference Asset that has previously been approved by the Commission.

If pricing information is based upon the generally accepted forward price, the currency must be one of the following: US Dollar, Euro, Japanese Yen, British Pound Sterling, Swiss Franc, Canadian Dollar, Australian Dollar, Brazilian Real, Chinese Renminbi, Czech Koruna, Danish Krone, Hong Kong Dollar, Hungarian Forint, Indian Rupee, Indonesian Rupiah, Korean Won, Mexican Peso, Norwegian Krone, New Zealand Dollar, Philippine Peso, Polish Zloty, Russian Ruble, Swedish Krona, South African Rand, Singapore Dollar, Taiwan Dollar, Thai Baht, or New Turkish Lira.

A Currency Reference Asset may include components representing not more than 10% of the dollar weight of such Currency Reference Asset for which the pricing information is derived from markets that do not meet the requirements of either (x) or (y) above; provided, however, that no single component subject to this exception exceeds 7% of the dollar weight of the Currency Reference Asset.

Supplementary Material:

.01 In the event a Currency Reference Asset is based upon the forward price and the forward price becomes unavailable due to a holiday, the spot price may be used for calculating the pricing information of the Currency Reference Asset. The pricing information of the Currency Reference Asset on the following business day must be based upon the forward price.

In addition, the issue must meet both of the following initial listing criteria:

- (i) the value of the Currency Reference Asset must be calculated and widely disseminated by one or more market data vendors on at least a 15-second basis during the Exchange's normal trading hours; and
- (ii) in the case of Currency-Linked Securities that are periodically redeemable, the indicative value of the subject Currency-Linked Securities must be calculated and widely disseminated by the Exchange or one or more major market data vendors on at least a 15-second basis during the Exchange's normal trading hours.

(2) The issue must meet the following continued listing criteria:

- (a) The Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) if any of the initial listing criteria described above are not continuously maintained.
- (b) The Exchange may also halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) under any of the following circumstances:
 - (i) If the aggregate market value or the principal amount of the Currency-Linked Securities publicly held is less than \$400,000;
 - (ii) If the value of the Currency Reference Asset is no longer calculated or available and a new Currency Reference Asset is substituted, unless the new Currency Reference Asset meets the requirements of this Rule 5.2(j)(6); or
 - (iii) If such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

IV. Fixed Income Index-Linked Securities Listing Standards

(1) The issue must meet initial listing standards set forth in either (a) or (b) below:

- (a) The Fixed Income Reference Asset to which the security is linked will have been reviewed and approved for the trading of options, Investment Company Units, or other derivatives by the Commission under Section 19(b)(2) of the

Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order, continue to be satisfied.

(b) The issue must meet the following initial listing criteria:

(i) Components of the Fixed Income Reference Asset that in the aggregate account for at least 75% of the weight of the Fixed Income Reference Asset must each have a minimum original principal amount outstanding of \$100 million or more;

(ii) A component of the Fixed Income Reference Asset may be a convertible security, however, once the convertible security component converts to the underlying equity security, the component is removed from the Fixed Income Reference Asset;

(iii) No component of the Fixed Income Reference Asset (excluding Treasury Securities and GSE Securities) will represent more than 30% of the dollar weight of the Fixed Income Reference Asset, and the five highest dollar weighted components in the Fixed Income Reference Asset will not in the aggregate account for more than 65% of the dollar weight of the Fixed Income Reference Asset;

(iv) An underlying Fixed Income Reference Asset (excluding one consisting entirely of exempted securities) must include a minimum of 13 non-affiliated issuers; and

(v) Component securities that in the aggregate account for at least 90% of the dollar weight of the Fixed Income Reference Asset must be from one of the following: (a) issuers that are required to file reports pursuant to Sections 13 and 15(d) of the Securities Exchange Act of 1934; or (b) issuers that have a worldwide market value of outstanding common equity held by non-affiliates of \$700 million or more; or (c) issuers that have outstanding securities that are notes, bonds, debentures, or evidence of indebtedness having a total remaining principal amount of at least \$1 billion; or (d) exempted securities as defined in Section 3(a)(12) of the Securities Exchange Act of 1934, or (e) issuers that are a government of a foreign country or a political subdivision of a foreign country.

(2) In addition, the value of the Fixed Income Reference Asset must be widely disseminated to the public by one or more major market vendors at least once per business day.

(3) The issue must meet the following continued listing criteria:

- (a) The Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) if any of the initial listing criteria described above are not continuously maintained.
- (b) The Exchange may also halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) under any of the following circumstances:
 - (i) If the aggregate market value or the principal amount of the Fixed Income Index-Linked Securities publicly held is less than \$400,000;
 - (ii) The value of the Fixed Income Reference Asset is no longer calculated or available and a new Fixed Income Reference Asset is substituted, unless the new Fixed Income Reference Asset meets the requirements of this Rule 5.2(j)(6); or
 - (iii) If such other event will occur or condition exists which in the opinion of the Exchange makes further dealings inadvisable.

V. Futures-Linked Securities Listing Standards

(1) The issue must meet the initial listing standard set forth in either (a) or (b) below:

- (a) The Futures Reference Asset to which the security is linked will have been reviewed and approved for the trading of Futures-Linked Securities or options or other derivatives by the Commission under Section 19(b)(2) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order, including with respect to comprehensive surveillance sharing agreements, continue to be satisfied.
- (b) The pricing information for components of a Futures Reference Asset must be derived from a market which is an ISG member or affiliate or with which the Exchange has a comprehensive surveillance sharing agreement. A Futures Reference Asset may include components representing not more than 10% of the dollar weight of such Futures Reference Asset for which the pricing information is derived from markets that do not meet the requirements of this subparagraph (b); provided, however, that no single component subject to this exception exceeds 7% of the dollar weight of the Futures Reference Asset.

In addition, the issue must meet both of the following initial listing criteria:

- (i) the value of the Futures Reference Asset must be calculated and widely disseminated by one or more major market data vendors on at least a 15-second basis during the Exchange's normal trading hours; and
- (ii) in the case of Futures-Linked Securities that are periodically redeemable, the indicative value of the subject Futures-Linked Securities must be

calculated and widely disseminated by the Exchange or one or more major market data vendors on at least a 15-second basis during the Exchange's normal trading hours.

(2) The issue must meet the following continued listing criteria:

(a) The Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) if any of the initial listing criteria described above are not continuously maintained.

(b) The Exchange may also halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) under any of the following circumstances:

(i) If the aggregate market value or the principal amount of the Futures-Linked Securities publicly held is less than \$400,000;

(ii) The value of the Futures Reference Asset is no longer calculated or available and a new Futures Reference Asset is substituted, unless the new Futures Reference Asset meets the requirements of this Rule 5.2(j)(6); or

(iii) If such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

VI. Multifactor Index-Linked Securities Listing Standards

(1) The issuer must meet the following initial listing standards set forth in either (a) or (b) below:

(a) Each component of the Multifactor Reference Asset to which the security is linked will have been reviewed and approved for the trading of either options, Investment Company Units, or other derivatives under Section 19(b)(2) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order continue to be satisfied.

(b) Each Reference Asset included in the Multifactor Reference Asset must meet the applicable initial and continued listing criteria set forth in the relevant subsection of this Rule 5.2(j)(6).

(2) In addition, the issue must meet both of the following initial listing criteria:

(a) The value of the Multifactor Reference Asset must be calculated and widely disseminated to the public on at least a 15-second basis during the time the Multifactor Index-Linked Security trades on the Exchange; and

(b) In the case of Multifactor Index-Linked Securities that are periodically redeemable, the indicative value of the Multifactor Index-Linked Securities

must be calculated and widely disseminated by one or more major market data vendors on at least a 15-second basis during the time the Multifactor Index-Linked Securities trade on the Exchange.

- (3) The Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m) under any of the following circumstances:
- (a) If any of the initial listing criteria described above are not continuously maintained;
 - (b) If the aggregate market value or the principal amount of the Multifactor Index-Linked Securities publicly held is less than \$400,000;
 - (c) The value of the Multifactor Reference Asset is no longer calculated or available and a new Multifactor Reference Asset is substituted, unless the new Multifactor Reference Asset meets the requirements of this Rule 5.2(j)(6); or
 - (d) If such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange advisable.

(C) Firewalls

If the value of an Index-Linked Security listed under Rule 5.2(j)(6) is based in whole or in part on an index that is maintained by a broker-dealer, the broker-dealer will erect and maintain a "firewall" around the personnel responsible for the maintenance of such index or who have access to information concerning changes and adjustments to the index, and the index will be calculated by a third party who is not a broker-dealer.

Any advisory committee, supervisory board or similar entity that advises an index licensor or administrator or that makes decisions regarding the index or portfolio composition, methodology and related matters must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material, non-public information regarding the applicable index or portfolio.

(D) Equity Trading Rules

Index-Linked Securities will be subject to the Exchange's equity trading rules.

(E) Trading Halts

If the indicative value or Reference Asset value applicable to a series of Index-Linked Securities is not being disseminated as required, the Exchange may halt trading during the day on which the interruption first occurs. If such interruption 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.

(F) Surveillance Procedures

The Exchange will implement written surveillance procedures for Index-Linked Securities, including adequate comprehensive surveillance sharing agreements with markets trading in non-U.S. components, as applicable.

Supplementary Material:

.01 (a) The member organization acting as a registered market maker on the Exchange in Commodity-Linked Securities, Currency-Linked Securities, Futures-Linked Securities or Multifactor Index-Linked Securities, if applicable, must file with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading in the Index Asset components, the commodities, currencies or futures underlying the Index Asset components, or any derivative instruments based on the Index Asset or based on any Index Asset component or any physical commodity, currency or futures underlying an Index Asset component, which the member organization acting as registered market maker on the Exchange may have or over which it may exercise investment discretion. No member organization acting as registered market maker on the Exchange in the Commodity-Linked Securities, Currency-Linked Securities, Futures-Linked Securities or Multifactor Index-Linked Securities, if applicable, will trade in the Index Asset components, the commodities currencies or futures underlying the Index Asset components, or any derivative instruments based on the Index Asset or based on any Index Asset component or any physical commodity, or futures currency underlying an Index Asset component, in an account in which a member organization acting as a registered market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

(b) In addition to the existing obligations under Exchange rules regarding the production of books and records (See, e.g. Rule 440), the member organization acting as a registered market maker on the Exchange in Commodity-Linked Securities, Currency-Linked Securities, Futures-Linked Securities or Multifactor Index-Linked Securities, if applicable, will make available to the Exchange such books, records or other information pertaining to transactions by such entity or any limited partner, officer or approved person thereof, registered or nonregistered employee affiliated with such entity for its or their own accounts in the Index Asset components, the commodities, currencies or futures underlying the Index Asset components, or any derivative instruments based on the Index Asset or based on any Index Asset component or any physical commodity, currency or futures underlying an Index Asset component, as may be requested by the Exchange.

(7) Trust Certificates

The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, certificates ("Trust Certificates") representing an interest in a special purpose trust (the "Trust") created pursuant to a trust agreement. The Trust will only issue Trust Certificates. Trust Certificates may or may not provide for the repayment of the original principal investment amount. Trust Certificates pay an amount at maturity which is based upon the performance of specified assets as set forth below:

- (i) an underlying index or indexes of equity securities (an "Equity Index Reference Asset"), or
- (ii) instruments that are direct obligations of the issuing company, either exercisable throughout their life (i.e., American style) or exercisable only on their expiration date (i.e., European style), entitling the holder to a cash settlement in U.S. dollars to the extent that the foreign or domestic index has declined below (for put warrant) or increased above (for a call warrant) the pre-stated cash settlement value of the index ("Index Warrants"), or
- (iii) a combination of two or more Equity Index Reference Assets or Index Warrants.

Supplementary Material:

.01 Continued Listing. The Exchange will maintain surveillance procedures for securities listed under this Rule 5.2(j)(7) and consider the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) of, an issue of Trust Certificates (unless the Commission has approved the continued trading of such issue), under any of the following circumstances:

- (i) if the aggregate market value or the principal amount of the securities publicly held is less than \$400,000;
- (ii) if the value of the index or composite value of the indexes is no longer calculated or widely disseminated on at least a 15-second basis with respect to indexes containing only securities listed on a national securities exchange, or on at least a 60-second basis with respect to indexes containing foreign country securities, provided, however, that, if the official index value does not change during some or all of the period when trading is occurring on the Exchange (for example, for indexes of foreign country securities, because of time zone differences or holidays in the countries where such indexes' component stocks trade) then the last calculated official index value must remain available throughout the Exchange's normal trading hours;
- (iii) if any of the continued listing requirements set forth in this Rule 5.2(j)(7) are not continuously maintained;

(iv) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act to permit the listing and trading of a series of Trust Certificates and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(v) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

.02 Term—The stated term of the Trust will be as stated in the Trust prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.

.03 Trustee—The following requirements apply on an initial and continued listing basis:

(i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

.04 Voting—Voting rights will be as set forth in the applicable Trust prospectus.

.05 Surveillance Procedures. The Exchange will implement written surveillance procedures for Trust Certificates.

.06 Equity Trading Rules. The Trust Certificates will be subject to the Exchange's equity trading rules.

.07 Information Circular. Prior to the commencement of trading of a particular Trust Certificates listing pursuant to this Rule, the Exchange will evaluate the nature and complexity of the issue and, if appropriate, distribute a circular to member organizations providing guidance regarding compliance responsibilities (including suitability recommendations and account approval) when handling transactions in Certificates.

.08 Trust Certificates may be exchangeable at the option of the holder into securities that participate in the return of the applicable underlying asset. In the event that the Trust Certificates are

exchangeable at the option of the holder and contains an Index Warrant, then the member organization must ensure that the holder's account is approved for options trading in accordance with the rules of a national securities exchange in order to exercise such rights.

.09 Trust Certificates may pass-through periodic payments of interest and principle of the underlying securities.

.10 Trust Insurance. The Trust payments may be guaranteed pursuant to a financial guaranty insurance policy which may include swap agreements.

.11 Early Termination. The Trust Certificates may be subject to early termination or call features.

.12 The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of Trust Certificates. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If an issue of Trust Certificates does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m).

Rule 5.5

(a)–(g)(1) Reserved

(g)(2). Investment Company Units

(a) Continued Listing Criteria. The Exchange will maintain surveillance procedures for securities listed under Rule 5.2(j)(3) and consider the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) of, a series of Investment Company Units in any of the following circumstances:

- (1) Following the initial twelve-month period beginning upon the commencement of trading of a series of Units, there are fewer than 50 record and/or beneficial holders of Units;

(2) The value of the index or portfolio of securities on which the series is based is no longer calculated or available;

(3) If any of the continued listing requirements set forth in Rule 5.2(j)(3) are not continuously maintained;

(4) If the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act to permit the listing and trading of a series of Units that do not otherwise meet the standards set forth in Rule 5.2(j)(3) and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(5) Such other event occurs or condition exists that, in the opinion of the Exchange, makes further dealings on the Exchange inadvisable.

(b) The Exchange will halt trading in a series of Units if the circuit breaker parameters of Rule 80B have been reached. In exercising its discretion to halt or suspend trading in a series of Units, the Exchange may consider factors such as the extent to which trading in the underlying securities is not occurring or whether other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present, in addition to other factors that may be relevant. The remainder of this paragraph (b) shall apply only when the Exchange is the listing market for a series of Units. If the Intraday Indicative Value (as defined in Supplementary Material .01 to Rule 5.2(j)(3)) or the official index value applicable to that series of Units is not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the Intraday Indicative Value or the official index value occurs. If the interruption to the dissemination of the Intraday Indicative Value or the official index value persists past the trading day in which it occurred, the Exchange will halt trading.

(c) In addition, the Exchange will remove Units from trading and listing (if applicable) upon termination of the issuing Investment Company or upon the termination of listing of the Units on their primary market, if the primary market is not the Exchange.

(h)-(j) Reserved

(j)-1. The Exchange will commence

The Exchange will maintain surveillance procedures for securities listed pursuant to Rule 5.2(j)(2) and will commence delisting or removal proceedings pursuant to Rule 5.5(m) (unless the Commission has approved the continued trading of such issue), under any of the following circumstances:

(i) if the aggregate market value or the principal amount of the securities publicly held is less than \$400,000;

(ii) if any of the continued listing requirements set forth in Rule 5.2(j)(2) are not continuously maintained;

(iii) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act to permit the listing and trading of a series of Equity Linked Notes that do not otherwise meet the standards set forth in Rule 5.2(j)(2) and any of the statements or representations regarding (a) the description of the underlying linked-stock or portfolio, (b) limitations on the underlying linked-stock or portfolio, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(iv) if such other event shall occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

(k)-(l) Reserved

(m). Delisting Procedures

Whenever the Exchange determines that it may be appropriate to either suspend dealings in and/or remove securities from listing pursuant to Rule 5.2, Rule 5.5 or the applicable provisions of Rule 8P, except for reasons specified in subsection (a) of Rule 12d2-2 promulgated under Section 12(d) of the Securities Exchange Act of 1934, as amended ("Exchange Act Rule 12d2-2"), it will follow, insofar as practicable, the following procedures:

(1) Consideration of Commencement of Delisting Action

(a) The Exchange shall notify the issuer in writing describing the basis on which the Exchange is considering the delisting of the company's security. Such notice shall be sent by certified mail and shall include the time and place of a meeting to be held by the Exchange to hear any reasons why the issuer believes its security should not be delisted. Generally, the issuer will be notified at least three (3) weeks prior to the meeting and will be requested to submit a written response.

(b) If, after such meeting, the Exchange determines that the security should be delisted, the Exchange shall notify the issuer in writing (if possible, the same day of the meeting) of the delisting decision and the basis thereof. The written notice will also inform the issuer that it may appeal the decision to the Board of Directors and request a hearing.

(c) Concurrent with the Exchange's decision to delist the issuer's security, the Exchange will prepare a press announcement, which will be disseminated to the market makers and the investing public no later than the opening of trading the business day following the Exchange's decision (NYSE Regulation will also distribute the information to the member organizations). Accordingly, the

suspension of trading in the issuer's security will become effective at the opening of business on the day following the Exchange's decision.

(2) Appeal Procedures

- (a) If the issuer requests an appeal hearing, it must file its request along with (i) a \$2,500 delisting appeal fee and (ii) an answer to the causes specified by the Exchange with the Secretary of the Exchange no later than five (5) business days following service of notice of the proposed delisting. If the issuer does not request a hearing within the specified period of time, or it does not submit the \$2,500 fee to the Exchange in the form and manner prescribed, the Exchange will file an application on Form 25 to the Securities and Exchange Commission to strike the security from the list of companies listed on the Exchange. The Exchange will furnish a copy of such application on Form 25 to the issuer in accordance with Section 12 of the Securities Exchange Act of 1934 and the Rules promulgated thereunder.
- (b) If a request for a hearing is made and the requirements of Rule 5.5(m)(2)(a) are met within the time specified, the issuer will be entitled to an appeal hearing and the Exchange will provide the issuer at least fifteen (15) business days notice of the time and place of the hearing.
- (c) The hearing shall be held before the CFR appointed by the Board of Directors for such purpose. Only those members of the CFR who attend the hearing may vote with respect to any decisions the Committee may make.
- (d) Any documents or other written material the issuer wishes to consider should be submitted to the appropriate office of the Exchange at least five (5) business days prior to the date of the hearing.
- (e) At the hearing, the issuer must prove its case by presenting testimony, evidence, and argument to the CFR. The form and manner in which the actual hearing will be conducted will be established by the CFR so as to assure the orderly conduct of the proceeding. At the hearing, the CFR may require the issuer to furnish additional written information that has come to its attention.
- (f) After the conclusion of the proceeding, the CFR shall make its decision. The decision of the CFR shall be in writing with one copy served upon the issuer and the second copy filed with the Secretary of the Exchange. Such decision shall be final and conclusive. If the decision is that the security should be removed from listing, the Exchange shall follow the procedures set forth below. If the decision is that the security should not be removed from listing, the issuer shall receive a notice to that effect from the Exchange.

(3) Public Notice of Delisting Action

If the final decision is that the security of the issuer is to be removed from listing, then, no fewer than ten (10) days before the delisting becomes effective: (a) an application on Form 25 shall be submitted by the Exchange to the Securities and Exchange Commission to strike the security from listing and registration in accordance with Exchange Act Rule 12d2-2, (b) a copy of such application shall be provided to the issuer in accordance with Exchange Act Rule 12d2-2, and (c) public notice of the Exchange's final determination to delist the security shall be made via a press release and posting on the Exchange's website until the delisting is effective.

RULE 7P EQUITIES TRADING

Section 1. General Provisions

Rule 7.18. [Reserved] Halts

(a) UTP Regulatory Halts. If the UTP Listing Market declares a UTP Regulatory Halt, the Exchange will halt trading in that security until it receives notification from the UTP Listing Market that the halt or suspension is no longer in effect or as provided for in Rules 80B and 80C, provided that, during the Exchange's normal trading hours, the Exchange will halt trading until it receives the first Price Band in that security. If a UTP Regulatory Halt was issued for the purpose of dissemination of material news, the Exchange will assume that adequate publication or dissemination has occurred upon the expiration of one hour after initial publication in a national news dissemination service of the information that gave rise to an UTP Regulatory Halt and may, at its discretion, reopen trading at that time, notwithstanding notification from the UTP Listing Market that the halt or suspension is no longer in effect.

(b) Reserved.

(c) Reserved.

(d) Halts in Exchange Traded Products.

(1) Trading Halts for UTP Exchange Traded Products.

(A) Reserved.

(B) Exchange's Normal Trading Hours. During the Exchange's normal trading hours, if a temporary interruption occurs in the calculation or wide dissemination of the applicable intraday indicative value or value of the underlying index by a major market data vendor and the listing market halts trading in the UTP Exchange Traded Product, the Exchange, upon notification by the primary listing

market of such halt due to such temporary interruption, also shall immediately halt trading in the UTP Exchange Traded Product on the Exchange.

(C) Reserved.

RULE 8P [Reserved] TRADING OF CERTAIN EXCHANGE TRADED PRODUCTS

The provisions of this Rule 8P shall apply to the trading pursuant to UTP of Exchange Traded Products on the Exchange. This Rule 8P shall not apply to the listing of Exchange Traded Products on the Exchange.

Section 1. Currency and Index Warrants

Rule 8.1. General

Rule 8 is applicable only to index warrants and, where stated, to currency warrants and currency index warrants. Except to the extent that specific provisions of Rule 8 govern, or unless the context otherwise requires, the provisions of the Rules and procedures of the Exchange will be applicable to trading of the index warrants, currency warrants and currency index warrants on the Exchange.

Rule 8.2. Definitions

(a) The term "currency index group" means a group of currencies each of whose inclusion and relative representation in the group is determined by its inclusion and relative representation in a currency index.

(b) The term "currency index warrant" means a warrant on a currency index group listed pursuant to Rule 8.3.

(c) The term "currency warrant" means a warrant on a currency index group listed pursuant to Rule 8.3. The term "cross currency" means the relationship between any two non-U.S. currencies.

(d) The term "foreign currency warrants" will mean instruments that are direct obligations of the issuing company, either exercisable throughout their life (i.e., American style) or exercisable only on their expiration date (i.e., European style), entitling the holder thereof to a cash settlement in U.S. dollars to the extent that the value of the underlying foreign currency has declined below (in the case of a put warrant) or increased above (in the case of a call warrant) the pre-stated cash settlement value of the underlying foreign currency. The term "foreign currency warrants" will also include cross-rate currency warrants.

(e) The term "index warrants" means instruments that are direct obligations of the issuing company, either exercisable throughout their life (i.e., American style) or exercisable only on their expiration date (i.e., European style), entitling the holder to a cash settlement in U.S. dollars to the extent that the index has declined below (for put warrant) or increased above (for a call warrant) the pre-stated cash settlement value of the index. Index warrants may be based on either foreign or domestic indexes.

(f) The term "stock index group" means a group of stocks each of whose inclusion and relative representation in the group is determined by its inclusion and relative representation in a stock index.

(g) The term "stock index warrant" means a warrant on a stock index group listed pursuant to Rule 8.3.

Rule 8.3. Listing of Currency and Index Warrants

(a) The Exchange will submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of Currency and Index Warrants. All statements or representations contained in such rule filing regarding (a) the underlying reference assets, (b) limitations on the underlying reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If a series of currency and index warrants does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m).

(b) Each warrant issue will be evaluated for listing against the following initial and continued listing criteria (except that the minimum term requirement in Rule 8.3(a)(2) must only be met on an initial basis):

(1) Size and Earnings of Warrant Issuer—The warrant issuer will be expected to have a minimum tangible net worth in excess of \$250,000,000 and otherwise to exceed substantially pre-tax income from continued operation of at least \$750,000 in the last fiscal year or two of the last three fiscal years. In the alternative, the warrant issuer will be expected: (A) to have a minimum tangible net worth of \$150,000,000 and otherwise to exceed substantially pre-tax income from continued operation of at least \$750,000 in the last fiscal year or two of the last three fiscal years, and (B) not to have issued warrants where the original issue price of all the issuer's index and currency warrant offerings (combined with index and currency warrant offerings of the issuer's affiliates) listed on a national securities exchange or traded through the facilities of Nasdaq exceeds 25% of the warrant issuer's net worth.

(2) Term—One to five years from date of issuance.

- (3) Distribution/Market Value—(i) Minimum public distribution of 1,000,000 warrants together with a minimum of 400 public holders, and an aggregate market value of \$4,000,000; or (ii) Minimum public distribution of 2,000,000 warrants together with a minimum number of public warrant holders determined on a case by case basis, an aggregate market value of \$12,000,000 and an initial warrant price of \$6.
- (4) Cash Settlement—The warrants will be cash settled in U.S. dollars.
- (5) A.M. Settlement—The terms of stock index warrants for which 25% or more of the value of the underlying index is represented by securities that are traded primarily in the United States must provide that opening prices of the stocks comprising the index will be used to determine (A) the final settlement value (i.e., the settlement value for warrants that are exercised at expiration) and (B) the settlement value for such warrants that are exercised on either of the two business days preceding the day on which the final settlement value is to be determined.
- (6) Automatic Exercise—All currency and index warrants must include in their terms provisions specifying: (A) the time by which all exercise notices must be submitted, and (B) that all unexercised warrants that are in the money will be automatically exercised on their expiration date or on or promptly following the date on which such warrants are delisted by the Exchange (if such warrant issue has not been listed on another organized securities market in the United States.)
- (7) Foreign Country Securities—Foreign Country Securities or American Depository Receipts ("ADRs") thereon that: (A) are not subject to a comprehensive surveillance agreement, and (B) have less than 50% of their global trading volume (in dollar value) within the United States, will not, in the aggregate, represent more than 20% of the weight of the index, unless such index is otherwise approved for warrant or option trading.
- (8) Changes in Number of Warrants Outstanding—The Exchange expects that issuers of stock index warrants either will make arrangements with warrant transfer agents to advise the Exchange immediately of any change in the number of warrants outstanding due to the early exercise of such warrants or will provide this information themselves. With respect to stock index warrants for which 25% or more of the value of the underlying index is represented by securities traded primarily in the United States, such notice will be filed with the Exchange no later than 1:30 p.m. Pacific Time, on the date when the settlement value for such warrants is determined. Such notice will be filed in such form and manner as may be prescribed by the Exchange from time to time.

Rule 8.4. Account Approval

No member organization shall accept an order from a customer to purchase or sell a stock index, currency index or currency warrant unless the customer's account has been approved for options trading pursuant to NYSE Arca Equities Rule 9.18(b).

Rule 8.5. Suitability

The provisions of NYSE Arca Equities Rule 9.18(c) shall apply to recommendations in stock index, currency index and currency warrants and the term "option" as used therein shall be deemed for purposes of this Rule to include such warrants.

Rule 8.6. Discretionary Accounts

Rule 408 shall not apply to customer accounts insofar as a member organization exercises discretion to trade in stock index, currency index and currency warrants, and any such account shall instead be subject to the provisions of NYSE Arca Equities Rule 9.18(e) with respect to such trading. For purposes of this Rule, the term "option" as used in NYSE Arca Equities Rule 9.18(e) shall be deemed to include such warrants.

Rule 8.7. Supervision of Accounts

NYSE Arca Equities Rule 9.18(d) shall apply to all customer accounts of a member organization in which transactions in stock index, currency index or currency warrants are effected. The term "option" as used in NYSE Arca Equities Rule 9.18(d) shall be deemed to include such warrants.

Rule 8.8. Customer Complaints

NYSE Arca Equities Rule 9.18(l) shall apply to all customer complaints received by a member organization regarding stock index, currency index or currency warrants. The term "options" as used in NYSE Arca Equities Rule 9.18(l) shall be deemed to include such warrants.

Rule 8.9. Prior Approval of Certain Communications to Customers

(a) No member organization or person associated with a member organization shall utilize any advertisement, educational material, sales literature or other communication to any customer or member of the public concerning stock index, currency index or currency warrants that:

- (1) contains any untrue statement or omission of a material fact or is otherwise false or misleading;
- (2) contains promises of specific results, exaggerated or unwarranted claims, opinions for which there is no reasonable basis or forecasts of future events that are unwarranted or that are not clearly labeled as forecasts; or
- (3) contains hedge clauses or disclaimers that are not legible, that attempt to disclaim responsibility for the content of such literature or for opinions expressed therein, or that are otherwise inconsistent with such communications.

(b) All advertisements, sales literature and educational material issued by a member organization to any customer or member of the public pertaining to stock index, currency index or currency warrants shall comply with the requirements set forth in the Commentaries to NYSE Arca Equities Rule 9.28. For purposes of this Rule, the term "option" as used in such Commentaries shall be deemed to include such warrants, and the term "The Options Clearing Corporation" as used in such Commentaries shall be deemed to mean the issuer(s) of such warrants.

(c) All advertisements, sales literature (except completed worksheets) and educational materials issued by a member organization to any customer or member of the public pertaining to stock index, currency index or currency warrants shall be approved in advance by a Compliance Registered Options Principal or designee thereof. Copies of such advertisements, literature or materials, together with the names of the persons who prepared them, the names of the persons who approved them and, in the case of sales literature, the source of any recommendations contained therein, shall be retained by the member organization and be kept in an easily accessible place for examination by the Exchange for a period of three years.

(d) In addition to the approval required by subsection (c) of this Rule, every advertisement and all educational material of a member organization pertaining to stock index, currency index and currency warrants shall be submitted to the Exchange at least ten days prior to use (or such shorter time as the Exchange may allow in particular instances) for approval and, if changed or expressly disapproved by the Exchange, shall be withheld from circulation until any changes specified by the Exchange have been made or, in the event of disapproval, until such material has been resubmitted for, and has received, Exchange approval. The requirements of this paragraph shall not be applicable to:

(1) advertisements or educational material submitted to another self-regulatory organization having comparable standards pertaining to such advertising or educational material; or

(2) advertisements in which the only reference to stock index, currency index or currency warrants is contained in a listing of services of a member organization.

(e) Definitions. For purposes of this Rule 8.9, the following definitions shall apply:

(1) The term "advertisement" shall include any sales material that reaches a mass audience through public media such as newspapers, periodicals, magazines, radio, television, telephone recordings, motion pictures, audio or video devices, telecommunications devices, billboards, signs or through written sales communications to customers or the public.

(2) The term "educational material" shall include any explanatory material distributed or made generally available to customers or the public that is limited to information

describing the general nature of the stock index, currency index or currency warrant markets or one or more strategies.

(3) The term "sales literature" shall include any written communication (not defined as an "advertisement" or as "educational material") distributed or made generally available to customers or the public that contains any analysis, performance report, projection or recommendation with respect to stock index, currency index or currency warrants, underlying indexes or market conditions, any standard forms of worksheets, or any seminar text that pertains to stock index, currency index or currency warrants and that is communicated to customers or the public at seminars, lectures or similar events.

Rule 8.10. Position Limits

(a) Except with prior written approval of the Exchange in each instance, no member organization shall effect for any account in which such member organization has an interest or for the account of any partner, officer, director or employee thereof or for the account of any customer, a purchase or sale transaction (whether on the Exchange or on or through the facilities of, or otherwise subject to the rules of, another national securities exchange or national securities association) in a stock index warrant if the member organization has reason to believe that as a result of such transaction the member organization or partner, officer, director or employee thereof or customer would, acting alone or in concert with others, directly or indirectly, control an aggregate position in an index warrant issue, or in all warrants issued on the same stock index group, on the same side of the market, in excess of the following position limits:

(1) As to index warrants overlying the same index with an initial offering price of \$10 or less, 15 million warrants; and

(2) For stock index warrants with an initial issue price greater than ten dollars, positions in these warrants must be aggregated with positions in stock index warrants on the same index priced initially at or below ten dollars by dividing the original offering price of the index warrant price above ten dollars by ten and multiplying this number by the size of the index warrant position. For example, if an investor held 100,000 stock index warrants priced initially at \$20 per warrant, the size of this position for position limit purposes would be 200,000 or 100,000 times 20/10.

(b) Whenever the Exchange determines that a person or group of persons acting in concert holds or controls an aggregate position (whether long or short) in stock index warrants in excess of the applicable position limits established pursuant to paragraph (a) of this Rule 8.10, it may direct all member organizations carrying a position in stock index warrants for such person or persons to liquidate such position, as expeditiously as possible consistent with the maintenance of an orderly market, to the extent necessary to assure that such person or persons are in compliance with applicable position limits. Whenever such a directive is issued by the Exchange, no member organization receiving

notice thereof shall accept any order to purchase or sell any stock index warrants based on the same stock index for the account of the person or persons named in such directive, unless in each instance the Exchange provides its express approval therefor, or until such directive is rescinded.

Supplementary Material:

.01 The Exchange will not approve any transaction or the carrying of any positions which would exceed the limits established pursuant to this Rule, except in highly unusual circumstances. Requests for such approval must be accompanied by a detailed statement of the facts justifying an exception to such position limits.

.02 The Exchange may establish higher position limits for transactions by member organizations registered as market makers on the Exchange than those applicable with respect to other accounts. Whenever a member organization registered as a market maker on the Exchange reasonably anticipates that he or she may exceed such position limits in the performance of his or her functions as a member organization registered as a market maker on the Exchange, he or she must consult with and obtain the prior approval of the regulatory staff.

Rule 8.11. Exercise Limits

Except with the prior approval of the Exchange in each instance, no member organization shall exercise, for any account in which such member organization has an interest, or for the account of any partner, officer, director or employee thereof, or, for the account of any customer, a long position in any stock index warrant dealt in on the Exchange if as a result thereof such member organization or partner, officer, director or employee thereof or customer, acting alone or in concert with others, directly or indirectly, has or will have exercised within any five (5) consecutive business days aggregate long positions in the number of stock index warrants set forth in Rule 8.10. The Exchange may from time to time institute other limitations concerning the exercise of stock index warrants. All such exercise limitations are separate and distinct from any other exercise limitations imposed by the issuers of index warrants.

Rule 8.12. Trading Halts or Suspensions

The Exchange will maintain surveillance procedures for currency and index warrants listed under Rule 8.3 and will consider the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) of, a series of currency or index warrants under any of the following circumstances:

- (i) whenever trading in underlying securities whose weighted value represents more than 20%, in the case of a broad based index, and 10% for all other indices, of the index value is halted or is suspended;
- (ii) all trading has been halted or suspended in the market that is the primary market for a plurality of the underlying stocks;
- (iii) the current calculation of the index derived from the current market prices of the stocks is not available;
- (iv) if any of the continued listing requirements set forth in Rule 8.3 are not continuously maintained;
- (v) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of Currency or Index Warrants and any of the statements or representations regarding (a) the description of the underlying reference asset, (b) limitations on the underlying reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
- (vi) other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market and the protection of investors are present.

Trading in currency or index warrants that have been the subject of a halt or suspension by the Exchange may resume if the Exchange determines that the conditions which led to the halt or suspension are no longer present, or that the interests of a fair and orderly market are best served by a resumption of trading.

Rule 8.13. Reporting of Warrant Positions

(a) Each member organization shall file with the Exchange a report with respect to each account in which the member organization has an interest, each account of a partner, officer, director, or employee of such member organization and each customer account, that has established an aggregate position (whether long or short) of 100,000 warrants covering the same underlying index, currency or currency index, combining for purposes of this Rule: (1) long positions in put warrants and short positions in call warrants, and (2) short positions in put warrants with long positions in call warrants. The report shall be in such form as may be prescribed by the Exchange and shall be filed no later than the close of business on the next day following the day on which the transaction or transactions requiring the filing of such report occurred. Whenever a report shall be required to be filed with respect to an account pursuant to this Rule, the member organization filing the report shall file with the Exchange such additional periodic reports with respect to such account as the Exchange may from time to time prescribe. In computing reportable positions, warrants on a stock index shall not be aggregated with: (1) warrants on any other stock index, (2) options on any stock index or (3) options or warrants on any stock or group of stocks included in such index.

(b) In addition to the reports required by subsection (a) of this Rule, each member organization shall report promptly to the Exchange any instance in which such member organization has reason to believe that a person, acting alone or in concert with others, has exceeded or is attempting to exceed the position limits prescribed in Rule 8.10 or the exercise limits prescribed in Rule 8.11.

(c) All reports required by this Rule shall be filed with the Exchange in such manner and form as prescribed by the Exchange.

Section 2. Portfolio Depositary Receipts**Rule 8.100. Portfolio Depositary Receipts**

(a) Definitions.

(1) *Portfolio Depositary Receipt*. The term "Portfolio Depositary Receipt" means a security:

(a) that is based on a unit investment trust ("Trust") that holds the securities that comprise an index or portfolio underlying a series of Portfolio Depositary Receipts;

(b) that is issued by the Trust in a specified aggregate minimum number in return for a "Portfolio Deposit" consisting of specified numbers of shares of stock and/or a cash amount, a specified portfolio of fixed income securities and/or a cash amount and/or a combination of the above;

(c) that, when aggregated in the same specified minimum number, may be redeemed from the Trust which will pay to the redeeming holder the stock and/or cash, fixed income securities and/or cash and/or a combination thereof then comprising the "Portfolio Deposit"; and

(d) that pays holders a periodic cash payment corresponding to the regular cash dividends or distributions declared with respect to the component securities of the securities index or portfolio of securities underlying the Portfolio Depositary Receipts, less certain expenses and other charges as set forth in the Trust prospectus.

(2) *Reporting Authority.* The term "Reporting Authority" in respect of a particular series of Portfolio Depositary Receipts means the Exchange, an institution (including the Trustee for a series of Portfolio Depositary Receipts), or a reporting service designated by the Exchange or by the exchange that lists a particular series of Portfolio Depositary Receipts (if the Exchange is trading such series pursuant to unlisted trading privileges) as the official source for calculating and reporting information relating to such series, including, but not limited to, any current index or portfolio value; the current value of the portfolio of securities required to be deposited to the Trust in connection with the issuance of Portfolio Depositary Receipts; the amount of any dividend equivalent payment or cash distribution to holders of Portfolio Depositary Receipts, net asset value, or other information relating to the creation, redemption or trading of Portfolio Depositary Receipts.

(3) *US Component Stock.* The term "US Component Stock" will mean an equity security that is registered under Sections 12(b) or 12(g) of the Securities Exchange Act of 1934 or an American Depositary Receipt, the underlying equity security of which is registered under Sections 12(b) or 12(g) of the Securities Exchange Act of 1934.

(4) *Non-US Component Stock.* The term "Non-US Component Stock" will mean an equity security that is not registered under Sections 12(b) or 12(g) of the Securities Exchange Act of 1934 and that is issued by an entity that (a) is not organized, domiciled or incorporated in the United States, and (b) is an operating company (including Real Estate Investment Trusts (REITS) and income trusts, but excluding investment trusts, unit trusts, mutual funds, and derivatives).

(b) *Applicability.* This Rule is applicable only to Portfolio Depositary Receipts. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the Bylaws and all other Rules and policies of the Board of Directors are applicable to the trading on the Exchange of such securities. Portfolio Depositary Receipts are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

(c) *Disclosures.* The provisions of this subparagraph apply only to series of Portfolio Depositary Receipts that are the subject of an order by the Securities and Exchange Commission exempting such series from certain prospectus delivery requirements under

Section 24(d) of the Investment Company Act of 1940 and are not otherwise subject to prospectus delivery requirements under the Securities Act of 1933. The Exchange will inform member organizations regarding application of these provisions of this subparagraph to a particular series of Portfolio Depository Receipts by means of an information circular prior to commencement of trading in such series.

A member organization will provide to all purchasers of a series of Portfolio Depository Receipts a written description of the terms and characteristics of such securities, in a form approved by the Exchange, or prepared by the unit investment trust issuing such securities, not later than the time a confirmation of the first transaction in such series is delivered to such purchaser. In addition, member organizations will include such a written description with any sales material relating to a series of Portfolio Depository Receipts that is provided to customers or the public. Any other written materials provided by a member organization to customers or the public making specific reference to a series of Portfolio Depository Receipts as an investment vehicle must include a statement in substantially the following form: "A circular describing the terms and characteristics of [the series of Portfolio Depository Receipts] is available from your broker. It is recommended that you obtain and review such circular before purchasing [the series of Portfolio Depository Receipts]. In addition, upon request you may obtain from your broker a prospectus for [the series of Portfolio Depository Receipts]."

A member organization carrying an omnibus account for a non-member organization broker-dealer is required to inform such non-member organization that execution of an order to purchase a series of Portfolio Depository Receipts for such omnibus account will be deemed to constitute agreement by the non-member organization to make such written description available to its customers on the same terms as are directly applicable to member organizations under this Rule.

Upon request of a customer, a member organization will also provide a prospectus for the particular series of Portfolio Depository Receipts.

(d) *Designation of an Index or Portfolio.* The trading of Portfolio Depository Receipts based on one or more stock indexes or securities portfolios, whether by listing or pursuant to unlisted trading privileges, will be considered on a case-by-case basis. The Portfolio Depository Receipts based on each particular stock index or portfolio will be designated as a separate series and will be identified by a unique symbol. The stocks that are included in an index or portfolio on which Portfolio Depository Receipts are based will be selected by the Exchange or by such other person as will have a proprietary interest in and authorized use of such index or portfolio, and may be revised from time to time as may be deemed necessary or appropriate to maintain the quality and character of the index or portfolio.

(e) The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of Portfolio Depository Receipts that do not otherwise meet the standards set forth in this rule. All statements or representations contained in such rule filing regarding (a) the description of the index,

portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

(f) Initial and Continued Listing and/or Trading. A Trust upon which a series of Portfolio Depository Receipts is based will be traded on the Exchange, whether by listing or pursuant to unlisted trading privileges, subject to the following criteria:

(1) Initial Listing

(i) The minimum number of Portfolio Depository Receipts required to be outstanding at commencement of trading is set forth in Supplementary Material .01 paragraph (d) of this Rule.

(ii) The Exchange will obtain a representation from the issuer of each series of Portfolio Depository Receipts that the net asset value per share for the series will be calculated daily and will be made available to all market participants at the same time.

(2) Continued Listing

(i) The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) of, a Trust upon which a series of Portfolio Depository Receipts is based under any of the following circumstances:

(A) if any of the continued listing requirements set forth in this Rule 8.100 are not continuously maintained;

(B) if the Exchange files separate proposals under 19(b) of the Securities Exchange Act of 1934 and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained;

(C) if, following the initial twelve month period after the formation of a Trust and commencement of trading on the Exchange, the Trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Portfolio Depository Receipts;

(D) if the value of the index or portfolio of securities on which the Trust is based is no longer calculated or available; or

- (E) if such other event will occur or condition exists which in the opinion of the Exchange, makes further dealings on the Exchange inadvisable.
- (ii) The Exchange will halt trading in a series of Portfolio Depositary Receipts if the circuit breaker parameters of Rule 80B have been reached. In exercising its discretion to halt or suspend trading in a series of Portfolio Depositary Receipts, the Exchange may consider factors such as the extent to which trading in the underlying securities is not occurring or whether other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present, in addition to other factors that may be relevant. The remainder of this paragraph (ii) will apply only when the Exchange is the listing market for a series of Portfolio Depositary Receipts. If the Intraday Indicative Value (as defined in Supplementary Material .01 to Rule 8.100) or the official index value applicable to that series of Portfolio Depositary Receipts is not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the Intraday Indicative Value or the index value occurs. If the interruption to the dissemination of the Intraday Indicative Value or the official 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. Procedures for trading halts in connection with an interruption in the calculation or dissemination of the Intraday Indicative Value or the official index value for Portfolio Depositary Receipts traded pursuant to unlisted trading privileges are set forth in Rule 7.18.
- (iii) Upon termination of a Trust, the Exchange requires that Portfolio Depositary Receipts issued in connection with such Trust be removed from Exchange listing or have their unlisted trading privileges terminated. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of securities in the Trust falls below a specified amount.
- (3) Term—The stated term of the Trust will be as stated in the Trust prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.
- (4) Trustee—The trustee must on an initial and continued listing basis be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.
- (5) Voting—Voting rights will be as set forth in the Trust prospectus. The trustee of a Trust may have the right to vote all of the voting securities of such Trust.

Supplementary Material:

.01 Equity.The Exchange may approve a series of Portfolio Depository Receipts for listing and/or trading (including pursuant to unlisted trading privileges) pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934. Portfolio Depository Receipts listed pursuant to Rule 19b-4(e) will satisfy the criteria set forth in (a)(A), (B) or (C) and (b) through (g) below.

(a) Eligibility Criteria for Index Components.

(A) US index or portfolio. Component stocks of an index or portfolio of US Component Stocks underlying a series of Portfolio Depository Receipts listed pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 will meet the following criteria on an initial and continued listing basis:

- (1) Component stocks that in the aggregate account for at least 90% of the weight of the index or portfolio each will have a minimum market value of at least \$75 million;
- (2) Component stocks that in the aggregate account for at least 90% of the weight of the index or portfolio each will have a minimum monthly trading volume during each of the last six months of at least 250,000 shares;
- (3) The most heavily weighted component stock will not exceed 25% of the weight of the index or portfolio, and the five most heavily weighted component stocks will not exceed 65% of the weight of the index or portfolio;
- (4) The index or portfolio will include a minimum of 13 component stocks; and
- (5) All securities in the index or portfolio will be US Component Stocks listed on a national securities exchange and will be NMS Stocks as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934.

(B) International or global index or portfolio. Component stocks of an index or portfolio underlying a series of Portfolio Depository Receipts listed pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 that consist of either (a) only Non-US Component Stocks or (b) both US Component Stocks and Non-US Component Stocks will meet the following criteria on an initial and continued listing basis:

- (1) Component stocks that in the aggregate account for at least 90% of the weight of the index or portfolio each will have a minimum market value of at least \$100 million;
- (2) Component stocks that in the aggregate account for at least 90% of the weight of the index or portfolio each will have a minimum worldwide monthly trading volume during each of the last six months of at least 250,000 shares;

(3) The most heavily weighted component stock will not exceed 25% of the weight of the index or portfolio, and the five most heavily weighted component stocks will not exceed 60% of the weight of the index or portfolio;

(4) The index or portfolio will include a minimum of 20 component stocks; and

(5) Each US Component Stock will be listed on a national securities exchange and will be an NMS Stock as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934, and each Non-US Component Stock will be listed and traded on an exchange that has last-sale reporting.

(C) Index or portfolio approved in connection with options or other derivative securities. For the initial and continued listing of a series of Portfolio Depositary Receipts pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934, the index or portfolio underlying a series of Portfolio Depositary Receipts will have been reviewed and approved for trading of options, Portfolio Depositary Receipts, Investment Company Units, Index-Linked Exchangeable Notes or Index-Linked Securities by the Securities and Exchange Commission under Section 19(b) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Securities and Exchange Commission's approval order, including comprehensive surveillance sharing agreements with respect to Non-US Component Stocks and the requirements regarding dissemination of information, must continue to be satisfied. On an initial and continued listing basis, each component stock of the index or portfolio will be either (i) a US Component Stock that is listed on a national securities exchange and is an NMS Stock as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934 or (ii) a Non-US Component Stock that is listed and traded on an exchange that has last-sale reporting.

(b) *Index Methodology and Calculation.* All requirements set forth in this paragraph must be satisfied on an initial and continued listing basis.

(1) The index underlying a series of Portfolio Depositary Receipts will be calculated based on either the market capitalization, modified market capitalization, price, equal-dollar or modified equal-dollar weighting methodology;

(2) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor will erect and maintain a "firewall" around the personnel who have access to information concerning changes and adjustments to the index and the index will be calculated by a third party who is not a broker-dealer or fund advisor. In addition, any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index or portfolio composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index;

(3) The current index value for Portfolio Depositary Receipts listed pursuant to (a) Supplementary Material .01(a)(A) above will be widely disseminated by one or more major market data vendors at least every 15 seconds during the Exchange's normal trading hours; (b) Supplementary Material .01(a)(B) above will be widely disseminated by one or more major market data vendors at least every 60 seconds during the Exchange's normal trading hours; or (c) Supplementary Material .01(a)(C) above will be widely disseminated during the Exchange's normal trading hours by one or more major market data vendors at least every 15 seconds with respect to indexes containing only US Component Stocks and at least every 60 seconds with respect to indexes containing Non-US Component Stocks. If the official index value does not change during some or all of the period when trading is occurring on the Exchange (for example, for indexes of Non-US Component Stocks because of time zone differences or holidays in the countries where such indexes' component stocks trade), then the last official calculated index value must remain available throughout the Exchange's trading hours.

(c) *Disseminated Information.* One or more major market data vendors will disseminate for each series of Portfolio Depositary Receipts listed or traded on the Exchange an estimate, updated at least every 15 seconds, during the Exchange's normal trading hours of the value in U.S. dollars of a share of each series (the "Intraday Indicative Value"). The Intraday Indicative Value may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value. The Intraday Indicative Value will be updated at least every 15 seconds during the Exchange's normal trading hours to reflect changes in the exchange rate between the U.S. dollar and the currency in which any component stock is denominated. If the Intraday Indicative Value does not change during some or all of the period when trading is occurring on the Exchange, then the last official calculated Intraday Indicative Value must remain available throughout the Exchange's trading hours. All requirements set forth in this paragraph must be satisfied on an initial and continued listing basis.

(d) *Initial Shares Outstanding.* A minimum of 100,000 shares of a series of Portfolio Depositary Receipts is required to be outstanding at commencement of trading.

(e) *Hours of Trading.* The hours of trading for series of Portfolio Depositary Receipts are the Exchange's normal trading hours.

(f) *Surveillance Procedures.* The Exchange will implement written surveillance procedures for Portfolio Depositary Receipts.

(g) *Creation and Redemption.* For Portfolio Depositary Receipts listed pursuant to Supplementary Material .01(a)(B) or (C) above, the statutory prospectus or the application for exemption from provisions of the Investment Company Act of 1940 for the series of Portfolio Depositary Receipts must state that the Trust must comply with the federal securities laws in accepting securities for deposits and satisfying

redemptions with redemption securities, including that the securities accepted for deposits and the securities used to satisfy redemption requests are sold in transactions that would be exempt from registration under the Securities Act of 1933.

.02 Fixed Income. Fixed Income Securities are debt securities that are notes, bonds, debentures or evidence of indebtedness that include, but are not limited to, U.S. Department of Treasury securities ("Treasury Securities"), government-sponsored entity securities ("GSE Securities"), municipal securities, trust preferred securities, supranational debt and debt of a foreign country or a subdivision thereof. The Exchange may approve a series of Portfolio Depository Receipts based on Fixed Income Securities for listing and pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided such portfolio or index (i) has been reviewed and approved for the trading of options, Investment Company Units, Portfolio Depository Receipts, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order, continue to be satisfied or (ii) the following criteria is satisfied.

(a) Eligibility Criteria for Index Components. Components of an index or portfolio underlying a series of Portfolio Depository Receipts listed pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 will meet the following criteria on an initial and continued listing basis:

- (1) The index or portfolio must consist of Fixed Income Securities;
- (2) Components that in aggregate account for at least 75% of the weight of the index or portfolio each will have a minimum original principal amount outstanding of \$100 million or more;
- (3) A component may be a convertible security, however, once the convertible security component converts to the underlying equity security, the component is removed from the index or portfolio;
- (4) No component fixed-income security (excluding Treasury Securities and GSE Securities) will represent more than 30% of the weight of the index or portfolio, and the five most heavily weighted component fixed-income securities in the index or portfolio will not in the aggregate account for more than 65% of the weight of the index or portfolio;
- (5) An underlying index or portfolio (excluding one consisting entirely of exempted securities) must include a minimum of 13 non-affiliated issuers; and

(6) Component securities that in aggregate account for at least 90% of the weight of the index or portfolio must be either a) from issuers that are required to file reports pursuant to Sections 13 and 15(d) of the Securities Exchange Act of 1934; b) from issuers that have a worldwide market value of its outstanding common equity held by non-affiliates of \$700 million or more; c) from issuers that have outstanding securities that are notes, bonds debentures, or evidence of indebtedness having a total remaining principal amount of at least \$1 billion; d) exempted securities as defined in Section 3(a)(12) of the Securities Exchange Act of 1934; or e) from issuers that are a government of a foreign country or a political subdivision of a foreign country.

(b) *Index Methodology and Calculation.* All requirements set forth in this paragraph must be satisfied on an initial and continued listing basis.

(i) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor will erect and maintain a "firewall" around the personnel who have access to information concerning changes and adjustments to the index;

(ii) The current index value for Portfolio Depositary Receipts listed pursuant to Supplementary Material .02(a) above will be widely disseminated by one or more major market data vendors at least once per day and if the index value does not change during some or all of the period when trading is occurring on the Exchange, the last official calculated index value must remain available throughout the Exchange's trading hours; and

(iii) Any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index.

(c) *Disseminated Information.* One or more major market data vendors will disseminate for each series of Portfolio Depositary Receipts listed pursuant to Supplementary Material .02(a) above an estimate, updated at least every 15 seconds during the Exchange's normal trading hours, of the value of a share of each series (the "Intraday Indicative Value"). The Intraday Indicative Value may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value. The Intraday Indicative Value may be calculated by the Exchange or by an independent third party throughout the day using prices obtained from independent market data providers or other independent pricing sources such as a broker-dealer or price evaluation services. If the Intraday Indicative Value does not change during some or all of the period when trading is occurring on the Exchange, then the last official calculated Intraday Indicative Value must remain available throughout the Exchange's trading hours. All requirements set forth in this paragraph must be satisfied by the issuer on an initial and continued listing basis.

(d) *Initial Shares Outstanding.* The provisions of Supplementary Material .01(d) above will apply to series of Portfolio Depository Receipts listed pursuant to Supplementary Material .02(a) above.

(e) *Hours of Trading.* The provisions of Supplementary Material .01(e) above will apply to series of Portfolio Depository Receipts listed pursuant to Supplementary Material .02(a) above.

(f) *Surveillance Procedures.* The provisions of Supplementary Material .01(f) above will apply to series of Portfolio Depository Receipts based on Fixed Income Securities that are listed and/or traded pursuant to UTP.

.03The Exchange may approve a series of Portfolio Depository Receipts based on a combination of indexes or an index or portfolio of component securities representing the U.S. or domestic equity market, the international equity market, and the fixed income market for listing and trading pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided (i) such portfolio or combination of indexes have been reviewed and approved for the trading of options, Investment Company Units, Portfolio Depository Receipts, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order continue to be satisfied or (ii) each index or portfolio of equity and fixed income component securities separately meet either the criteria set forth in Supplementary Material .01(a) or .02(a) above.

(a) *Index Methodology and Calculation.* All requirements set forth in this paragraph must be satisfied on an initial and continued listing basis.

(i) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor will erect and maintain a "firewall" around the personnel who have access to information concerning changes and adjustments to the index;

(ii) The current composite index value for Portfolio Depository Receipts listed pursuant to Supplementary Material .01(a) or .02(a) above will be widely disseminated by one or more major market data vendors at least once every 15 seconds during the Exchange's normal trading hours, provided however, that (a) with respect to the Non-US Component Stocks of the combination index, the impact on the index is only required to be updated at least every 60 seconds during the Exchange's normal trading hours, and (b) with respect to the fixed income components of the combination index, the impact on the index is only required to be updated at least once each day; and

(iii) Any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index.

(b) Other Applicable Provisions. The provisions of Supplementary Material .01(c)-(g) will also apply to series of Portfolio Depositary Receipts based on a combination of indexes or an index or portfolio of component securities representing the U.S. or domestic equity market, the international equity market, and the fixed income market.

Rule 8.100(f). Limitation of Liability of the Exchange

Neither the Exchange, the Reporting Authority nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any current index or portfolio value, the current value of the portfolio of securities required to be deposited to the Trust; the amount of any dividend equivalent payment or cash distribution to holders of Portfolio Depositary Receipts; net asset value; or other information relating to the creation, redemption or trading of Portfolio Depositary Receipts, resulting from any negligent act or omission by the Exchange, or the Reporting Authority, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, or the Reporting Authority, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reporting of transactions in one or more underlying securities. The Exchange makes no warranty, express or implied, as to results to be obtained by any person or entity from the use of Portfolio Depositary Receipts or any underlying index or data included therein and the Exchange makes no express or implied warranties, and disclaims all warranties of merchantability or fitness for a particular purpose with respect to Portfolio Depositary Receipts or any underlying index or data included therein. This limitation of liability will be in addition to any other limitation contained in the Exchange's Bylaws and Rules.

Rule 8.100(g). Reserved.

Rule 8.200. Trust Issued Receipts

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Trust Issued Receipts that meet the criteria of this Rule. The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Trust Issued Receipts that do not meet the standards set forth in Supplementary Material .01 to this Rule 8.200. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or

reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If an issue of Trust Certificates does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Rule 5.5(m).

(b) Definitions. A Trust Issued Receipt is a security (1) that is issued by a trust ("Trust") which holds specific securities deposited with the Trust; (2) that, when aggregated in some specified minimum number, may be surrendered to the Trust by the beneficial owner to receive the securities; and (3) that pay beneficial owners dividends and other distributions on the deposited securities, if any are declared and paid to the trustee ("Trustee") by an issuer of the deposited securities.

(c) Designation. The Exchange may trade, whether by listing or pursuant to unlisted trading privileges, Trust Issued Receipts based on one or more securities. The Trust Issued Receipts based on particular securities will be designated as a separate series and will be identified by a unique symbol. The securities that are included in a series of Trust Issued Receipts will be selected by the Exchange or by such other person as will have a proprietary interest in such Trust Issued Receipts.

(d) Initial and Continued Listing and/or Trading. Trust Issued Receipts will be traded on the Exchange subject to application of the following criteria:

(1) Commencement of Trading—For each Trust, the Exchange will establish a minimum number of Trust Issued Receipts required to be outstanding at the time of commencement of trading on the Exchange.

(2) Continued Trading— The Exchange will consider the suspension of trading in or termination of unlisted trading privileges for, and will initiate delisting proceedings under Rule 5.5(m) of, a Trust upon which a series of Trust issued Receipts is based under any of the following circumstances:

(A) if, following the initial twelve month period following formation of a Trust and commencement of trading on the Exchange, the Trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Trust Issued Receipts;

(B) if, following the initial twelve month period following formation of a Trust and commencement of trading on the Exchange, the Trust has fewer than 50,000 receipts issued and outstanding;

(C) if, following the initial twelve month period following formation of a Trust and commencement of trading on the Exchange, the market value of all receipts issued and outstanding is less than \$1,000,000;

(D) if any of the continued listing requirements set forth in this Rule 8.200 are not continuously maintained;

(E) if the Exchange files separate proposals under 19(b) of the Securities Exchange Act of 1934 and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(F) if any other event will occur or condition exists which, in the opinion of the Exchange, makes further dealings on the Exchange inadvisable.

Upon termination of a Trust, the Exchange requires that Trust Issued Receipts issued in connection with such trust be removed from listing or have their unlisted trading privileges terminated. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of securities in the Trust falls below a specified amount.

(3) Term—The stated term of the Trust will be as stated in the Trust prospectus; however, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.

(4) Trustee—The trustee must on an initial and continued listing basis be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, as qualified trust company or banking institution must be appointed co-trustee.

(5) Voting—Voting rights will be as set forth in the Trust prospectus.

(e) Member Organizations. Member Organizations will provide to all purchasers of newly issued Trust Issued Receipts a prospectus for the series of Trust Issued Receipts.

(f) Applicability. This Rule is applicable only to Trust Issued Receipts. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the Bylaws and all other rules and procedures of the Board of Directors will be applicable to the trading on the Exchange of such securities. Trust Issued Receipts are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

Supplementary Material:

.01 The Exchange may approve trust issued receipts for trading, whether by listing or pursuant to unlisted trading privileges, pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934, provided that the following criteria (other than clause (f) which need

only be satisfied on an initial listing basis) are satisfied on an initial and continued listing basis:

- (a) each security underlying the trust issued receipt must be registered under Section 12 of the Exchange Act;
- (b) each security underlying the trust issued receipt must have a minimum public float of at least \$150 million;
- (c) each security underlying the trust issued receipt must be listed on a national securities exchange or traded through the facilities of Nasdaq as a reported national market system security;
- (d) each security underlying the trust issued receipt must have an average daily trading volume of at least 100,000 shares during the preceding sixty-day trading period;
- (e) each security underlying the trust issued receipt must have an average daily dollar value of shares traded during the preceding sixty-day trading period of at least \$1 million; and
- (f) the most heavily weighted security in the trust issued receipt cannot initially represent more than 20% of the overall value of the trust issued receipt.

.02

(a) The provisions of this Supplementary Material apply only to Trust Issued Receipts that invest in "Investment Shares" or "Financial Instruments" as defined below. Rules that reference Trust Issued Receipts will also apply to Trust Issued Receipts investing in Investment Shares or "Financial Instruments" .

(b) **Definitions.** The following terms as used in this Supplementary Material will, unless the context otherwise requires, have the meanings herein specified:

(1) *Investment Shares.* The term "Investment Shares" means a security (a) that is issued by a trust, partnership, commodity pool or other similar entity that invests in any combination of futures contracts, options on futures contracts, forward contracts, commodities, swaps or high credit quality short-term fixed income securities or other securities; and (b) issued and redeemed daily at net asset value in amounts correlating to the number of receipts created and redeemed in a specified aggregate minimum number.

(2) *Futures Contract.* The term "futures contract" is commonly known as a "contract of sale of a commodity for future delivery" set forth in Section 2(a) of the Commodity Exchange Act.

(3) *Forward Contract.* A forward contract is a contract between two parties to purchase and sell a specific quantity of a commodity at a specified price with delivery and settlement at a future date. Forwards are traded over-the-counter ("OTC") and not listed on a futures exchange.

(4) *Financial Instruments.* The term "Financial Instruments" means any combination of investments, including cash; securities; options on securities and indices; futures contracts; options on futures contracts; forward contracts; equity caps, collars and floors; and swap agreements.

(c) **Designation.** The Exchange may list and trade Trust Issued Receipts investing in Investment Shares or Financial Instruments. Each issue of a Trust Issued Receipt based on a particular Investment Share will be designated as a separate series and will be identified by a unique symbol.

(d) **Initial and Continued Listing.** Trust Issued Receipts based on Investment Shares or Financial Instruments will be listed and traded on the Exchange subject to application of the following criteria:

(1) **Initial Listing** — The Exchange will establish a minimum number of receipts required to be outstanding at the time of commencement of trading on the Exchange.

(2) **Continued Listing** — The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) of, Trust Issued Receipts based on an Investment Share or Financial Instruments under any of the following circumstances:

(i) if following the initial twelve month period following the commencement of trading of the shares, (A) the Issuer has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Trust Issued Receipts; (B) if the Issuer has fewer than 50,000 securities or shares issued and outstanding; or (C) if the market value of all securities or shares issued and outstanding is less than \$1,000,000;

(ii) if the value of an underlying index or portfolio is no longer calculated or available on at least a 15-second delayed basis or the Exchange stops providing a hyperlink on its website to any such asset or investment value;

(iii) if the Indicative Value is no longer made available on at least a 15-second delayed basis;

(iv) if any of the continued listing requirements set forth in this Rule 8.200 are not continuously maintained;

(v) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Trust Issued Receipts based on separate Investment Shares or Financial Instruments and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(vi) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

Upon termination of the Trust, the Exchange requires that Trust Issued Receipts issued in connection with such Trust be removed from Exchange listing. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of the Trust falls below a specified amount.

(3) Term — The stated term of the Trust will be as stated in the prospectus. However, such entity may be terminated under such earlier circumstances as may be specified in the Trust prospectus.

(4) Trustee — The following requirements apply on an initial and continued listing basis:

(i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) Voting — Voting rights will be as set forth in the applicable Trust prospectus.

(e) Market Maker Accounts.

(1) The member organization acting as a registered market maker on the Exchange in Trust Issued Receipts must file, with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading the underlying physical asset or commodity, related futures or options on futures, or any other related derivatives, which the member organization acting as registered market maker on the Exchange may have or over which it may exercise investment discretion. No member organization acting as registered market maker on the Exchange in the Trust Issued Receipts will trade in the underlying physical asset or commodity, related futures or options on futures, or any other related

derivatives, in an account in which a member organization acting as a registered market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

(2) In addition to the existing obligations under Exchange rules regarding the production of books and records (See, e.g. Rule 440), the member organization acting as a registered market maker on the Exchange in Trust Issued Receipts will make available to the Exchange such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts in the underlying physical asset or commodity, related futures or options on futures, or any other related derivatives, as may be requested by the Exchange.

(f) Limitation of Exchange Liability. Neither the Exchange nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying asset or commodity value, the current value of the underlying asset or commodity if required to be deposited to the Trust in connection with issuance of Trust Issued Receipts; net asset value; or other information relating to the purchase, redemption or trading of Trust Issued Receipts, resulting from any negligent act or omission by the Exchange or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in an underlying asset or commodity.

(g) The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before listing and trading Trust Issued Receipts based on separate Investment Shares or Financial Instruments. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Rule 8.201. Commodity-Based Trust Shares

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Commodity-Based Trust Shares that meet the criteria of this Rule.

(b) *Applicability.* This Rule is applicable only to Commodity-Based Trust Shares. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the trust issued receipts rules, Bylaws, and all other rules and procedures of the Board of Directors will be applicable to the trading on the Exchange of such securities. Commodity-Based Trust Shares are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

(c) *Definitions.* The following terms as used in the Rules will, unless the context otherwise requires, have the meaning herein specified:

(1) *Commodity-Based Trust Shares.* The term "Commodity-Based Trust Shares" means a security (a) that is issued by a trust ("Trust") that holds a specified commodity deposited with the Trust; (b) that is issued by such Trust in a specified aggregate minimum number in return for a deposit of a quantity of the underlying commodity; and (c) that, when aggregated in the same specified minimum number, may be redeemed at a holder's request by such Trust which will deliver to the redeeming holder the quantity of the underlying commodity.

(2) *Commodity.* The term "commodity" is defined in Section 1(a)(4) of the Commodity Exchange Act.

(d) *Designation of an Underlying Commodity.* The Exchange may trade, either by listing or pursuant to unlisted trading privileges, Commodity-Based Trust Shares based on an underlying commodity. Each issue of a Commodity-Based Trust Share will be designated as a separate series and will be identified by a unique symbol.

(e) *Initial and Continued Listing.* Commodity-Based Trust Shares will be listed and traded on the Exchange subject to application of the following criteria:

(1) *Initial Listing*—the Exchange will establish a minimum number of Commodity-Based Trust Shares required to be outstanding at the time of commencement of trading on the Exchange.

(2) *Continued Listing*— The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) of, such series under any of the following circumstances:

(i) if, following the initial twelve month period following commencement of trading on the Exchange of Commodity-Based Trust Shares, the Trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Commodity-Based Trust Shares;

- (ii) if, following the initial twelve month period following commencement of trading on the Exchange of Commodity-Based Trust Shares, the Trust has fewer than 50,000 receipts issued and outstanding;
- (iii) if, following the initial twelve month period following commencement of trading on the Exchange of Commodity-Based Trust Shares, the market value of all receipts issued and outstanding is less than \$1,000,000;
- (iv) if the value of the underlying commodity is no longer calculated or available on at least a 15-second delayed basis from a source unaffiliated with the sponsor, Trust, custodian or the Exchange or the Exchange stops providing a hyperlink on its Web site to any such unaffiliated commodity value;
- (v) if the Indicative Trust Value is no longer made available on at least a 15-second delayed basis;
- (vi) if any of the continued listing requirements set forth in this Rule 8.201 are not continuously maintained;
- (vii) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Commodity-Based Trust Shares and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
- (viii) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

Upon termination of a Trust, the Exchange requires that Commodity-Based Trust Shares issued in connection with such entity Trust be removed from Exchange listing. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of the Trust falls below a specified amount.

- (3) Term—The stated term of the Trust will be as stated in the Trust prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.
- (4) Trustee—The following requirements apply on an initial and continued listing basis:
 - (i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) Voting—Voting rights will be as set forth in the applicable Trust prospectus.

(f) Limitation of Exchange Liability. Neither the Exchange nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying commodity value, the current value of the underlying commodity required to be deposited to the Trust in connection with issuance of Commodity-Based Trust Shares; resulting from any negligent act or omission by the Exchange, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange, its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in an underlying commodity.

(g) Market Maker Accounts. A member organization acting as a registered market maker on the Exchange in Commodity-Based Trust Shares with no exposure to a non-U.S. currency or currencies, must file with the Exchange in a manner prescribed by the Exchange and keep current a list identifying all accounts for trading in an underlying commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives, which the market maker on the Exchange may have or over which it may exercise investment discretion. A member organization acting as a registered market maker on the Exchange in Commodity-Based Trust Shares with exposure to one or more non-U.S. currencies (“Underlying FX”) also must file with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading in Underlying FX and derivatives overlying Underlying FX which the market maker on the Exchange may have or over which it may exercise investment discretion, as well as a list of all commodity and commodity-related accounts referenced above. No market maker on the Exchange in Commodity-Based Trust Shares shall trade in a commodity, Underlying FX or any related derivative in an account that the market maker on the Exchange (1) directly or indirectly controls trading activities or has a direct interest in the profits or losses thereof, (2) is required by this rule to disclose to the Exchange, and (3) has not reported to the Exchange. In addition to the existing obligations under Exchange rules regarding the production of books and records, the member organization acting as a market maker on the Exchange in Commodity-Based Trust Shares will make available to the Exchange such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts for trading the underlying physical commodity, related commodity futures or options on commodity futures, applicable Underlying FX, or any other related commodity or applicable Underlying FX derivatives, as may be requested by the Exchange.

Supplementary Material:

.01 A Commodity-Based Trust Share is a Trust Issued Receipt that holds a specified commodity deposited with the Trust.

.02 The Exchange requires that member organizations provide all purchasers of newly issued Commodity-Based Trust Shares a prospectus for the series of Commodity-Based Trust Shares.

.03 Transactions in Commodity-Based Trust Shares will occur during the Exchange's normal trading hours.

.04 The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before trading, either by listing or pursuant to unlisted trading privileges, Commodity-Based Trust Shares. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Rule 8.202. Currency Trust Shares

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Currency Trust Shares that meet the criteria of this Rule.

(b) Applicability. This Rule is applicable only to Currency Trust Shares. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the trust issued receipts rules, Bylaws, and all other rules and procedures of the Board of Directors will be applicable to the trading on the Exchange of such securities. Currency Trust Shares are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

(c) Currency Trust Shares. The term "Currency Trust Shares" as used in the Rules will, unless the context otherwise requires, mean a security that (a) is issued by a trust ("Trust") that holds a specified non-U.S. currency or currencies deposited with the Trust; (b) when aggregated in some specified minimum number may be surrendered to the Trust by an Authorized Participant (as defined in the Trust's prospectus) to receive the specified non-U.S. currency or currencies; and (c) pays beneficial owners interest and other distributions on the deposited non-U.S. currency or currencies, if any, declared and paid by the Trust.

(d) Designation of Non-U.S. Currency. The Exchange may trade, either by listing or pursuant to unlisted trading privileges, Currency Trust Shares that hold a specified non-U.S. currency or currencies. Each issue of Currency Trust Shares will be designated as a separate series and will be identified by a unique symbol.

(e) Initial and Continued Listing. Currency Trust Shares will be listed and traded on the Exchange subject to application of the following criteria:

(1) Initial Listing --the Exchange will establish a minimum number of Currency Trust Shares required to be outstanding at the time of commencement of trading on the Exchange.

(2) Continued Listing --The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) of, such series under any of the following circumstances:

(i) if, following the initial 12 month period following commencement of trading on the Exchange of Currency Trust Shares, the Trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Currency Trust Shares;

(ii) if, following the initial 12 month period following commencement of trading on the Exchange of Currency Trust Shares, the Trust has fewer than 50,000 Currency Trust Shares issued and outstanding;

(iii) if, following the initial 12 month period following commencement of trading on the Exchange of Currency Trust Shares, the market value of all Currency Trust Shares issued and outstanding is less than \$1,000,000;

(iv) if the value of the applicable non-U.S. currency is no longer calculated or available on at least a 15-second delayed basis from a source unaffiliated with the sponsor, Trust, custodian or the Exchange or the Exchange stops providing a hyperlink on its Web site to any such unaffiliated applicable non-U.S. currency value;

(v) if the Indicative Trust Value is no longer made available on at least a 15-second delayed basis;

(vi) if any of the continued listing requirements set forth in this Rule 8.202 are not continuously maintained;

(vii) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Currency Trust Shares and any of the statements or representations regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(viii) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

Upon termination of a Trust, the Exchange requires that Currency Trust Shares issued in connection with such entity Trust be removed from Exchange listing. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of the Trust falls below a specified amount.

(3) Term --The stated term of the Trust will be as stated in the Trust prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.

(4) Trustee --The following requirements apply on an initial and continued listing basis:

(i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) Voting --Voting rights will be as set forth in the applicable Trust prospectus.

(f) Limitation of Exchange Liability. Neither the Exchange nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any applicable non-U.S. currency value; the current value of the applicable non-U.S. currency required to be deposited to the Trust in connection with issuance of Currency Trust Shares; net asset value; or any other information relating to the purchase, redemption, or trading of the Currency Trust Shares, resulting from any negligent act or omission by the Exchange, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange, its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in an applicable non-U.S. currency.

(g) Market Maker Accounts. A member organization acting as a registered market maker on the Exchange in Currency Trust Shares must file with the Exchange in a manner prescribed by the Exchange and keep current a list identifying all accounts for trading in the applicable non-U.S. currency, options, futures or options on futures on such currency, or any other derivatives based on such currency, which the market maker on the Exchange may have or over which it may exercise investment discretion. No market maker on the Exchange will trade in the applicable non-U.S. currency, options, futures or options on futures on such currency, or any other derivatives based on such currency, in an account in which a market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

In addition to the existing obligations under Exchange rules regarding the production of books and records, the member organization acting as a market maker on the Exchange in Currency Trust Shares will make available to the Exchange such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts for trading the applicable non-U.S. currency, options, futures or options on futures on such currency, or any other derivatives based on such currency, as may be requested by the Exchange.

(h) The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 ("Act") to permit the listing and trading of Currency Trust Shares that do not otherwise meet the standards set forth in Supplementary Material .04, below. All statements or representations contained in such rule filing regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Supplementary Material:

.01 A Currency Trust Share is a Trust Issued Receipt that holds a specified non-U.S. currency or currencies deposited with the Trust.

.02 The Exchange requires that member organizations provide all purchasers of newly issued Currency Trust Shares a prospectus for the series of Currency Trust Shares.

.03 Transactions in Currency Trust Shares will occur during the Exchange's normal trading hours.

.04 The Exchange may approve an issue of Currency Trust Shares for listing and/or trading (including pursuant to unlisted trading privileges) pursuant to Rule 19b-4(e) under the Act. Such issue will satisfy the criteria set forth in this rule and below on an initial and continued listing basis (except that the requirement in subparagraph (a) below need only be satisfied on an initial basis).

(a) A minimum of 100,000 shares of a series of Currency Trust Shares is required to be outstanding at commencement of trading.

(b) The value of the applicable non-U.S. currency, currencies or currency index must be disseminated by one or more major market data vendors on at least a 15-second delayed basis.

(c) The Indicative Trust Value must be calculated and widely disseminated by the Exchange or one or more major market data vendors on at least a 15-second basis during the Exchange's normal trading hours.

(d) The Exchange will implement written surveillance procedures applicable to Currency Trust Shares.

.05 If the value of a Currency Trust Share is based in whole or in part on an index that is maintained by a broker-dealer, the broker-dealer will erect and maintain a "firewall" around the personnel responsible for the maintenance of such index or who have access to information concerning changes and adjustments to the index, and the index will be calculated by a third party who is not a broker-dealer.

Any advisory committee, supervisory board or similar entity that advises an index licensor or administrator or that makes decisions regarding the index or portfolio composition, methodology and related matters must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material, non-public information regarding the applicable index or portfolio.

.06 Equity Trading Rules

Currency Trust Shares will be subject to the Exchange's equity trading rules.

.07 Trading Halts

If the Indicative Trust Value, or the value of the non-U.S. currency or currencies or the currency index applicable to a series of Currency Trust Shares is not being disseminated as required, the Exchange may halt trading during the day on which such interruption first occurs. If such interruption 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. If the Exchange becomes aware that the net asset value applicable to a series of Currency Trust Shares is not being disseminated to all market participants at the same time, it will halt trading in such series until such time as the net asset value is available to all market participants.

Rule 8.203. Commodity Index Trust Shares

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Commodity Index Trust Shares that meet the criteria of this Rule.

(b) Applicability. This Rule is applicable only to Commodity Index Trust Shares. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the trust issued receipts rules, Bylaws, and all other rules and procedures of the Board of Directors will be applicable to the trading on the Exchange of such

securities. Commodity Index Trust Shares are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

(c) Commodity Index Trust Shares. The term "Commodity Index Trust Shares" as used in the Rules will, unless the context otherwise requires, mean a security that (a) is issued by a trust ("Trust") that (i) is a commodity pool as defined in the Commodity Exchange Act and regulations thereunder, and that is managed by a commodity pool operator registered with the Commodity Futures Trading Commission, and (ii) that holds long positions in futures contracts on a specified commodity index, or interests in a commodity pool which, in turn, holds such long positions; (b) when aggregated in some specified minimum number may be surrendered to the Trust by the beneficial owner to receive positions in futures contracts on a specified index and cash or short term securities. The term "futures contract" is commonly known as a "contract of sale of a commodity for future delivery" set forth in Section 2(a) of the Commodity Exchange Act.

(d) Designation. The Exchange may trade, either by listing or pursuant to unlisted trading privileges, Commodity Index Trust Shares based on one or more securities. The Commodity Index Trust Shares based on particular securities will be designated as a separate series and will be identified by a unique symbol.

(e) Initial and Continued Listing. Commodity Index Trust Shares will be listed and traded on the Exchange subject to application of the following criteria:

(1) *Initial Listing*—the Exchange will establish a minimum number of Commodity Index Trust Shares required to be outstanding at the time of commencement of trading on the Exchange.

(2) *Continued Listing*—the Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) of, a series of Commodity Index Trust Shares under any of the following circumstances:

(i) following the initial twelve-month period beginning upon the commencement of trading of the Commodity Index Trust Shares, there are fewer than 50 record and/or beneficial holders of Commodity Index Trust Shares;

(ii) if the value of the applicable underlying index is no longer calculated or available on at least a 15-second delayed basis from a source unaffiliated with the sponsor, the Trust or the trustee of the Trust;

(iii) if the net asset value for the trust is no longer disseminated to all market participants at the same time;

(iv) if the Indicative Trust Value is no longer made available on at least a 15-second delayed basis;

(v) if any of the continued listing requirements set forth in this Rule 8.203 are not continuously maintained;

(vi) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Commodity Index Trust Shares and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(vii) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

Upon termination of a Trust, the Exchange requires that Commodity Index Trust Shares issued in connection with such entity Trust be removed from Exchange listing. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of the Trust falls below a specified amount.

(3) Term—The stated term of the Trust will be as stated in the Trust prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.

(4) Trustee—The following requirements apply on an initial and continued listing basis:

(i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) Voting—Voting rights will be as set forth in the applicable Trust prospectus.

(f) Limitation of Exchange Liability. Neither the Exchange nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any applicable underlying index value; the current value of the applicable positions or interests required to be deposited to the Trust in connection with issuance of Commodity Index Trust Shares; net asset value; or any other information relating to the purchase, redemption, or trading of the Commodity Index Trust Shares, resulting from any negligent act or omission by the Exchange, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange, its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident;

action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in the applicable positions or interests.

(g) Market Maker Accounts. A member organization acting as a registered market maker on the Exchange in Commodity Index Trust Shares must file with the Exchange in a manner prescribed by the Exchange and keep current a list identifying all accounts for trading in the applicable 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 or based on any commodity included in such index, which the market maker on the Exchange may have or over which it may exercise investment discretion. No market maker on the Exchange will trade in the applicable 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 or based on any commodity included in such index, in an account in which a market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

In addition to the existing obligations under Exchange rules regarding the production of books and records, the member organization acting as a market maker on the Exchange in Commodity Index Trust Shares will make available to the Exchange such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts for trading the applicable 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 or based on any commodity included in such index, as may be requested by the Exchange.

Supplementary Material:

.01 A Commodity Index Trust Share is a Trust Issued Receipt that holds long positions in futures contracts on a specified commodity index, or interests in a commodity pool which, in turn, holds such long positions, deposited with the Trust.

.02 The Exchange requires that member organizations provide all purchasers of newly issued Commodity Index Trust Shares a prospectus for the series of Commodity Index Trust Shares.

.03 Transactions in Commodity Index Trust Shares will occur during the Exchange's normal trading hours.

.04 The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before trading, either by listing or pursuant to unlisted trading privileges, Commodity Index Trust

Shares. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Rule 8.204. Commodity Futures Trust Shares

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Commodity Futures Trust Shares that meet the criteria of this Rule.

(b) *Applicability* . This Rule is applicable only to Commodity Futures Trust Shares. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the trust issued receipts rules, Bylaws, and all other rules and procedures of the Board of Directors will be applicable to the trading on the Exchange of such securities. Commodity Futures Trust Shares are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

(c) *Commodity Futures Trust Shares* . The term "Commodity Futures Trust Shares" as used in the Rules will, unless the context otherwise requires, mean a security that (i) is issued by a trust ("Trust") that (1) is a commodity pool as defined in the Commodity Exchange Act and regulations thereunder, and that is managed by a commodity pool operator registered with the Commodity Futures Trading Commission, and (2) holds positions in futures contracts that track the performance of a specified commodity, or interests in a commodity pool which, in turn, holds such positions; and (ii) is issued and redeemed daily in specified aggregate amounts at net asset value. The term "futures contract" is a "contract of sale of a commodity for future delivery" set forth in Section 2(a) of the Commodity Exchange Act. The term "commodity" is defined in Section 1(a)(4) of the Commodity Exchange Act.

(d) *Designation of an Underlying Commodity Futures Contract* . The Exchange may trade, either by listing or pursuant to unlisted trading privileges, Commodity Futures Trust Shares based on an underlying commodity futures contract. Each issue of Commodity Futures Trust Shares will be designated as a separate series and will be identified by a unique symbol.

(e) *Initial and Continued Listing* . Commodity Futures Trust Shares will be listed and traded on the Exchange subject to application of the following criteria:

(1) Initial Listing—The Exchange will establish a minimum number of Commodity Futures Trust Shares required to be outstanding at the time of commencement of trading on the Exchange.

(2) Continued Listing—The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) of, a series of Commodity Futures Trust Shares under any of the following circumstances:

(i) if, following the initial twelve-month period beginning upon the commencement of trading of the Commodity Futures Trust Shares: (A) the Trust has fewer than 50,000 Commodity Futures Trust Shares issued and outstanding; or (B) the market value of all Commodity Futures Trust Shares issued and outstanding is less than \$1,000,000, or (C) there are fewer than 50 record and/or beneficial holders of Commodity Futures Trust Shares;

(ii) if the value of the underlying futures contracts is no longer calculated or available on at least a 15-second delayed basis, during the Exchange's normal trading hours, from a source unaffiliated with the sponsor, the Trust or the trustee of the Trust;

(iii) if the net asset value for the Trust is no longer disseminated to all market participants at the same time;

(iv) if the Indicative Trust Value is no longer disseminated on at least a 15-second delayed basis during the Exchange's normal trading hours;

(v) if any of the continued listing requirements set forth in this Rule 8.204 are not continuously maintained;

(vi) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Commodity Futures Trust Shares and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(vii) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

Upon termination of a Trust, the Exchange requires that Commodity Futures Trust Shares issued in connection with such trust be removed from Exchange listing. A Trust will terminate in accordance with the provisions of the Trust prospectus.

(3) **Term** —The stated term of the Trust will be as stated in the prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.

(4) **Trustee** —The following requirements apply on an initial and continued listing basis:

(i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) Voting—Voting rights will be as set forth in the applicable Trust prospectus.

(f) Market Maker Accounts.

(1) The member organization acting as a registered market maker on the Exchange in Commodity Futures Trust Shares must file, with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading the underlying commodity, related futures or options on futures, or any other related derivatives, which the member organization acting as registered market maker on the Exchange may have or over which it may exercise investment discretion. No member organization acting as registered market maker on the Exchange in the Commodity Futures Trust Shares will trade in the underlying commodity, related futures or options on futures, or any other related derivatives, in an account in which a member organization acting as a registered market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

(2) In addition to the existing obligations under Exchange rules regarding the production of books and records (see, e.g., Rule 440), the member organization acting as a registered market maker on the Exchange in Commodity Futures Trust Shares will make available to the Exchange such books, records or other information pertaining to transactions by such entity or any limited partner, officer or approved person thereof, registered or non-registered employee affiliated with such entity for its or their own accounts in the underlying commodity, related futures or options on futures, or any other related derivatives, as may be requested by the Exchange.

(g) Limitation of Exchange Liability . Neither the Exchange, the Reporting Authority nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying futures contract value; the current value of positions or interests if required to be deposited to the Trust in connection with issuance of Commodity Futures Trust Shares; net asset value; or other information relating to the purchase, redemption or trading of Commodity Futures Trust Shares, resulting from any negligent act or omission by the Exchange, or the Reporting Authority, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, or the Reporting Authority, including, but not limited to, an act of God; fire; flood;

extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reporting of transactions in an underlying futures contract.

(h) The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before listing and trading separate and distinct Commodity Futures Trust Shares designated on different underlying futures contracts. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Supplementary Material:

.01 The Exchange requires that member organizations provide all purchasers of newly issued Commodity Futures Trust Shares a prospectus for the series of Commodity Futures Trust Shares.

.02 Transactions in Commodity Futures Trust Shares will occur during the Exchange's normal trading hours.

.03 If the Indicative Trust Value or the value of the underlying futures contract is not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the Indicative Trust Value or the value of the underlying futures contract occurs. If the interruption to the dissemination of the Indicative Trust Value or the value of the underlying futures contract 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.

In addition, if the Exchange becomes aware that the net asset value with respect to a series of Commodity Futures Trust Shares is not disseminated to all market participants at the same time, it will halt trading in such series until such time as the net asset value or the Disclosed Portfolio is available to all market participants.

.04 The Exchange's rules governing the trading of equity securities apply.

.05 The Exchange will implement written surveillance procedures for Commodity Futures Trust Shares.

Rule 8.300. Partnership Units

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Partnership Units that meet the criteria of this Rule.

(b) **Definitions** . The following terms as used in the Rule will, unless the context otherwise requires, have the meanings herein specified:

(1) **Commodity**. The term "commodity" is defined in Section 1(a)(4) of the Commodity Exchange Act.

(2) **Partnership Units**. The term "Partnership Units" for purposes of this Rule means a security (a) that is issued by a partnership that invests in any combination of futures contracts, options on futures contracts, forward contracts, commodities and/or securities; and (b) that is issued and redeemed daily in specified aggregate amounts at net asset value.

(c) **Designation** . The Exchange may list and trade Partnership Units based on an underlying asset, commodity or security. Each issue of a Partnership Unit will be designated as a separate series and will be identified by a unique symbol.

(d) **Initial and Continued Listing** . Partnership Units will be listed and/or traded on the Exchange subject to application of the following criteria:

(1) **Initial Listing**—The Exchange will establish a minimum number of Partnership Units required to be outstanding at the time of commencement of trading on the Exchange.

(2) **Continued Listing**—The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Rule 5.5(m) of, Partnership Units under any of the following circumstances:

(i) if following the initial twelve month period following the commencement of trading of Partnership Units, (A) the partnership has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Partnership Units; (B) if the partnership has fewer than 50,000 Partnership Units issued and outstanding; or (C) if the market value of all Partnership Units issued and outstanding is less than \$1,000,000;

(ii) if the value of the underlying benchmark investment, commodity or asset is no longer calculated or available on at least a 15-second delayed basis or the Exchange stops providing a hyperlink on its website to any such investment, commodity, or asset value;

(iii) if the Indicative Partnership Value is no longer made available on at least a 15-second delayed basis;

(iv) if any of the continued listing requirements set forth in this Rule 8.300 are not continuously maintained;

(v) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Partnership Units and any of the statements or representations regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(vi) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

Upon termination of a partnership, the Exchange requires that Partnership Units issued in connection with such partnership be removed from Exchange listing. A partnership will terminate in accordance with the provisions of the partnership prospectus.

(3) Term—The stated term of the partnership will be as stated in the prospectus. However, such entity may be terminated under such earlier circumstances as may be specified in the Partnership prospectus.

(4) General Partner—The following requirements apply on an initial and continued listing basis:

(i) The general partner of a partnership must be an entity having substantial capital and surplus and the experience and facilities for handling partnership business. In cases where, for any reason, an individual has been appointed as general partner, a qualified entity must also be appointed as general partner.

(ii) No change is to be made in the general partner of a listed issue without prior notice to and approval of the Exchange.

(5) Voting—Voting rights will be as set forth in the applicable partnership prospectus.

(e) Market Maker Accounts.

(1) The member organization acting as a registered market maker on the Exchange in Partnership Units must file, with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading the underlying asset or commodity, related futures or options on futures, or any other related derivatives, which the member organization acting as registered market

maker on the Exchange may have or over which it may exercise investment discretion. No member organization acting as registered market maker on the Exchange in the Partnership Units will trade in the underlying asset or commodity, related futures or options on futures, or any other related derivatives, in an account in which a member organization acting as a registered market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

(2) In addition to the existing obligations under Exchange rules regarding the production of books and records (See, e.g. Rule 440), the member organization acting as a registered market maker on the Exchange in Partnership Units will make available to the Exchange such books, records or other information pertaining to transactions by such entity or any limited partner, officer or approved person thereof, registered or non-registered employee affiliated with such entity for its or their own accounts in the underlying asset or commodity, related futures or options on futures, or any other related derivatives, as may be requested by the Exchange.

(f) **Limitation of Exchange Liability** . Neither the Exchange nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying asset or commodity value, the current value of the underlying asset or commodity if required to be deposited to the partnership in connection with issuance of Partnership Units; net asset value; or other information relating to the purchase, redemption or trading of Partnership Units, resulting from any negligent act or omission by the Exchange or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in an underlying asset or commodity.

(g) The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before listing and trading separate and distinct Partnership Units designated on different underlying investments, commodities and/or assets. All statements or representations contained in such rule filing regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Supplementary Material:

.01 The Exchange requires that Equity Trading Permit holders provide to all purchasers of newly issued Partnership Units a prospectus for the series of Partnership Units.

Rule 8.400. Paired Trust Shares

(a) Applicability. The provisions in this Rule are applicable only to Paired Trust Shares. In addition, except to the extent inconsistent with this Rule, or unless the context otherwise requires, the rules and procedures of the Board of Directors will be applicable to the trading on the Exchange of such securities. Paired Trust Shares are included within the definition of "security" and "equity securities" as such terms are used in Rule 5.1(b).

(b) Definitions. The following terms as used in the Rules will, unless the context otherwise requires, have the meanings herein specified:

(1) Paired Trust Shares. Two distinct types of securities are included in the term "Paired Trust Shares." The term Paired Trust Shares refers to: (i) both "Holding Shares" and "Tradeable Shares," as defined below, or (ii) solely Trading Shares, as defined below.

(A) Holding Shares and Tradeable Shares

(i) Holding Shares. The term "Holding Share" means a security (a) that is issued by either of a matched pair of trusts ("Holding Trusts") whose respective underlying values move in opposite directions as the value of a specified Reference Price (defined in Rule 8.400(c)) varies from its starting level, (b) that is issued in exchange for cash, (c) a majority (but not necessarily all) of which will be acquired and deposited in a related Tradeable Trust (as defined herein), (d) the issuance proceeds of which are invested and reinvested in highly rated short-term financial instruments that mature prior to the next scheduled income distribution date for the security and that serve the functions of (i) securing the contractual obligations between the two paired Holding Trusts, (ii) covering the trust's expenses, and (iii) if any amount remains, providing periodic income distributions to investors, based on income (after expenses) from the financial instruments held by the paired Holding Trusts,¹ (e) that represents a beneficial interest in the Holding Trust that issued it, (f) the value of which is determined by the underlying value of the related Holding Trust, which underlying value will either (1) increase as a result of an increase in the Reference Price and decrease as a result of a decrease in the Reference Price (in the case of an "Up Holding Share" issued by an "Up Holding Trust") or (2) increase as a result of a decrease in the Reference Price and decrease as the result of an increase in the Reference Price (in the case of a "Down Holding Share" issued by the paired "Down Holding Trust"), (g) whose issuing Holding Trust enters into one or more settlement contracts² and an income distribution agreement³ with the other paired Holding Trust, (h) that, when timely aggregated in a specified minimum number or amount of securities, along with a specified multiple of

that number or amount of securities issued by the other paired Holding Trust (these minimum specified amounts together constituting a "Creation Unit" of the paired Holding Shares), may be redeemed for a distribution of cash and/or securities on specified dates by authorized parties, and (i) that may be subject to early mandatory redemption of all Holding Shares prior to the final scheduled termination date under specified circumstances.

(ii) Tradeable Shares. The term "Tradeable Share" means a security (a) that is issued by a trust ("Tradeable Trust") in exchange for the deposit of Holding Shares (or cash, which cash is then used to purchase Holding Shares) into the Tradeable Trust, with the Holding Shares that are held by the Tradeable Trust being either (1) Up Holding Shares (in the case of an "Up Tradeable Share" issued by an "Up Tradeable Trust") or (2) "Down Holding Shares" (in the case of a "Down Tradeable Share" issued by a "Down Tradeable Trust"), (b) that represents an undivided beneficial interest in the Tradeable Trust that issued it, (c) the distributions on which (which are solely pass through distributions received on the Holding Shares that are held by the issuing Tradeable Trust) will thereby either (1) increase as a result of an increase in the Reference Price and decrease as a result of a decrease in the Reference Price (in the case of an Up Tradeable Share) or (2) increase as a result of a decrease in the Reference Price and decrease as the result of an increase in the Reference Price (in the case of a Down Tradeable Share), in each case as a result of the corresponding change in the underlying value of the Holding Trust (see paragraph (b)(2) of this rule) whose Holding Shares are held by the issuing Tradeable Trust, (d) that may have an exchange feature that will allow authorized parties to exchange such Tradeable Shares for the underlying Holding Shares that are held by the Tradeable Trust that issued the Tradeable Shares and that can be redeemed for cash and/or securities (any such redemption to be done in specified aggregates called Creation Units that include Holding Shares issued by the other paired Holding Trust, as described in the preceding paragraph), and (e) that may be subject to early mandatory redemption of all Tradeable Shares prior to the final scheduled termination date under specified circumstances.

(B) Trading Shares. The term "Trading Share" means a security (a) that is issued by either of a matched pair of trusts ("Trading Trusts") whose respective underlying values move in opposite directions as the value of a specified Reference Price (defined in Rule 8.400(c)) varies from its starting level, (b) that is issued in exchange for cash, (c) the issuance proceeds of which are invested and reinvested in highly rated short-term financial instruments that mature prior to the next scheduled income distribution date for the security and that serve the functions of (i) securing the contractual obligations between the two paired Trading Trusts, (ii) covering the trust's expenses, and (iii) if any amount remains, providing periodic income distributions to investors, based on income (after expenses) from the financial instruments held by the paired Trading Trusts, (d) that represents a beneficial interest in the Trading Trust that issued it, (e) the value of which is

determined by the underlying value of the related Trading Trust, which underlying value will either (i) increase as a result of an increase in the Reference Price and decrease as a result of a decrease in the Reference Price (in the case of an "Up Trading Share" issued by an "Up Trading Trust") or (ii) increase as a result of a decrease in the Reference Price and decrease as the result of an increase in the Reference Price (in the case of a "Down Trading Share" issued by the paired "Down Trading Trust"), (f) whose issuing Trading Trust enters into one or more settlement contracts and an income distribution agreement with the other paired Trading Trust, (g) that, when timely aggregated in a specified minimum number or amount of securities, along with a specified multiple of that number or amount of securities issued by the other paired Trading Trust (these minimum specified amounts together constituting a "Creation Unit" of the paired Trading Shares), may be redeemed for a distribution of cash and/or securities on specified dates by authorized parties, and (h) that may be subject to early mandatory redemption of all Trading Shares prior to the final scheduled termination date under specified circumstances.

(c) Designation of an Underlying Reference Price. The Exchange may list and trade Paired Trust Shares whose values are determined based on the value of a "Reference Price," which is an index or other numerical variable that may measure assets, prices or other economic interests. The mechanism that incorporates the value of the Reference Price into the value determination for the Paired Trust Shares consists of one or more settlement contracts and an earnings distribution agreement that are entered into by and between the paired Holding Trusts that issue the Holding Shares or by and between the paired Trading Trusts that issue the Trading Shares, as the case may be. Each issue of Paired Trust Shares will be designated as a separate series and will be identified by a unique symbol.

(d) Initial and Continued Listing. Paired Trust Shares will be listed and traded on the Exchange subject to application of the following criteria:

(1) Initial Listing

(i) For each Holding Trust, Tradeable Trust or Trading Trust, the Exchange will establish a minimum number of Paired Trust Shares required to be outstanding at the time of commencement of trading on the Exchange.

(ii) The Exchange will obtain a representation on behalf of the trusts for each series of Paired Trust Shares that the underlying value per share of each Up Holding Share, Down Holding Share, Up Tradeable Share and Down Tradeable Share (in the case of a series with Holding Shares and Tradeable Shares) or each Up Trading Share and Down Trading Share (in the case of a series with Trading Shares) will be calculated daily and will be made available to all market participants at the same time.

(2) Continued Listing—The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will

initiate delisting proceedings under Rule 5.5(m) of, any series of Paired Trust Shares under any of the following circumstances:

- (i) if following the initial twelve month period following the commencement of trading of the shares, (A) a Tradeable Trust or a Trading Trust, as the case may be, has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Up Tradeable Shares or Down Tradeable Shares, or Up Trading Shares or Down Trading Shares, as the case may be; (B) if a Tradeable Trust has fewer than 50,000 Up Tradeable Shares or Down Tradeable Shares issued and outstanding, or if a Trading Trust has fewer than 50,000 Up Trading Shares or Down Trading Shares issued and outstanding; or (C) if the combined market value of all shares issued and outstanding for a matched pair of Holding Trusts, Tradeable Trusts or Trading Trusts representing opposite positions in the value of a Reference Price is less than \$1,000,000;
- (ii) if the intraday value of the Reference Price, as specified in the prospectus for the series of Paired Trust Shares, is no longer calculated or available on at least a 15-second delayed basis during the time such Paired Trust Shares trade on the Exchange from a source unaffiliated with the sponsor, custodian, depositor, Tradeable Trust, Trading Trust, Holding Trust or the Exchange that is a major market data vendor (e.g., Reuters or Bloomberg), as applicable; provided, however, that, for a series of Paired Trust Shares for which the value of the Reference Price is not updated intraday, such value will be calculated and available once each trading day;
- (iii) unless a series of Paired Trust Shares has been approved for listing and trading by the Commission under Section 19(b) of the Securities Exchange Act of 1934 without the requirement that an intraday indicative value be made available as set forth in this subparagraph (iii), if the intraday indicative value of the underlying value of each listed Up Holding Share, Down Holding Share, Up Tradeable Share or Down Tradeable Share (in the case of a series with Holding Shares and Tradeable Shares) or each Up Trading Share and Down Trading Share (in the case of a series with Trading Shares), as the case may be, is no longer made available on at least a 15-second delayed basis by a major market data vendor during the time the Tradeable Shares or Trading Shares trade on the Exchange;
- (iv) if a substitute index or other replacement benchmark is selected for the determination of the Reference Price, unless the Exchange files with the Commission a related proposed rule change pursuant to Rule 19b-4 under the Securities Exchange Act of 1934 seeking approval to continue trading the Tradeable Shares or Trading Shares, as the case may be, and such rule change is approved by the Commission;
- (v) if any of the continued listing requirements set forth in this Rule 8.400 are not continuously maintained;

(vi) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Paired Trust Shares and any of the statements or representations regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(vii) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

The Exchange will halt trading in a series of Paired Trust Shares if the circuit breaker parameters of Rule 80B have been reached. In exercising its discretion to halt or suspend trading in a series of Paired Trust Shares, the Exchange may consider factors such as the extent to which trading in the underlying securities is not occurring or whether other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present, in addition to other factors that may be relevant. The remainder of this paragraph will apply only when the Exchange is the listing market for a series of Paired Trust Shares. If the intraday indicative value of the underlying value allocable to an Up Tradeable Share or Down Tradeable Share (in the case of a series with Holding Shares and Tradeable Shares) or to an Up Trading Share or Down Trading Share (in the case of a series with Trading Shares) or the intraday value of the Reference Price applicable to that series of Paired Trust Shares is not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the intraday indicative value of such underlying value allocation or the intraday value of the applicable Reference Price occurs. If the interruption to the dissemination of the intraday indicative value of such underlying value allocation or the intraday value of the applicable Reference Price 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.

Upon termination of a Holding Trust, Tradeable Trust or Trading Trust, the Exchange requires that Paired Trust Shares issued in connection with such trust be removed from Exchange listing. A Holding Trust, Tradeable Trust or Trading Trust may terminate in accordance with the provisions of the trust prospectus under circumstances specified therein.

(3) Term - The stated term of a Holding Trust, Tradeable Trust or Trading Trust will be as stated in the trust prospectus. However, a trust may be terminated under such earlier circumstances as may be specified in the trust prospectus.

(4) Trustee - The following requirements apply on an initial and continued listing basis:

(i) The trustee of a Holding Trust, Tradeable Trust or Trading Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for

any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) Voting - Voting rights will be as set forth in the applicable Holding Trust, Tradeable Trust or Trading Trust prospectus.

(e) Market Maker Accounts.

(1) The member organization acting as a registered market maker on the Exchange in Paired Trust Shares must file, with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading the asset, commodity or other economic interest underlying the Reference Price, related options, related futures or options on futures, or any other related derivatives, which the member organization acting as registered market maker on the Exchange may have or over which it may exercise investment discretion. No member organization acting as registered market maker on the Exchange in the Paired Trust Shares will trade in the asset, commodity or other economic interest underlying the Reference Price, related options, related futures or options on futures, or any other related derivatives, in an account in which a member organization acting as a registered market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

(2) In addition to the existing obligations under Exchange rules regarding the production of books and records (See, e.g. Rule 440), the member organization acting as a registered market maker on the Exchange in Paired Trust Shares will make available to the Exchange such books, records or other information pertaining to transactions by such entity or any limited partner, officer or approved person thereof, registered or non-registered employee affiliated with such entity for its or their own accounts in the asset, commodity or other economic interest underlying the Reference Price, related options, related futures or options on futures, or any other related derivatives, as may be requested by the Exchange.

(f) Limitation of Exchange Liability. Neither the Exchange nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any Reference Price value, the underlying values of the trusts; distribution values; or other information relating to the purchase, redemption or trading of Paired Trust Shares, resulting from any negligent act or omission by the Exchange or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software

malfunction; or any error, omission or delay in the reports of transactions in an underlying economic variable.

Supplementary Material:

.01 The Exchange requires that member organizations provide to all purchasers of newly issued Paired Trust Shares a prospectus for the series of Paired Trust Shares.

.02 Transactions in Paired Trust Shares will occur during the Exchange's normal trading hours.

.03 The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before listing and trading Paired Trust Shares designated on different Reference Prices. All statements or representations contained in such rule filing regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

¹The periodic distributions from each Holding Trust will be made immediately following the periodic transfer of such income (after expenses) between the paired Holding Trusts under the terms of the income distribution agreement as described in clause (g) of this definition.

²When Holding Shares are redeemed in a paired optional redemption or upon early or final termination, the settlement contracts between the two Holding Trusts provide for the appropriate transfer of assets between the paired Holding Trusts so that the Holding Shares of each Holding Trust may be redeemed in proportion to the per share underlying value of that Holding Trust.

³The income distribution agreement between the two Holding Trusts provides for the periodic transfer between the paired Holding Trusts of income (after payment of expenses) received by each Holding Trust from the financial instruments held by that Holding Trust, with the amount of each periodic transfer based on the proportionate change in the Reference Price from its starting level at one or more points during the period following the previous periodic transfer of such income between the paired Holding Trusts.

Rule 8.500. Trust Units

(a) Applicability. The provisions in this Rule are applicable only to Trust Units. In addition, except to the extent inconsistent with this Rule, or unless the context otherwise

requires, the rules and procedures of the Board of Directors will be applicable to the trading on the Exchange of such securities. Trust Units are included within the definition of "security" and "equity securities" as such terms are used in Rule 5.1(b).

(b) Definitions. The following terms as used in this Rule will, unless the context otherwise requires, have the meanings herein specified:

(1) Commodity. The term "commodity" is defined in Section 1(a)(4) of the Commodity Exchange Act.

(2) Trust Units. The term "Trust Units" for purposes of this Rule means a security that is issued by a trust or other similar entity that is constituted as a commodity pool that holds investments comprising or otherwise based on any combination of futures contracts, options on futures contracts, forward contracts, swap contracts, commodities and/or securities.

(c) Designation. The Exchange may list and trade Trust Units based on an underlying asset, commodity, security or portfolio. Each issue of a Trust Unit will be designated as a separate series and will be identified by a unique symbol.

(d) Initial and Continued Listing. Trust Units will be listed and/or traded on the Exchange subject to application of the following criteria:

(1) Initial Listing.

(i) The Exchange will establish a minimum number of Trust Units required to be outstanding at the time of commencement of trading on the Exchange.

(ii) The Exchange will obtain a representation from the issuer of each series of Trust Units that the net asset value per share for the series will be calculated daily and will be made available to all market participants at the same time.

(2) Continued Listing.

(i) The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will commence delisting proceedings under Rule 5.5(m) of, Trust Units under any of the following circumstances:

(A) if following the initial twelve month period following the commencement of trading of Trust Units, (A) the trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Trust Units; (B) if the trust has fewer than 50,000 Trust Units issued and outstanding; or (C) if the market value of all Trust Units issued and outstanding is less than \$1,000,000;

(B) if any of the continued listing requirements set forth in this Rule 8.500 are not continuously maintained;

(C) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Trust Units and any of the statements or representations regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(D) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

(ii) The Exchange will halt trading in a series of Trust Units if the circuit breaker parameters in Rule 80B have been reached. In exercising its discretion to halt or suspend trading in a series of Trust Units, the Exchange may consider any relevant factors. In particular, if the portfolio and net asset value per share are not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the portfolio holdings or net asset value per share occurs. If the interruption to the dissemination of the portfolio holdings or net asset value per share 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.

Upon termination of a trust, the Exchange requires that Trust Units issued in connection with such trust be removed from Exchange listing. A trust will terminate in accordance with the provisions of the prospectus.

(3) Term — The stated term of the trust will be as stated in the prospectus. However, such entity may be terminated under such earlier circumstances as may be specified in the prospectus.

(4) Trustee — The following requirements apply on an initial and continued listing basis:

(i) The trustee of a trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) Voting — Voting rights will be as set forth in the prospectus.

(e) Limitation of Exchange Liability. Neither the Exchange nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying portfolio value; net asset value; or other information relating to the purchase, redemption or trading of Trust Units, resulting from any negligent act or omission by the Exchange or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in the Trust Units.

(f) Market Maker Accounts. A member organization acting as a registered market maker on the Exchange in Trust Units must file with the Exchange in a manner prescribed by the Exchange and keep current a list identifying all accounts for trading in an underlying commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives, which the market maker on the Exchange may have or over which it may exercise investment discretion. No market maker on the Exchange will trade in an underlying commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives, in an account in which a market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

In addition to the existing obligations under Exchange rules regarding the production of books and records, the member organization acting as a market maker on the Exchange in Trust Units will make available to the Exchange such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts for trading the underlying physical commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives, as may be requested by the Exchange.

Supplementary Material:

.01 The Exchange requires that member organizations provide to all purchasers of newly issued Trust Units a prospectus for the series of Trust Units.

.02 Transactions in Trust Units will occur during the Exchange's normal trading hours.

.03 The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before listing and trading separate and distinct Trust Units designated on different underlying investments, commodities, assets and/or portfolios. All statements or representations contained in such rule filing regarding (a) the description of the portfolio or reference asset, (b) limitations on

portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Rule 8.600. Managed Fund Shares

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Managed Fund Shares that meet the criteria of this Rule.

(b) Applicability. This Rule is applicable only to Managed Fund Shares. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the rules and procedures of the Board of Directors will be applicable to the trading on the Exchange of such securities. Managed Fund Shares are included within the definition of "security" or "securities" as such terms are used in the Rules of the Exchange.

(c) Definitions. The following terms as used in the Rules will, unless the context otherwise requires, have the meanings herein specified:

(1) Managed Fund Share. The term "Managed Fund Share" means a security that (a) represents an interest in a registered investment company ("Investment Company") organized as an open-end management investment company or similar entity, that invests in a portfolio of securities selected by the Investment Company's investment adviser consistent with the Investment Company's investment objectives and policies; (b) is issued in a specified aggregate minimum number in return for a deposit of a specified portfolio of securities and/or a cash amount with a value equal to the next determined net asset value; and (c) when aggregated in the same specified minimum number, may be redeemed at a holder's request, which holder will be paid a specified portfolio of securities and/or cash with a value equal to the next determined net asset value.

(2) Disclosed Portfolio. The term "Disclosed Portfolio" means the identities and quantities of the securities and other assets held by the Investment Company that will form the basis for the Investment Company's calculation of net asset value at the end of the business day. The website for each series of Managed Fund Shares shall disclose the following information regarding the Disclosed Portfolio, to the extent applicable:

(A) ticker symbol;

(B) CUSIP or other identifier;

(C) description of the holding;

(D) with respect to holdings in derivatives, the identity of the security, commodity, index or other asset upon which the derivative is based;

(E) the strike price for any options;

(F) the quantity of each security or other asset held as measured by:

 (i) par value,

 (ii) notional value,

 (iii) number of shares,

 (iv) number of contracts, and

 (v) number of units;

(G) maturity date;

(H) coupon rate;

(I) effective date;

(J) market value; and

(K) percentage weighting of the holding in the portfolio.

(3) Portfolio Indicative Value. The term "Portfolio Indicative Value" is the estimated indicative value of a Managed Fund Share based on current information regarding the value of the securities and other assets in the Disclosed Portfolio.

(4) Reporting Authority. The term "Reporting Authority" in respect of a particular series of Managed Fund Shares means the Exchange, an institution, or a reporting service designated by the Exchange or by the exchange that lists a particular series of Managed Fund Shares (if the Exchange is trading such series pursuant to unlisted trading privileges) as the official source for calculating and reporting information relating to such series, including, but not limited to, the Portfolio Indicative Value; the Disclosed Portfolio; the amount of any cash distribution to holders of Managed Fund Shares, net asset value, or other information relating to the issuance, redemption or trading of Managed Fund Shares. A series of Managed Fund Shares may have more than one Reporting Authority, each having different functions.

(5) Normal Market Conditions. The term "normal market conditions" includes, but is not limited to, the absence of trading halts in the applicable financial markets generally; operational issues (e.g., systems failure) causing dissemination of inaccurate market information; or force majeure type events such as natural or man-

made disaster, act of God, armed conflict, act of terrorism, riot or labor disruption or any similar intervening circumstance.

(d) Initial and Continued Listing -- Managed Fund Shares will be listed and traded on the Exchange subject to application of the following criteria:

(1) Initial Listing -- Each series of Managed Fund Shares will be listed and traded on the Exchange subject to application of the following initial listing criteria:

(A) For each series, the Exchange will establish a minimum number of Managed Fund Shares required to be outstanding at the time of commencement of trading on the Exchange.

(B) The Exchange will obtain a representation from the issuer of each series of Managed Fund Shares that the net asset value per share for the series will be calculated daily and that the net asset value and the Disclosed Portfolio will be made available to all market participants at the same time.

(C) All Managed Fund Shares shall have a stated investment objective, which shall be adhered to under normal market conditions.

(2) Continued Listing -- Each series of Managed Fund Shares will be listed and traded on the Exchange subject to application of the following continued listing criteria:

(A) Portfolio Indicative Value. The Portfolio Indicative Value for Managed Fund Shares will be widely disseminated by one or more major market data vendors at least every 15 seconds during the time when the Managed Fund Shares trade on the Exchange.

(B) Disclosed Portfolio.

(i) The Disclosed Portfolio will be disseminated at least once daily and will be made available to all market participants at the same time.

(ii) The Reporting Authority that provides the Disclosed Portfolio must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the actual components of the portfolio.

(C) Suspension of trading or removal. The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will commence delisting proceedings under Rule 5.5(m) of, a series of Managed Fund Shares under any of the following circumstances:

- (i) if, following the initial twelve-month period after commencement of trading on the Exchange of a series of Managed Fund Shares, there are fewer than 50 beneficial holders of the series of Management Fund Shares;
 - (ii) if the value of the Portfolio Indicative Value is no longer calculated or available or the Disclosed Portfolio is not made available to all market participants at the same time;
 - (iii) if the Investment Company issuing the Managed Fund Shares has failed to file any filings required by the Securities and Exchange Commission or if the Exchange is aware that the Investment Company is not in compliance with the conditions of any exemptive order or no-action relief granted by the Securities and Exchange Commission to the Investment Company with respect to the series of Managed Fund Shares;
 - (iv) if any of the continued listing requirements set forth in Rule 8.600 are not continuously maintained;
 - (v) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Managed Fund Shares that do not otherwise meet the standards set forth in this Rule 8.600 and any of the statements or representations regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
 - (vi) if such other event will occur or condition exists which, in the opinion of the Exchange, makes further dealings on the Exchange inadvisable.
- (D) Trading Halt. If the Portfolio Indicative Value (as defined in Rule 8.600(c)(3)) of a series of Managed Fund Shares is not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the Portfolio Indicative Value occurs. If the interruption to the dissemination of the Portfolio Indicative 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. If a series of Managed Fund Shares is trading on the Exchange pursuant to unlisted trading privileges, the Exchange will halt trading in that series as specified in Rule 7.18. In addition, if the Exchange becomes aware that the net asset value or the Disclosed Portfolio with respect to a series of Managed Fund Shares is not disseminated to all market participants at the same time, it will halt trading in such series until such time as the net asset value or the Disclosed Portfolio is available to all market participants.
- (E) Termination. Upon termination of an Investment Company, the Exchange requires that Managed Fund Shares issued in connection with such entity be removed from Exchange listing.

(F) Voting. Voting rights will be as set forth in the applicable Investment Company prospectus.

(e) Limitation of Exchange Liability. Neither the Exchange, the Reporting Authority, nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any current portfolio value; the current value of the portfolio of securities required to be deposited to the open-end management investment company in connection with issuance of Managed Fund Shares; the amount of any dividend equivalent payment or cash distribution to holders of Managed Fund Shares; net asset value; or other information relating to the purchase, redemption, or trading of Managed Fund Shares, resulting from any negligent act or omission by the Exchange, the Reporting Authority or any agent of the Exchange, or any act, condition, or cause beyond the reasonable control of the Exchange, its agent, or the Reporting Authority, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission, or delay in the reports of transactions in one or more underlying securities.

Supplementary Material:

.01 The Exchange may approve Managed Fund Shares for listing and/or trading (including pursuant to unlisted trading privileges) pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934. Components of a series of Managed Fund Shares listed pursuant to Rule 19b-4(e) shall satisfy the criteria set forth in this Rule 8.600 upon initial listing and on a continual basis. The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before the listing and trading of a series of Managed Fund Shares with components that do not satisfy the criteria set forth in this Supplementary Material .01 or components other than those specified below. All statements or representations contained in such rule filing regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

(a) Equity –Equity securities include the following: U.S. Component Stocks (as described in Rule 5.2(j)(3)); Non-U.S. Component Stocks (as described in Rule 5.2(j)(3)); Exchange Traded Products (i.e., Investment Company Units and securities described in Section 2 of Rule 8P); and Index-Linked Securities that qualify for Exchange listing and trading under Rule 5.2(j)(6). For Exchange Traded Products and Index-Linked Securities, no more than 25% of the equity weight of the portfolio shall consist of leveraged and/or

inverse leveraged Exchange Traded Products or Index-Linked Securities. The securities described in Rule 5.2(j)(3), Rule 5.2(j)(6) and Section 2 of Rule 8P, as referenced above, shall include securities listed on another national securities exchange pursuant to substantially equivalent listing rules. To the extent that a portfolio includes convertible securities, the equity security into which such security is converted shall meet the criteria of this Supplementary Material .01(a) after converting.

(1) U.S. Component Stocks. The component stocks of the equity portion of a portfolio that are U.S. Component Stocks shall meet the following criteria initially and on a continuing basis:

(A) Component stocks (excluding Exchange Traded Products and Index-Linked Securities) that in the aggregate account for at least 90% of the equity weight of the portfolio (excluding such Exchange Traded Products and Index-Linked Securities) each shall have a minimum market value of at least \$75 million;

(B) Component stocks (excluding Exchange Traded Products and Index-Linked Securities) that in the aggregate account for at least 70% of the equity weight of the portfolio (excluding such Exchange Traded Products and Index-Linked Securities) each shall have a minimum monthly trading volume of 250,000 shares, or minimum notional volume traded per month of \$25,000,000, averaged over the last six months;

(C) The most heavily weighted component stock (excluding Exchange Traded Products and Index-Linked Securities) shall not exceed 30% of the equity weight of the portfolio, and, to the extent applicable, the five most heavily weighted component stocks (excluding Exchange Traded Products and Index-Linked Securities) shall not exceed 65% of the equity weight of the portfolio;

(D) Where the equity portion of the portfolio does not include Non-U.S. Component Stocks, the equity portion of the portfolio shall include a minimum of 13 component stocks; provided, however, that there shall be no minimum number of component stocks if (i) one or more series of Exchange Traded Products or Index-Linked Securities constitute, at least in part, components underlying a series of Managed Fund Shares, or (ii) one or more series of Exchange Traded Products or Index-Linked Securities account for 100% of the equity weight of the portfolio of a series of Managed Fund Shares;

(E) Except as provided herein, equity securities in the portfolio shall be U.S. Component Stocks listed on a national securities

exchange and shall be NMS Stocks as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934; and

(F) American Depositary Receipts (“ADRs”) in a portfolio may be exchange-traded or non-exchange-traded. However, no more than 10% of the equity weight of a portfolio shall consist of non-exchange-traded ADRs.

(2) Non-U.S. Component Stocks. The component stocks of the equity portion of a portfolio that are Non-U.S. Component Stocks shall meet the following criteria initially and on a continuing basis:

(A) Non-U.S. Component Stocks each shall have a minimum market value of at least \$100 million;

(B) Non-U.S. Component Stocks each shall have a minimum global monthly trading volume of 250,000 shares, or minimum global notional volume traded per month of \$25,000,000, averaged over the last six months;

(C) The most heavily weighted Non-U.S. Component stock shall not exceed 25% of the equity weight of the portfolio, and, to the extent applicable, the five most heavily weighted Non-U.S. Component Stocks shall not exceed 60% of the equity weight of the portfolio;

(D) Where the equity portion of the portfolio includes Non-U.S. Component Stocks, the equity portion of the portfolio shall include a minimum of 20 component stocks; provided, however, that there shall be no minimum number of component stocks if (i) one or more series of Exchange Traded Products or Index-Linked Securities constitute, at least in part, components underlying a series of Managed Fund Shares, or (ii) one or more series of Exchange Traded Products or Index-Linked Securities account for 100% of the equity weight of the portfolio of a series of Managed Fund Shares; and

(E) Each Non-U.S. Component Stock shall be listed and traded on an exchange that has last-sale reporting.

(b) Fixed Income – Fixed income securities are debt securities that are notes, bonds, debentures or evidence of indebtedness that include, but are not limited to, U.S. Department of Treasury securities (“Treasury Securities”), government-sponsored entity securities (“GSE Securities”), municipal securities, trust preferred securities, supranational debt and debt of a foreign country or a subdivision thereof, investment grade and high yield corporate debt, bank loans, mortgage and asset backed securities, and commercial paper. To the extent that a portfolio includes convertible securities, the fixed income

security into which such security is converted shall meet the criteria of this Supplementary Material .01(b) after converting. The components of the fixed income portion of a portfolio shall meet the following criteria initially and on a continuing basis:

(1) Components that in the aggregate account for at least 75% of the fixed income weight of the portfolio each shall have a minimum original principal amount outstanding of \$100 million or more;

(2) No component fixed-income security (excluding Treasury Securities and GSE Securities) shall represent more than 30% of the fixed income weight of the portfolio, and the five most heavily weighted component fixed income securities in the portfolio (excluding Treasury Securities and GSE Securities) shall not in the aggregate account for more than 65% of the fixed income weight of the portfolio;

(3) An underlying portfolio (excluding exempted securities) that includes fixed income securities shall include a minimum of 13 non-affiliated issuers, provided, however, that there shall be no minimum number of non-affiliated issuers required for fixed income securities if at least 70% of the weight of the portfolio consists of equity securities as described in Supplementary Material .01(a) above;

(4) Component securities that in aggregate account for at least 90% of the fixed income weight of the portfolio must be either (a) from issuers that are required to file reports pursuant to Sections 13 and 15(d) of the Securities Exchange Act of 1934; (b) from issuers that have a worldwide market value of its outstanding common equity held by non-affiliates of \$700 million or more; (c) from issuers that have outstanding securities that are notes, bonds debentures, or evidence of indebtedness having a total remaining principal amount of at least \$1 billion; (d) exempted securities as defined in Section 3(a)(12) of the Securities Exchange Act of 1934; or (e) from issuers that are a government of a foreign country or a political subdivision of a foreign country; and

(5) Non-agency, non-GSE and privately-issued mortgage-related and other asset-backed securities components of a portfolio shall not account, in the aggregate, for more than 20% of the weight of the fixed income portion of the portfolio.

(c) Cash and Cash Equivalents. Cash equivalents shall include short-term instruments with maturities of less than 3 months (as described herein). In addition, a portfolio may hold cash.

(1) There shall be no limitation to the percentage of the portfolio invested in such holdings.

(2) Short-term instruments shall include the following:

(i) U.S. Government securities, including bills, notes and bonds differing as to maturity and rates of interest, which are either issued or guaranteed by the U.S. Treasury or by U.S. Government agencies or instrumentalities;

(ii) certificates of deposit issued against funds deposited in a bank or savings and loan association;

(iii) bankers' acceptances, which are short-term credit instruments used to finance commercial transactions;

(iv) repurchase agreements and reverse repurchase agreements;

(v) bank time deposits, which are monies kept on deposit with banks or savings and loan associations for a stated period of time at a fixed rate of interest;

(vi) commercial paper, which are short-term unsecured promissory notes; and

(vii) money market funds.

(d) Listed Derivatives. The portfolio may hold listed derivatives, including futures, options and swaps on commodities, currencies and financial instruments (e.g., stocks, fixed income, interest rates, and volatility) or a basket or index of any of the foregoing. There shall be no limitation to the percentage of the portfolio invested in such holdings, subject to the following requirements:

(1) in the aggregate, at least 90% of the weight of such holdings invested in futures, exchange-traded options, and listed swaps shall, on both an initial and continuing basis, consist of futures, options, and swaps for which the Exchange may obtain information via the Intermarket Surveillance Group ("ISG") from other members or affiliates of the ISG or for which the principal market is a market with which the Exchange has a comprehensive surveillance sharing agreement. (For purposes of calculating this limitation, a portfolio's investment in listed derivatives will be calculated as the aggregate gross notional value of the listed derivatives.); and

(2) the aggregate gross notional value of listed derivatives based on any five or fewer underlying reference assets shall not exceed 65% of the weight of the portfolio (including gross notional exposures), and the aggregate gross notional value of listed derivatives based on any single underlying reference asset shall not exceed 30% of the weight of the portfolio (including gross notional exposures).

(e) Over-the-Counter (“OTC”) Derivatives. The portfolio may hold OTC derivatives, including forwards, options and swaps on commodities, currencies and financial instruments (e.g., stocks, fixed income, interest rates, and volatility) or a basket or index of any of the foregoing; however, on both an initial and continuing basis, no more than 20% of the assets in the portfolio may be invested in OTC derivatives. For purposes of calculating this limitation, a portfolio’s investment in OTC derivatives will be calculated as the aggregate gross notional value of the OTC derivatives.

(f) To the extent that listed or OTC derivatives are used to gain exposure to individual equities and/or fixed income securities, or to indexes of equities and/or indexes of fixed income securities, the aggregate gross notional value of such exposure shall meet the criteria set forth in Supplementary Material .01(a) and .01(b) (including gross notional exposures), respectively.

.02 Transactions in Managed Fund Shares will occur during the Exchange’s normal trading hours.

.03 Surveillance Procedures. The Exchange will implement written surveillance procedures for Managed Fund Shares.

.04 Creation and Redemption. For Managed Fund Shares based on an international or global portfolio, the statutory prospectus or the application for exemption from provisions of the Investment Company Act of 1940 for the series of Managed Fund Shares must state that the series of Managed Fund Shares must comply with the federal securities laws in accepting securities for deposits and satisfying redemptions with redemption securities, including that the securities accepted for deposits and the securities used to satisfy redemption requests are sold in transactions that would be exempt from registration under the Securities Act of 1933.

.05 Disclosures. The provisions of this subparagraph apply only to series of Managed Fund Shares that are the subject of an order by the Securities and Exchange Commission exempting such series from certain prospectus delivery requirements under Section 24(d) of the Investment Company Act of 1940 and are not otherwise subject to prospectus delivery requirements under the Securities Act of 1933. The Exchange will inform member organizations regarding application of these provisions of this subparagraph to a particular series of Managed Fund Shares by means of an information circular prior to commencement of trading in such series.

The Exchange requires that member organizations provide to all purchasers of a series of Managed Fund Shares a written description of the terms and characteristics of those securities, in a form prepared

by the open-end management investment company issuing such securities, not later than the time a confirmation of the first transaction in such series is delivered to such purchaser. In addition, member organizations will include such a written description with any sales material relating to a series of Units that is provided to customers or the public. Any other written materials provided by a member organization to customers or the public making specific reference to a series of Managed Fund Shares as an investment vehicle must include a statement in substantially the following form: "A circular describing the terms and characteristics of (the series of Managed Fund Shares) has been prepared by the (open-end management investment company name) and is available from your broker. It is recommended that you obtain and review such circular before purchasing (the series of Managed Fund Shares)."

A member organization carrying an omnibus account for a non-member organization is required to inform such non-member organization that execution of an order to purchase a series of Managed Fund Shares for such omnibus account will be deemed to constitute agreement by the non-member organization to make such written description available to its customers on the same terms as are directly applicable to member organizations under this rule.

Upon request of a customer, a member organization will also provide a prospectus for the particular series of Managed Fund Shares.

.06 If the investment adviser to the Investment Company issuing Managed Fund Shares is affiliated with a broker-dealer, such investment adviser will erect and maintain a "firewall" between the investment adviser and the broker-dealer with respect to access to information concerning the composition and/or changes to such Investment Company portfolio. Personnel who make decisions on the Investment Company's portfolio composition must be subject to procedures designed to prevent the use and dissemination of material nonpublic information regarding the applicable Investment Company portfolio.

Rule 8.700. Managed Trust Securities

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Managed Trust Securities that meet the criteria of this Rule.

(b) *Applicability* . This Rule is applicable only to Managed Trust Securities. Managed Trust Securities are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

(c) **Definitions** . The following terms as used in the Rules will, unless the context otherwise requires, have the meanings herein specified:

(1) Managed Trust Securities. The term "Managed Trust Securities" as used in the Rules will, unless the context otherwise requires, mean a security that is registered under the Securities Act of 1933, as amended, (i) is issued by a trust ("Trust") that (1) is a commodity pool as defined in the Commodity Exchange Act and regulations thereunder, and that is managed by a commodity pool operator registered with the Commodity Futures Trading Commission, and (2) holds long and/or short positions in exchange-traded futures contracts and/or certain currency forward contracts selected by the Trust's advisor consistent with the Trust's investment objectives, which will only include, exchange-traded futures contracts involving commodities, currencies, stock indices, fixed income indices, interest rates and sovereign, private and mortgage or asset backed debt instruments, and/or forward contracts on specified currencies, each as disclosed in the Trust's prospectus as such may be amended from time to time; and (ii) is issued and redeemed continuously in specified aggregate amounts at the next applicable net asset value.

(2) Disclosed Portfolio. The term "Disclosed Portfolio" means the identities and quantities of the securities and other assets held by the Trust that will form the basis for the Trust's calculation of net asset value at the end of the business day.

(3) Intraday Indicative Value. The term "Intraday Indicative Value" is the estimated indicative value of a Managed Trust Security based on current information regarding the value of the securities and other assets in the Disclosed Portfolio.

(4) Reporting Authority. The term "Reporting Authority" in respect of a particular series of Managed Trust Securities means the Exchange, an institution, or a reporting or information service designated by the Exchange or by the Trust or the exchange that lists a particular series of Managed Trust Securities (if the Exchange is trading such series pursuant to unlisted trading privileges) as the official source for calculating and reporting information relating to such series, including, but not limited to, the Intraday Indicative Value; the Disclosed Portfolio; the amount of any cash distribution to holders of Managed Trust Securities, net asset value, or other information relating to the issuance, redemption or trading of Managed Trust Securities. A series of Managed Trust Securities may have more than one Reporting Authority, each having different functions.

(d) **Designation** . The Exchange may trade, either by listing or pursuant to unlisted trading privileges, Managed Trust Securities based on the underlying portfolio of exchange-traded futures and/or certain currency forward contracts described in the related prospectus. Each issue of Managed Trust Securities will be designated as a separate trust or series and will be identified by a unique symbol.

(e) **Initial and Continued Listing** . Managed Trust Securities will be listed and traded on the Exchange subject to application of the following criteria:

(1) Initial Listing—Each series of Managed Trust Securities will be listed and traded on the Exchange subject to application of the following initial listing criteria:

(A) The Exchange will establish a minimum number of Managed Trust Securities required to be outstanding at the time of commencement of trading on the Exchange.

(B) The Exchange will obtain a representation from the issuer of each series of Managed Trust Securities that the net asset value per share for the series will be calculated daily and that the net asset value and the Disclosed Portfolio will be made available to all market participants at the same time.

(2) Continued Listing—Each series of Managed Trust Securities will be listed and traded on the Exchange subject to application of the following continued listing criteria:

(A) Intraday Indicative Value. The Intraday Indicative Value for Managed Trust Securities will be widely disseminated by one or more major market data vendors at least every 15 seconds during the time when the Managed Trust Securities trade on the Exchange.

(B) Disclosed Portfolio.

(i) The Disclosed Portfolio will be disseminated at least once daily and will be made available to all market participants at the same time.

(ii) The Reporting Authority that provides the Disclosed Portfolio must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the actual components of the portfolio.

(C) Suspension of trading or removal. The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will commence delisting proceedings under Rule 5.5(m) of, a series of Managed Trust Securities under any of the following circumstances:

(i) if, following the initial twelve-month period beginning upon the commencement of trading of the Managed Trust Securities: (A) the Trust has fewer than 50,000 Managed Trust Securities issued and outstanding; or (B) the market value of all Managed Trust Securities issued and outstanding is less than \$1,000,000, or (C) there are fewer than 50 record and/or beneficial holders of Managed Trust Securities;

(ii) if the Intraday Indicative Value for the Trust is no longer calculated or available or the Disclosed Portfolio is not made available to all market participants at the same time;

- (iii) if the Trust issuing the Managed Trust Securities has failed to file any filings required by the Securities and Exchange Commission or if the Exchange is aware that the Trust is not in compliance with the conditions of any exemptive order or no-action relief granted by the Securities and Exchange Commission to the Trust with respect to the series of Managed Trust Securities;
- (iv) if any of the continued listing requirements set forth in Rule 8.700 are not continuously maintained;
- (v) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Managed Trust Securities and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
- (vi) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.
- (D) Trading Halt. If the Intraday Indicative Value of a series of Managed Trust Securities is not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the Intraday Indicative Value occurs. If the interruption to the dissemination of the Intraday Indicative 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. If a series of Managed Trust Securities is trading on the Exchange pursuant to unlisted trading privileges, the Exchange will halt trading in that series as specified in Rule 7.18. In addition, if the Exchange becomes aware that the net asset value or the Disclosed Portfolio with respect to a series of Managed Trust Securities is not disseminated to all market participants at the same time, it will halt trading in such series until such time as the net asset value or the Disclosed Portfolio is available to all market participants.
- (E) Upon termination of a Trust, the Exchange requires that Managed Trust Securities issued in connection with such trust be removed from Exchange listing. A Trust will terminate in accordance with the provisions of the Trust prospectus.
- (3) **Term** —The stated term of the Trust will be as stated in the prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.
- (4) **Trustee** —The following requirements apply on an initial and continued listing basis:

(i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) Voting—Voting rights will be as set forth in the applicable Trust prospectus.

(f) Market Maker Accounts .

(1) The member organization acting as a registered market maker on the Exchange in Managed Trust Securities must file, with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading the underlying commodity or applicable currency, related futures or options on futures, or any other related derivatives, which the member organization acting as registered market maker on the Exchange may have or over which it may exercise investment discretion. No member organization acting as registered market maker on the Exchange in the Managed Trust Securities will trade in the underlying commodity or applicable currency, related futures or options on futures, or any other related derivatives, in an account in which a member organization acting as a registered market maker on the Exchange, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

(2) In addition to the existing obligations under Exchange rules regarding the production of books and records (see, e.g., Rule 440), the member organization acting as a registered market maker on the Exchange in Managed Trust Securities will make available to the Exchange such books, records or other information pertaining to transactions by such entity or any limited partner, officer or approved person thereof, registered or non-registered employee affiliated with such entity for its or their own accounts in the underlying commodity or applicable currency, related futures or options on futures, or any other related derivatives, as may be requested by the Exchange.

(g) Limitation of Exchange Liability . Neither the Exchange, the Reporting Authority nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying futures contract value; the current value of positions or interests if required to be deposited to the Trust in connection with issuance of Managed Trust Securities; net asset value; or other information relating to the purchase, redemption or trading of Managed Trust Securities, resulting from any negligent act or omission by the Exchange, or the Reporting Authority, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, or the Reporting Authority,

including, but not limited to, fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reporting of transactions in an underlying futures contract.

(h) The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before listing and trading separate and distinct Managed Trust Securities. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Supplementary Material:

.01 The Exchange requires that member organizations provide all purchasers of newly issued Managed Trust Securities a prospectus for the series of Managed Trust Securities.

.02 Transactions in Managed Trust Securities will occur during the Exchange's normal trading hours.

.03 The Exchange's rules governing the trading of equity securities apply.

.04 The Exchange will implement written surveillance procedures for Managed Trust Securities.

.05 If the Trust's advisor is affiliated with a broker-dealer, the broker-dealer will erect and maintain a "firewall" around the personnel who have access to information concerning changes and adjustments to the Disclosed Portfolio. Personnel who make decisions on the Trust's portfolio composition must be subject to procedures designed to prevent the use and dissemination of material nonpublic information regarding the applicable Trust portfolio.