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November 7, 2014

VIA E-MAIL

Kevin M. O'Neill
Deputy Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-1090

Re: Securities Exchange Act Rel. No. 34-73464 (SR-NYSEArca-2014-120)

Dear Mr. O'Neill:

NYSE Arca, Inc. filed the attached Partial Amendment No. 2 to the above-referenced filing on November 6, 2014.

Sincerely,

A handwritten signature in blue ink, appearing to be "K. O'Neill", written over a faint, light blue rectangular stamp.

Encl. (Partial Amendment No. 2 to SR-NYSEArca-2014-120)

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 46	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No.* SR - 2014 - * 120	Amendment No. (req. for Amendments *) 2
Filing by NYSE Arca 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"/>	
			Rule	
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1) <input type="checkbox"/> 19b-4(f)(2) <input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(4) <input type="checkbox"/> 19b-4(f)(5) <input type="checkbox"/> 19b-4(f)(6)
Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010			Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934	
Section 806(e)(1) <input type="checkbox"/>		Section 806(e)(2) <input type="checkbox"/>	Section 3C(b)(2) <input type="checkbox"/>	
Exhibit 2 Sent As Paper Document <input type="checkbox"/>		Exhibit 3 Sent As Paper Document <input type="checkbox"/>		
Description				
Provide a brief description of the action (limit 250 characters, required when Initial is checked *).				
<input type="text" value="Proposed Rule Change Relating to Listing and Trading Shares of the Sit Rising Rate Fund under NYSE Arca Equities Rule 8.200"/>				
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 *	<input type="text" value="David"/>	Last Name *	<input type="text" value="De Gregorio"/>	
Title *	<input type="text" value="Chief Counsel NYSE Group Inc"/>			
E-mail *	<input type="text" value="REDACTED"/>			
Telephone *	<input type="text" value="REDACTED"/>	Fax	<input type="text" value="REDACTED"/>	
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 *)				
Date	<input type="text" value="11/06/2014"/>	<input type="text" value="Chief Counsel"/>		
By	<input type="text" value="Martha Redding"/>	<input type="text" value="REDACTED"/>		
(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.				

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFF 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 NYSE Arca, Inc. (“NYSE Arca” or the “Exchange”), through its wholly owned subsidiary NYSE Arca Equities, Inc. (“NYSE Arca Equities”), proposes to list and trade shares of the Sit Rising Rate Fund under NYSE Arca Equities Rule 8.200.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1.

- (b) The Exchange does not believe that the proposed rule change would have any direct effect, or 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 person on the Exchange staff prepared to respond to questions and comments on the proposed rule change is:

David De Gregorio
Chief Counsel
NYSE Group, Inc.
(212) 656-4166

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

- (a) Purpose

NYSE Arca Equities Rule 8.200, Commentary .02 permits the trading of Trust Issued Receipts (“TIRs”) either by listing or pursuant to unlisted trading privileges (“UTP”).³ The Exchange proposes to list and trade shares (“Shares”)

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ Commentary .02 to NYSE Arca Equities Rule 8.200 applies to Trust Issued Receipts that invest in “Financial Instruments.” The term “Financial

of the Sit Rising Rate Fund (“Fund”) pursuant to NYSE Arca Equities Rule 8.200. The Fund is a series of the ETF Managers Group Commodity Trust I (the “Trust”), a Delaware statutory trust.⁴

The Exchange notes that the Commission has previously approved the listing and trading of other issues of TIRs on the American Stock Exchange LLC,⁵ trading on NYSE Arca pursuant to UTP,⁶ and listing on NYSE Arca.⁷ In addition, the Commission has approved the listing and trading of other exchange-traded fund-like products linked to the performance of underlying currencies and commodities.⁸

According to the Registration Statement, the Fund’s sponsor and investment

Instruments,” as defined in Commentary .02(b)(4) to NYSE Arca Equities Rule 8.200, 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.

⁴ The Trust submitted a registration statement with respect to the Fund on Form S-1 under the Securities Act of 1933 (“1933 Act”) on October 7, 2014 (File No. 333-199190) (the “Registration Statement”). The description of the Fund and the Shares contained herein are based, in part, on the Registration Statement.

⁵ See, e.g., Securities Exchange Act Release No. 58161 (July 15, 2008), 73 FR 42380 (July 21, 2008) (SR-Amex-2008-39).

⁶ See, e.g., Securities Exchange Act Release No. 58163 (July 15, 2008), 73 FR 42391 (July 21, 2008) (SR-NYSEArca-2008-73).

⁷ See, e.g., Securities Exchange Act Release No. 70209 (August 15, 2013), 78 FR 51269 (June 24, 2013) (SR-NYSEArca-2013-60); Securities Exchange Act Release No. 58457 (September 3, 2008), 73 FR 52711 (September 10, 2008) (SR-NYSEArca-2008-91).

⁸ See, e.g., Securities Exchange Act Release Nos. 56131 (July 25, 2007), 72 FR 42212 (August 1, 2007) (SR-NYSEArca-2007-57) (order approving listing and trading on NYSE Arca of shares of eight issues of Commodity Trust Shares); 57456 (March 7, 2008), 73 FR 13599 (March 13, 2008) (SR-NYSEArca-2007-91) (order granting accelerated approval for NYSE Arca listing and trading of shares of the iShares GS Commodity Trusts); 59781 (April 17, 2009), 74 FR 18771 (April 24, 2009) (SR-NYSEArca-2009-28) (order granting accelerated approval for NYSE Arca listing and trading of shares of the ETFS Silver Trust); 59895 (May 8, 2009), 74 FR 22993 (May 15, 2009) (SR-NYSEArca-2009-40) (order granting accelerated approval for NYSE Arca listing the ETFS Gold Trust); 62527 (July 19, 2010), 75 FR 43606 (July 26, 2010) (SR-NYSEArca-2010-44) (order approving listing and trading on NYSE Arca of shares of the United States Commodity Index Fund).

manager is ETF Managers Capital LLC (“ETFMC” or the “Sponsor”), a limited liability company that is a commodity pool operator (“CPO”) that is registered with the Commodity Futures Trading Commission (“CFTC”)⁹ and is a member of the National Futures Association (“NFA”). U.S. Bancorp Fund Services will be the transfer agent, custodian and administrator for the Fund (“Custodian” or “Administrator”). Esposito Securities LLC (the “Distributor”) will provide statutory and wholesaling distribution services.¹⁰

Fund’s Investment Objective and Strategy

The Fund’s investment objective will be to profit from rising interest rates by tracking the performance of a portfolio (the “Benchmark Portfolio”) consisting of exchange traded futures contracts and options on futures on 2, 5 and 10-year U.S. Treasury securities (“Treasury Instruments”) weighted to achieve a targeted negative 10-year average effective portfolio duration (the “Benchmark Component Instruments”). The Fund will seek to achieve its investment objective by investing in the Benchmark Component Instruments currently constituting the Benchmark Portfolio. The Fund will invest in the Treasury Instruments in the same weighting as the Benchmark Portfolio.

The Benchmark Portfolio will be maintained by Sit Fixed Income Advisors II, LLC (“Sit”)¹¹ and will be rebalanced, reconstituted, or both, monthly, typically on the 15th of each month and on the next business day if the 15th is a holiday, weekend, or other day on which the national exchanges are closed, to maintain a negative 10-year average effective duration. The Benchmark Portfolio and the Fund will each maintain a short position in Treasury Instruments. The Fund will not use futures contracts or options to obtain leveraged investment results. The Benchmark Component Instruments constituting the Benchmark Portfolio and anticipated rebalancing dates, as well as the daily holdings of the Fund, will be available on the Fund’s website at www.risingratefund.com.

The weightings of the Treasury Instruments constituting the Benchmark Portfolio and the Fund will be based on each maturity’s duration contribution. Longer duration treasuries will account for a more meaningful portion of the Fund’s price sensitivity to changes in interest rates. As of October 9, 2014, the Benchmark Portfolio consisted of:

⁹ The Sponsor is not a broker-dealer or affiliated with a broker-dealer.

¹⁰ This Amendment No. 2 to SR-NYSEArca-2014-120 replaces SR-NYSEArca-2014-120 as originally filed and supersedes such filing in its entirety. The Exchange has withdrawn Amendment No. 1 to SR-NYSEArca-2014-120.

¹¹ Sit is not affiliated with the Sponsor. Sit is not a broker-dealer or affiliated with a broker-dealer.

Treasury Instrument (%):	% of Portfolio
2 Year U.S. Treasury Futures	45%
5 Year U.S. Treasury Futures	30%
5 Year U.S. Treasury Call Options	15%
10 Year U.S. Treasury Put Options	10%
	<u>100%</u>

The relative weightings of the Benchmark Component Instruments will be shifted between maturities only when there are material changes in the shape of the yield curve, for example, if the Federal Reserve began raising short term interest rates more than long term interest rates. In such an instance, Sit, which maintains the Benchmark Portfolio, will increase the weightings of the 2-year and reduce the weighting in the 10-year maturity Treasury Instruments. Conversely, Sit will do the opposite if the Federal Reserve began raising long term interest rates more than short term interest rates. Reconstitution and rebalancing each will occur monthly, on the 15th, or on the next business day if the 15th is a holiday, weekend, or other day on which the national exchanges are closed, unless there are radical changes in the yield curve such that effective duration is outside of a range from negative nine to negative 11-year average effective duration, in which case Sit will adjust the maturities of the Treasury Instruments before the next expected monthly reconstitution.

The Sponsor anticipates that approximately 5% to 15% of the Fund's assets will be used as payment for or collateral for Treasury Instruments. In order to collateralize its Treasury Instrument positions the Fund will hold such assets, from which it will post margin to its futures commission merchant ("FCM"), in an amount equal to the margin required by the relevant exchange, and transfer to its FCM any additional amounts that may be separately required by the FCM.¹² Any assets not required to be posted as margin with the FCM will be held at the Fund's administrator in cash or cash equivalents as discussed below.

The Benchmark Portfolio will be invested in Benchmark Component Instruments and rebalanced, as noted above, to maintain a negative average effective portfolio duration of approximately 10 years. Duration is a measure of estimated price sensitivity relative to changes in interest rates. Portfolios with longer durations are typically more sensitive to changes in interest rates. For example, if interest

¹² When establishing positions in Treasury Instruments, the Fund will be required to deposit initial margin with a value of approximately 3% to 10% of the value of each Treasury Instrument position at the time it is established. These margin requirements are subject to change from time to time by the exchange or the FCM. On a daily basis, the Fund will be obligated to pay, or entitled to receive, variation margin in an amount equal to the change in the daily settlement level of its Treasury Instruments positions.

rates rise by 1%, the market value of a security with an effective duration of 5 years would decrease by 5%, with all other factors being constant, and likewise the market value of a security with an effective duration of negative 5 years would increase by 5%, with all other factors being constant. Duration estimates are based on certain assumptions by Sit and are subject to a number of limitations. Duration is a more accurate estimate of price sensitivity provided interest rate changes are small and occur equally in short-term and long-term securities. Investments in debt securities typically decrease in value when interest rates rise. The risk is usually greater for longer-term debt securities.

The Fund will incur certain expenses in connection with its operations. The Fund will hold cash or cash equivalents such as U.S. Treasuries or other high credit quality, short-term fixed-income or similar securities (such as shares of money market funds) for direct investment or as collateral for the Treasury Instruments and for other liquidity purposes and to meet redemptions that may be necessary on an ongoing basis. These expenses and income from the cash and cash equivalent holdings may cause imperfect correlation between changes in the Fund's NAV and changes in the Benchmark Portfolio, because the Benchmark Portfolio does not reflect expenses or income.

Net Asset Value

According to the Registration Statement, the net asset value ("NAV") of the Fund will be calculated by taking the current market value of its total assets, subtracting any liabilities, and dividing that total by the total number of outstanding Shares.

The Administrator will calculate the NAV daily and the NAV will be released after 4:00 p.m. Eastern Time ("E.T."), the end of the Core Trading Session on the Exchange. For purposes of calculating NAV, the Administrator will use the closing price of the Treasury Instruments on the U.S. exchanges on which the Treasury Instruments are traded (primarily on the exchanges within the Chicago Mercantile Exchange Group of exchanges and other national exchanges (collectively, the "Futures Exchanges")). The Administrator will value all other holdings of the Fund at (1) current market value, if quotations for such property are readily available, or (2) fair value, as reasonably determined by the Administrator, if the current market value cannot be determined. Once the value of the Treasury Instruments and interest earned on the Fund's cash and cash equivalents has been determined, the Administrator will subtract all accrued expenses and liabilities of the Fund as of the time of calculation in order to calculate the net asset value of the Fund.

Intraday Indicative Value ("IIV")

According to the Registration Statement, the Exchange will calculate and disseminate throughout the core trading session on each trading day an updated IIV for the Fund. The IIV will be calculated by using the Fund's prior day's

closing NAV per share as a base and updating that value throughout the trading day to reflect changes in the most recently reported trade price for the Benchmark Component Instruments. The net asset value of the Fund's cash and cash equivalent holdings, on the other hand, will not be updated throughout the day.

The IIV will be calculated on a per share basis every 15 seconds during the Core Trading Session (9:30 a.m. E.T. to 4:00 p.m. E.T.) on the Exchange. The normal trading hours of the Futures Exchanges are 10:00 a.m. to 2:30 p.m. E.T. This means that there is a gap in time at the beginning and the end of each day during which the Fund's Shares are traded on the Exchange but real-time Futures Exchanges trading prices for contracts traded on the Futures Exchanges are unavailable. During such gaps in time the IIV will be calculated based on the end of day price of such contracts from the Futures Exchanges' immediately preceding trading session.

According to the Registration Statement, the Fund will provide the independent third party calculator with information to calculate the IIV, but the Fund will not be involved in the actual calculation of the IIV and is not responsible for the calculation or dissemination of the IIV. The Fund makes no warranty as to the accuracy of the IIV. The IIV should not be viewed as a "real-time" update of NAV because the IIV is not calculated in the same manner as NAV, which will be computed once per day.

The Exchange disseminates the IIV through the facilities of CTA/CQ High Speed Lines. In addition, the IIV is published on the NYSE Arca's website and is available through on-line information services such as Bloomberg and Reuters.

According to the Registration Statement, dissemination of the IIV provides additional information that is not otherwise available to the public and is useful to investors and market professionals in connection with the trading of the Fund Shares on the Exchange. Investors and market professionals are able throughout the trading day to compare the market price of the Fund and the IIV. If the market price of the Fund Shares diverges significantly from the IIV, market professionals will have an incentive to execute arbitrage trades. Such arbitrage trades can tighten the tracking between the market price of the Fund and the IIV and thus can be beneficial to all market participants.

The IIV should not be viewed as an actual real time update of the NAV, because the NAV is calculated only once at the end of each trading day based upon the relevant end of day values of the Fund's investments. The IIV also should not be viewed as a precise value of the Shares.

In addition to the IIV, the value of the Benchmark Portfolio (excluding the cash and cash equivalent holdings) will be calculated every 15 seconds on a delayed basis and disseminated through similar means as the IIV.

Creation and Redemption of Shares

The Fund will offer and issue Shares only in aggregations of a specified number of Shares (each, a “Creation Unit”). Creation Unit sizes will be 25,000 Shares per Creation Unit. The Creation Unit size for the Fund may change. The Fund will create and redeem Shares from time to time in one or more “Creation Baskets” or “Redemption Baskets” as described below. The creation and redemption of baskets will only be made in exchange for delivery to the Fund or the distribution by the Fund of the amount of Treasuries and any cash represented by the baskets being created or redeemed, the amount of which is based on the combined NAV of the number of Shares included in the baskets being created or redeemed determined as of 4:00 p.m. E.T. on the day the order to create or redeem baskets is properly received.

On any business day other than a day when any of the NYSE Arca, the Futures Exchanges or the New York Stock Exchange are closed for regular trading (“Business Day”), an Authorized Purchaser¹³ may place an order with the Distributor to create one or more baskets. Purchase orders must be placed by 12:00 p.m. E.T. or the close of regular trading on the NYSE Arca, whichever is earlier. The day on which the Distributor receives a valid purchase order is referred to as the purchase order date. By placing a purchase order, an Authorized Purchaser agrees to deposit Treasuries, cash or a combination of Treasuries and cash, as described below. Prior to the delivery of baskets for a purchase order, the Authorized Purchaser must also have wired to the Custodian the non-refundable transaction fee due for the purchase order.

The total deposit required to create each basket (“Creation Basket Deposit”) is the amount of Treasuries and/or cash that is in the same proportion to the total assets of the Fund (net of estimated accrued but unpaid fees, expenses and other liabilities) on the purchase order date as the number of Shares to be created under the purchase order is in proportion to the total number of Shares outstanding on the purchase order dates. ETFMC determines, directly in its sole discretion or in consultation with the Administrator, the requirements for Treasuries and the amount of cash, including the maximum permitted remaining maturity of a Treasury and proportions of Treasury and cash that may be included in deposits to

¹³ Authorized Purchasers will be the only persons that may place orders to create and redeem baskets. Authorized Purchasers must be (1) registered broker-dealers or other securities market participants, and (2) have an account with the Depository Trust Company. To become an Authorized Purchaser, a person must enter into an Authorized Purchaser Agreement with ETFMC. The Authorized Purchaser Agreement provides the procedures for the creation and redemption of baskets and for the delivery of the Treasuries and any cash required for such creation and redemptions. The Authorized Purchaser Agreement and the related procedures attached thereto may be amended by the Fund, without the consent of any limited partner or shareholder or Authorized Purchaser.

create baskets. The Distributor will publish such requirements at the beginning of each Business Day. The amount of cash deposit required is the difference between the aggregate market value of the Treasuries required to be included in a Creation Basket Deposit as of 4:00 p.m. E.T. on the date the order to purchase is properly received and the total required deposit.

The procedures by which an Authorized Purchaser can redeem one or more baskets mirror the procedures for the creation of baskets. On any Business Day, an Authorized Purchaser may place an order with the Distributor to redeem one or more baskets. Redemption orders must be placed by 12:00 p.m. E.T. or the close of regular trading on the NYSE Arca, whichever is earlier. A redemption order so received will be effective on the date it is received in satisfactory form by the Distributor. The redemption procedures allow Authorized Purchasers to redeem baskets and do not entitle an individual shareholder to redeem any Shares in an amount less than a Redemption Basket, or to redeem baskets other than through an Authorized Purchaser.

The redemption distribution due from the Fund will be delivered to the Authorized Purchaser by 3:00 p.m. E.T. on the third business day following the redemption order date if, by 3:00 p.m. E.T. on such third business day, the Fund's account at the Depository Trust Company ("DTC") has been credited with the baskets to be redeemed. If the Fund's DTC account has not been credited with all of the baskets to be redeemed by such time, the redemption distribution will be delivered to the extent of whole baskets received. Any remainder of the redemption distribution will be delivered on the next business day to the extent of remaining whole baskets received if the Fund receives the fee applicable to the extension of the redemption distribution date which ETFMC may, from time to time, determine and the remaining baskets to be redeemed are credited to the Fund's DTC account by 3:00 p.m. E.T. on such next business day. Any further outstanding amount of the redemption order shall be cancelled.

The Exchange will obtain a representation prior to listing of the Fund from the Trust that the NAV per Share will be calculated daily and made available to all market participants at the same time.

The Fund will meet the initial and continued listing requirements applicable to TIRs in NYSE Arca Equities Rule 8.200 and Commentary .02 thereto. With respect to application of Rule 10A-3¹⁴ under the Act, the Fund will rely on the exception contained in Rule 10A-3(c)(7).¹⁵ A minimum of 100,000 Shares of the Fund will be outstanding as of the start of trading on the Exchange.

The Fund's investments will be consistent with the Fund's investment objective

¹⁴ 17 CFR 240.10A-3.

¹⁵ 17 CFR 240.10A-3(c)(7).

and will not be used to enhance leverage. That is, the Fund's investments will not be used to seek performance that is a multiple (e.g., 2X or 3X) or inverse multiple of the Fund's Benchmark Portfolio.

A more detailed description of the Fund as well as investment risks, creation and redemption procedures and fees is set forth in the Registration Statement.

Availability of Information Regarding the Shares

The Fund's website, www.risingratefund.com, will be publicly accessible at no charge prior to the public offering of Shares and will include a form of the prospectus for that may be downloaded. The website will include additional quantitative information updated on a daily basis, including (a) the current NAV per Share daily and the prior Business Day's NAV and the reported closing price; (b) the mid-point of the bid-ask price in relation to the NAV as of the time the NAV is calculated (the "Bid-Ask Price"); (c) calculation of the premium or discount of such price against such NAV; (d) the Bid-Ask Price of Shares determined using the highest bid and lowest offer as of the time of calculation of the NAV; (e) data in chart form displaying the frequency distribution of discounts and premiums of the Bid-Ask Price against the NAV, within appropriate ranges for each of the four (4) previous calendar quarters; (f) the prospectus; and (g) other applicable quantitative information.

In addition, a basket composition file, which includes the security names and share quantities required to be delivered in exchange for Fund Shares, together with estimates and actual cash components, will be publicly disseminated daily prior to the opening of the Exchange via the National Securities Clearing Corporation. The basket represents one Creation Unit of the Fund.

Investors can also obtain the Trust's Statement of Additional Information ("SAI"), Shareholder Reports and Form N-CSR. The Trust's SAI and Shareholder Reports are available free upon request from the Trust, and those documents and the Form N-CSR may be viewed on-screen or downloaded from the Commission's website at www.sec.gov. Information regarding market price and trading volume of the Shares will be continually available on a real-time basis throughout the day on brokers' computer screens and other electronic services. Information regarding the previous day's closing price and trading volume information for the Shares will be published daily in the financial section of newspapers.

The Exchange represents that quotation and last sale information for the Treasury Instruments will be widely disseminated through a variety of major market data vendors worldwide, such as Bloomberg and Reuters. In addition, the Exchange further represents that complete real-time price (and volume) data for such contracts is available by subscription from Reuters and Bloomberg. The Futures Exchanges also provide delayed futures price (and volume) information on

current and past trading sessions and market news free of charge on their websites for Treasury Instruments. The specific contract specifications for such contracts are also available at the Futures Exchanges websites, as well as other financial informational sources. The price of Treasury Instruments also is available on a 24-hour basis from major market data vendors. Information relating to trading, including price and volume information, in Treasury Instruments will be available from major market data vendors and from the exchanges on which Treasury Instruments trade.

The Fund will provide website disclosure of its portfolio holdings daily and will include the names, quantity, price and market value of the Treasury Instruments held by the Fund and other financial instruments such as Treasury Bills, if any, and the characteristics of such instruments and cash equivalents, and amount of cash held in the portfolio of the Fund. This website disclosure of the portfolio composition of the Fund will occur at the same time as the disclosure by the Sponsor of the portfolio composition to authorized participants so that all market participants are provided portfolio composition information at the same time. Therefore, the same portfolio information will be provided on the public website as well as in electronic files provided to authorized participants. Accordingly, each investor will have access to the current portfolio composition of the Fund through the Fund's website.

The IIV will be calculated by using the Fund's prior day's closing NAV per share as a base and updating that value throughout the trading day to reflect changes in the most recently reported trade price for the Treasury Instruments. The IIV per Share will be widely disseminated by one or more major market data vendors at least every 15 seconds during the Core Trading Session.¹⁶

The NAV for the Shares will be disseminated to all market participants at the same time. The Exchange will also make available on its website daily trading volume of the Shares and the closing prices of such Shares. The intra-day closing prices and settlement prices of the Treasury Instruments are or will be readily available from the websites of the Futures Exchanges on which Treasury Instruments are traded. The relevant exchanges trading Treasury Instruments also provide delayed futures information on current and past trading sessions and market news free of charge on their respective websites.

Quotation information from brokers and dealers or major market data vendors will be available for U.S. Treasuries or other high credit quality, short-term fixed-income or similar securities (such as shares of money market funds).

¹⁶ Currently, it is the Exchange's understanding that several major market data vendors display and/or make widely available IIVs taken from the CTA or other data feeds.

Quotation and last-sale information regarding the Shares will be disseminated through the facilities of the CTA. In addition, the Fund's website, www.risingratefund.com, will display the applicable end of day closing NAV.

Availability of Information about the Benchmark Portfolio

The daily closing Benchmark Portfolio level and the percentage change in the daily closing level for the Benchmark Portfolio will be publicly available from one or more major market data vendors. The intraday value of the Benchmark Portfolio, updated every 15 seconds, will also be available through major market data vendors.

Pricing information regarding the Treasury Instruments will also be available from the Futures Exchanges websites. Similar information regarding the Treasury securities underlying the Treasury Instruments will be publicly available from various financial information service providers. Information relating to the weighting of Treasury Instruments and the Benchmark Portfolio methodology is also available on the website for Fund at www.risingratefund.com.

Trading Rules

The Exchange deems the Shares to be equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities. Shares will trade on the NYSE Arca Marketplace from 4:00 a.m. to 8:00 p.m. E.T. in accordance with NYSE Arca Equities Rule 7.34 (Opening, Core, and Late Trading Sessions). The Exchange has appropriate rules to facilitate transactions in the Shares during all trading sessions. As provided in NYSE Arca Equities Rule 7.6, Commentary .03, the minimum price variation ("MPV") for quoting and entry of orders in equity securities traded on the NYSE Arca Marketplace is \$0.01, with the exception of securities that are priced less than \$1.00 for which the MPV for order entry is \$0.0001.

The Shares will conform to the initial and continued listing criteria under NYSE Arca Equities Rule 8.200. The Exchange represents that, for initial and/or continued listing, the Fund will be in compliance with Rule 10A-3¹⁷ under the Act, as provided by NYSE Arca Equities Rule 5.3. A minimum of 100,000 Shares for the Fund will be outstanding at the commencement of trading on the Exchange.

The trading of the Shares will be subject to NYSE Arca Equities Rule 8.200, Commentary .02(e), which sets forth certain restrictions on Equity Trading Permit ("ETP") Holders acting as registered Market Makers in TIRs to facilitate surveillance. See "Surveillance" below for more information.

¹⁷

17 CFR 240.10A-3.

With respect to trading halts, the Exchange may consider all relevant factors in exercising its discretion to halt or suspend trading in the Shares. Trading may be halted because of market conditions or for reasons that, in the view of the Exchange, make trading in the Shares inadvisable. These may include: (1) the extent to which trading is not occurring in the underlying Treasury Instruments, (2) if the creation or redemption of Shares is suspended for a period that, in the judgment of the Exchange, may detrimentally impact Exchange trading of the Shares, or (3) whether other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present. In addition, trading in Shares will be subject to trading halts caused by extraordinary market volatility pursuant to the Exchange's "circuit breaker" rule¹⁸ or by the halt or suspension of trading of the underlying Treasury Instruments.

The Exchange represents that the Exchange may halt trading during the day in which an interruption to the dissemination of the IIV, the Benchmark Portfolio or the value of the underlying Treasury Instruments occurs. If an interruption to the dissemination of the IIV, the Benchmark Portfolio or the value of the underlying Treasury Instruments 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 NAV with respect to the Shares is not disseminated to all market participants at the same time, it will halt trading in the Shares until such time as the NAV is available to all market participants.

Surveillance

The Exchange represents that trading in the Shares will be subject to the existing trading surveillances, administered by the Financial Industry Regulatory Authority ("FINRA") on behalf of the Exchange, which are designed to detect violations of Exchange rules and applicable federal securities laws.¹⁹ The Exchange represents that these procedures are adequate to properly monitor Exchange trading of the Shares in all trading sessions and to deter and detect violations of Exchange rules and federal securities laws applicable to trading on the Exchange.

The surveillances referred to above generally focus on detecting securities trading outside their normal patterns, which could be indicative of manipulative or other violative activity. When such situations are detected, surveillance analysis follows and investigations are opened, where appropriate, to review the

¹⁸ See NYSE Arca Equities Rule 7.12.

¹⁹ FINRA surveils trading on the Exchange pursuant to a regulatory services agreement. The Exchange is responsible for FINRA's performance under this regulatory services agreement.

behavior of all relevant parties for all relevant trading violations.

FINRA, on behalf of the Exchange, will communicate as needed regarding trading in the Shares and underlying Treasury Instruments with other markets and entities that are members of the Intermarket Surveillance Group (“ISG”), and FINRA, on behalf of the Exchange, may obtain trading information regarding trading in the Shares and underlying Treasury Instruments from such markets and other entities. In addition, the Exchange may obtain information regarding trading in the Shares and underlying Treasury Instruments from markets and other entities that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement.²⁰ FINRA, on behalf of the Exchange, is able to access, as needed, trade information for certain fixed income securities held by the Fund reported to FINRA’s Trade Reporting and Compliance Engine (“TRACE”).

For components traded on exchanges, not more than 10% of the components traded on exchanges shall consist of components whose principal trading market is not a member of ISG or is a market with which the Exchange does not have a comprehensive surveillance sharing agreement.

In addition, the Exchange also has a general policy prohibiting the distribution of material, non-public information by its employees.

Information Bulletin

Prior to the commencement of trading, the Exchange will inform its ETP Holders in an Information Bulletin (“Bulletin”) of the special characteristics and risks associated with trading the Shares. Specifically, the Bulletin will discuss the following: (1) the procedures for purchases and redemptions of Shares in Creation Basket aggregations (and that Shares are not individually redeemable); (2) NYSE Arca Equities Rule 9.2(a), which imposes a duty of due diligence on its ETP Holders to learn the essential facts relating to every customer prior to trading the Shares; (3) the risks involved in trading the Shares during the Opening and Late Trading Sessions when an updated IIV will not be calculated or publicly disseminated; (4) how information regarding the IIV is disseminated; (5) the requirement that ETP Holders deliver a prospectus to investors purchasing newly issued Shares prior to or concurrently with the confirmation of a transaction; and (6) trading information.

In addition, the Bulletin will reference that the Fund is subject to various fees and expenses described in the Registration Statement. The Bulletin will discuss

²⁰ For a list of the current members of ISG, see www.isgportal.org. The Exchange notes that not all instruments traded by the Fund may trade on markets that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement.

any exemptive, no-action, and interpretive relief granted by the Commission from any rules under the Act. The Bulletin will also disclose that the NAV for the Shares will be calculated after 4:00 p.m. E.T. each trading day.

The Information Circular will disclose that information about the Shares of the Fund will be publicly available on the Fund's website.

(b) Statutory Basis

The basis under the Act for this proposed rule change is the requirement under Section 6(b)(5)²¹ that an exchange have rules that are 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, in general, to protect investors and the public interest.

The Exchange believes that the proposed rule change is designed to prevent fraudulent and manipulative acts and practices in that the Shares will be listed and traded on the Exchange pursuant to the initial and continued listing criteria in NYSE Arca Equities Rule 8.200 and Commentary .02 thereto. The Fund will seek to achieve its investment objective by tracking the performance of the Benchmark Portfolio. The Fund will invest in the Treasury Instruments in the same weighting as the Benchmark Portfolio. The Sponsor represents that the Fund will invest in Treasury Instruments in a manner consistent with the Fund's investment objective and will not use futures contracts or options to obtain leveraged investment results. The Sponsor is not broker-dealer or affiliated with a broker-dealer. The Sponsor represents that it will implement and maintain procedures designed to prevent the use and dissemination of material non-public information. Sit, which maintains the Benchmark Portfolio, is not affiliated with the Sponsor and is not a broker-dealer or affiliated with a broker-dealer.

The Exchange has in place surveillance procedures that are adequate to properly monitor trading in the Shares in all trading sessions and to deter and detect violations of Exchange rules and applicable federal securities laws. FINRA, on behalf of the Exchange, will communicate as needed regarding trading in the Shares and underlying Treasury Instruments with other markets and other entities that are members of the ISG, and FINRA, on behalf of the Exchange, may obtain trading information regarding trading in the Shares and underlying Treasury Instruments from such markets and other entities. In addition, the Exchange may obtain information regarding trading in the Shares and underlying Treasury Instruments from markets and other entities that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement. FINRA, on behalf of the Exchange, is able to access, as needed, trade information for certain fixed income securities held by the Fund reported to TRACE. For components traded on exchanges, not more than 10% of the

²¹

15 U.S.C. 78f(b)(5).

components traded on exchanges shall consist of components whose principal trading market is not a member of ISG or is a market with which the Exchange does not have a comprehensive surveillance sharing agreement. The NAV for the Shares will be disseminated to all market participants at the same time. The Exchange will also make available on its website daily trading volume of the Shares and the closing prices of such Shares. The intra-day closing prices and settlement prices of the Treasury Instruments are or will be readily available from the websites of the Futures Exchanges on which Treasury Instruments are traded. The Futures Exchanges trading Treasury Instruments also provide delayed futures information on current and past trading sessions and market news free of charge on their respective websites.

In addition, quotation information from brokers and dealers or major market data vendors will be available for U.S. Treasuries or other high credit quality, short-term fixed-income or similar securities (such as shares of money market funds).

Quotation and last-sale information regarding the Shares will be disseminated through the facilities of the CTA. In addition, the Fund's website, www.risingratefund.com, will display the applicable end of day closing NAV.

The daily closing Benchmark Portfolio level and the percentage change in the daily closing level for the Benchmark Portfolio will be publicly available from one or more major market data vendors. The intraday value of the Benchmark Portfolio, updated every 15 seconds, will also be available on a major market data vendor. Pricing information regarding the Treasury Instruments will also be available from the Futures Exchanges websites. Similar information regarding the Treasury securities underlying the Treasury Instruments will be publicly available from various financial information service providers. Information relating to the weighting of Treasury Instruments and the Benchmark Portfolio methodology is also available on the website for Fund at www.risingratefund.com.

Trading may be halted because of market conditions or for reasons that, in the view of the Exchange, make trading in the Shares inadvisable. These may include: (1) the extent to which trading is not occurring in the underlying Treasury Instruments, (2) if the creation or redemption of Shares is suspended for a period that, in the judgment of the Exchange, may detrimentally impact Exchange trading of the Shares, or (3) whether other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present. Trading in Shares will be subject to trading halts caused by extraordinary market volatility pursuant to the Exchange's "circuit breaker" rule or by the halt or suspension of trading of the Treasury Instruments. The Exchange represents that the Exchange may halt trading during the day in which an interruption to the dissemination of the IIV, the Benchmark Portfolio or the value of the underlying Treasury Instruments occurs. If an interruption to the dissemination of the IIV, the Benchmark Portfolio or the value of the underlying Treasury Instruments 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 NAV with respect to the Shares is not disseminated to all market participants at the same time, it will halt trading in the Shares until such time as the NAV is available to all market participants.

The proposed rule change is designed to promote just and equitable principles of trade and to protect investors and the public interest in that a large amount of information is publicly available regarding the Shares, thereby promoting market transparency. The Fund's NAV will be disseminated to all market participants at the same time. The IIV will be disseminated at least every 15 seconds during the Core Trading Session. Trading in the Shares will be halted if the circuit breaker parameters in NYSE Arca Equities Rule 7.12 have been reached or because of market conditions or for reasons that, in the view of the Exchange, make trading in the Shares inadvisable. Moreover, prior to the commencement of trading, the Exchange will inform its ETP Holders in an Information Bulletin of the special characteristics and risks associated with trading the Shares.

The proposed rule change is designed to perfect the mechanism of a free and open market and, in general, to protect investors and the public interest in that it will facilitate the listing and trading of an additional type of trust issued receipts that will enhance competition among market participants, to the benefit of investors and the marketplace. As noted above, FINRA, on the Exchange's behalf, has in place surveillance procedures relating to trading in the Shares and underlying Treasury Instruments and may obtain information via ISG from other exchanges that are members of ISG or with which the Exchange has entered into a comprehensive surveillance sharing agreement. In addition, as noted above, investors will have ready access to information regarding the Fund's holdings, IIV, and quotation and last sale information for the Shares.

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 purpose of the Act. The Exchange notes that the proposed rule change will facilitate the listing and trading of an additional type of Trust Issued Receipts product that will principally hold fixed income securities and derivatives thereon, and that will enhance competition among market participants, to the benefit of investors and the marketplace.

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

The proposed rule change is not based on the rules of another self-regulatory organization or of the Commission.

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

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34- ; File No. SR-NYSEARCA-2014-120)

[Date]

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing of Proposed Rule Change Relating to Listing and Trading Shares of the Sit Rising Rate Fund under NYSE Arca Equities Rule 8.200

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 November 6, 2014, NYSE Arca, Inc. (the “Exchange” or “NYSE Arca”) 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 list and trade shares of the Sit Rising Rate Fund under NYSE Arca Equities Rule 8.200. The text of 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

¹ 15 U.S.C.78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

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

NYSE Arca Equities Rule 8.200, Commentary .02 permits the trading of Trust Issued Receipts (“TIRs”) either by listing or pursuant to unlisted trading privileges (“UTP”).⁴ The Exchange proposes to list and trade shares (“Shares”) of the Sit Rising Rate Fund (“Fund”) pursuant to NYSE Arca Equities Rule 8.200. The Fund is a series of the ETF Managers Group Commodity Trust I (the “Trust”), a Delaware statutory trust.⁵

The Exchange notes that the Commission has previously approved the listing and trading of other issues of TIRs on the American Stock Exchange LLC,⁶ trading on NYSE

⁴ Commentary .02 to NYSE Arca Equities Rule 8.200 applies to Trust Issued Receipts that invest in “Financial Instruments.” The term “Financial Instruments,” as defined in Commentary .02(b)(4) to NYSE Arca Equities Rule 8.200, 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.

⁵ The Trust submitted a registration statement with respect to the Fund on Form S-1 under the Securities Act of 1933 (“1933 Act”) on October 7, 2014 (File No. 333-199190) (the “Registration Statement”). The description of the Fund and the Shares contained herein are based, in part, on the Registration Statement.

⁶ See, e.g., Securities Exchange Act Release No. 58161 (July 15, 2008), 73 FR 42380 (July 21, 2008) (SR-Amex-2008-39).

Arca pursuant to UTP,⁷ and listing on NYSE Arca.⁸ In addition, the Commission has approved the listing and trading of other exchange-traded fund-like products linked to the performance of underlying currencies and commodities.⁹

According to the Registration Statement, the Fund's sponsor and investment manager is ETF Managers Capital LLC ("ETFMC" or the "Sponsor"), a limited liability company that is a commodity pool operator ("CPO") that is registered with the Commodity Futures Trading Commission ("CFTC")¹⁰ and is a member of the National Futures Association ("NFA"). U.S. Bancorp Fund Services will be the transfer agent, custodian and administrator for the Fund ("Custodian" or "Administrator"). Esposito Securities LLC (the "Distributor") will provide statutory and wholesaling distribution services.¹¹

⁷ See, e.g., Securities Exchange Act Release No. 58163 (July 15, 2008), 73 FR 42391 (July 21, 2008) (SR-NYSEArca-2008-73).

⁸ See, e.g., Securities Exchange Act Release No. 70209 (August 15, 2013), 78 FR 51269 (June 24, 2013) (SR-NYSEArca-2013-60); Securities Exchange Act Release No. 58457 (September 3, 2008), 73 FR 52711 (September 10, 2008) (SR-NYSEArca-2008-91).

⁹ See, e.g., Securities Exchange Act Release Nos. 56131 (July 25, 2007), 77 FR 42212 (August 1, 2007) (SR-NYSEArca-2007-57) (order approving listing and trading on NYSE Arca of shares of eight issues of Commodity Trust Shares); 57456 (March 7, 2008), 73 FR 13599 (March 13, 2008) (SR-NYSEArca-2007-91) (order granting accelerated approval for NYSE Arca listing and trading of shares of the iShares GS Commodity Trusts); 59781 (April 17, 2009), 74 FR 18771 (April 24, 2009) (SR-NYSEArca-2009-28) (order granting accelerated approval for NYSE Arca listing and trading of shares of the ETFS Silver Trust); 59895 (May 8, 2009), 74 FR 22993 (May 15, 2009) (SR-NYSEArca-2009-40) (order granting accelerated approval for NYSE Arca listing the ETFS Gold Trust); 62527 (July 19, 2010), 75 FR 43606 (July 26, 2010) (SR-NYSEArca-2010-44) (order approving listing and trading on NYSE Arca of shares of the United States Commodity Index Fund).

¹⁰ The Sponsor is not a broker-dealer or affiliated with a broker-dealer.

¹¹ This Amendment No. 2 to SR-NYSEArca-2014-120 replaces SR-NYSEArca-

Fund's Investment Objective and Strategy

The Fund's investment objective will be to profit from rising interest rates by tracking the performance of a portfolio (the "Benchmark Portfolio") consisting of exchange traded futures contracts and options on futures on 2, 5 and 10-year U.S. Treasury securities ("Treasury Instruments") weighted to achieve a targeted negative 10-year average effective portfolio duration (the "Benchmark Component Instruments"). The Fund will seek to achieve its investment objective by investing in the Benchmark Component Instruments currently constituting the Benchmark Portfolio. The Fund will invest in the Treasury Instruments in the same weighting as the Benchmark Portfolio.

The Benchmark Portfolio will be maintained by Sit Fixed Income Advisors II, LLC ("Sit")¹² and will be rebalanced, reconstituted, or both, monthly, typically on the 15th of each month and on the next business day if the 15th is a holiday, weekend, or other day on which the national exchanges are closed, to maintain a negative 10-year average effective duration. The Benchmark Portfolio and the Fund will each maintain a short position in Treasury Instruments. The Fund will not use futures contracts or options to obtain leveraged investment results. The Benchmark Component Instruments constituting the Benchmark Portfolio and anticipated rebalancing dates, as well as the daily holdings of the Fund, will be available on the Fund's website at www.risingratefund.com.

The weightings of the Treasury Instruments constituting the Benchmark Portfolio

2014-120 as originally filed and supersedes such filing in its entirety. The Exchange has withdrawn Amendment No. 1 to SR-NYSEArca-2014-120.

¹² Sit is not affiliated with the Sponsor. Sit is not a broker-dealer or affiliated with a broker-dealer.

and the Fund will be based on each maturity's duration contribution. Longer duration treasuries will account for a more meaningful portion of the Fund's price sensitivity to changes in interest rates. As of October 9, 2014, the Benchmark Portfolio consisted of:

Treasury Instrument (%):	% of Portfolio
2 Year U.S. Treasury Futures	45%
5 Year U.S. Treasury Futures	30%
5 Year U.S. Treasury Call Options	15%
10 Year U.S. Treasury Put Options	10%
	<u>100%</u>

The relative weightings of the Benchmark Component Instruments will be shifted between maturities only when there are material changes in the shape of the yield curve, for example, if the Federal Reserve began raising short term interest rates more than long term interest rates. In such an instance, Sit, which maintains the Benchmark Portfolio, will increase the weightings of the 2-year and reduce the weighting in the 10-year maturity Treasury Instruments. Conversely, Sit will do the opposite if the Federal Reserve began raising long term interest rates more than short term interest rates. Reconstitution and rebalancing each will occur monthly, on the 15th, or on the next business day if the 15th is a holiday, weekend, or other day on which the national exchanges are closed, unless there are radical changes in the yield curve such that effective duration is outside of a range from negative nine to negative 11-year average effective duration, in which case Sit will adjust the maturities of the Treasury Instruments before the next expected monthly reconstitution.

The Sponsor anticipates that approximately 5% to 15% of the Fund's assets will be used as payment for or collateral for Treasury Instruments. In order to collateralize its Treasury Instrument positions the Fund will hold such assets, from which it will post

margin to its futures commission merchant (“FCM”), in an amount equal to the margin required by the relevant exchange, and transfer to its FCM any additional amounts that may be separately required by the FCM.¹³ Any assets not required to be posted as margin with the FCM will be held at the Fund’s administrator in cash or cash equivalents as discussed below.

The Benchmark Portfolio will be invested in Benchmark Component Instruments and rebalanced, as noted above, to maintain a negative average effective portfolio duration of approximately 10 years. Duration is a measure of estimated price sensitivity relative to changes in interest rates. Portfolios with longer durations are typically more sensitive to changes in interest rates. For example, if interest rates rise by 1%, the market value of a security with an effective duration of 5 years would decrease by 5%, with all other factors being constant, and likewise the market value of a security with an effective duration of negative 5 years would increase by 5%, with all other factors being constant. Duration estimates are based on certain assumptions by Sit and are subject to a number of limitations. Duration is a more accurate estimate of price sensitivity provided interest rate changes are small and occur equally in short-term and long-term securities. Investments in debt securities typically decrease in value when interest rates rise. The risk is usually greater for longer-term debt securities.

The Fund will incur certain expenses in connection with its operations. The Fund

¹³ When establishing positions in Treasury Instruments, the Fund will be required to deposit initial margin with a value of approximately 3% to 10% of the value of each Treasury Instrument position at the time it is established. These margin requirements are subject to change from time to time by the exchange or the FCM. On a daily basis, the Fund will be obligated to pay, or entitled to receive, variation margin in an amount equal to the change in the daily settlement level of its Treasury Instruments positions.

will hold cash or cash equivalents such as U.S. Treasuries or other high credit quality, short-term fixed-income or similar securities (such as shares of money market funds) for direct investment or as collateral for the Treasury Instruments and for other liquidity purposes and to meet redemptions that may be necessary on an ongoing basis. These expenses and income from the cash and cash equivalent holdings may cause imperfect correlation between changes in the Fund's NAV and changes in the Benchmark Portfolio, because the Benchmark Portfolio does not reflect expenses or income.

Net Asset Value

According to the Registration Statement, the net asset value ("NAV") of the Fund will be calculated by taking the current market value of its total assets, subtracting any liabilities, and dividing that total by the total number of outstanding Shares.

The Administrator will calculate the NAV daily and the NAV will be released after 4:00 p.m. Eastern Time ("E.T."), the end of the Core Trading Session on the Exchange. For purposes of calculating NAV, the Administrator will use the closing price of the Treasury Instruments on the U.S. exchanges on which the Treasury Instruments are traded (primarily on the exchanges within the Chicago Mercantile Exchange Group of exchanges and other national exchanges (collectively, the "Futures Exchanges")). The Administrator will value all other holdings of the Fund at (1) current market value, if quotations for such property are readily available, or (2) fair value, as reasonably determined by the Administrator, if the current market value cannot be determined. Once the value of the Treasury Instruments and interest earned on the Fund's cash and cash equivalents has been determined, the Administrator will subtract all accrued expenses and liabilities of the Fund as of the time of calculation in order to calculate the net asset value

of the Fund.

Intraday Indicative Value (“IIV”)

According to the Registration Statement, the Exchange will calculate and disseminate throughout the core trading session on each trading day an updated IIV for the Fund. The IIV will be calculated by using the Fund’s prior day’s closing NAV per share as a base and updating that value throughout the trading day to reflect changes in the most recently reported trade price for the Benchmark Component Instruments. The net asset value of the Fund’s cash and cash equivalent holdings, on the other hand, will not be updated throughout the day.

The IIV will be calculated on a per share basis every 15 seconds during the Core Trading Session (9:30 a.m. E.T. to 4:00 p.m. E.T.) on the Exchange. The normal trading hours of the Futures Exchanges are 10:00 a.m. to 2:30 p.m. E.T. This means that there is a gap in time at the beginning and the end of each day during which the Fund’s Shares are traded on the Exchange but real-time Futures Exchanges trading prices for contracts traded on the Futures Exchanges are unavailable. During such gaps in time the IIV will be calculated based on the end of day price of such contracts from the Futures Exchanges’ immediately preceding trading session.

According to the Registration Statement, the Fund will provide the independent third party calculator with information to calculate the IIV, but the Fund will not be involved in the actual calculation of the IIV and is not responsible for the calculation or dissemination of the IIV. The Fund makes no warranty as to the accuracy of the IIV. The IIV should not be viewed as a “real-time” update of NAV because the IIV is not calculated in the same manner as NAV, which will be computed once per day.

The Exchange disseminates the IIV through the facilities of CTA/CQ High Speed Lines. In addition, the IIV is published on the NYSE Arca's website and is available through on-line information services such as Bloomberg and Reuters.

According to the Registration Statement, dissemination of the IIV provides additional information that is not otherwise available to the public and is useful to investors and market professionals in connection with the trading of the Fund Shares on the Exchange. Investors and market professionals are able throughout the trading day to compare the market price of the Fund and the IIV. If the market price of the Fund Shares diverges significantly from the IIV, market professionals will have an incentive to execute arbitrage trades. Such arbitrage trades can tighten the tracking between the market price of the Fund and the IIV and thus can be beneficial to all market participants.

The IIV should not be viewed as an actual real time update of the NAV, because the NAV is calculated only once at the end of each trading day based upon the relevant end of day values of the Fund's investments. The IIV also should not be viewed as a precise value of the Shares.

In addition to the IIV, the value of the Benchmark Portfolio (excluding the cash and cash equivalent holdings) will be calculated every 15 seconds on a delayed basis and disseminated through similar means as the IIV.

Creation and Redemption of Shares

The Fund will offer and issue Shares only in aggregations of a specified number of Shares (each, a "Creation Unit"). Creation Unit sizes will be 25,000 Shares per Creation Unit. The Creation Unit size for the Fund may change. The Fund will create and redeem Shares from time to time in one or more "Creation Baskets" or "Redemption

Baskets” as described below. The creation and redemption of baskets will only made in exchange for delivery to the Fund or the distribution by the Fund of the amount of Treasuries and any cash represented by the baskets being created or redeemed, the amount of which is based on the combined NAV of the number of Shares included in the baskets being created or redeemed determined as of 4:00 p.m. E.T. on the day the order to create or redeem baskets is properly received.

On any business day other than a day when any of the NYSE Arca, the Futures Exchanges or the New York Stock Exchange are closed for regular trading (“Business Day”), an Authorized Purchaser¹⁴ may place an order with the Distributor to create one or more baskets. Purchase orders must be placed by 12:00 p.m. E.T. or the close of regular trading on the NYSE Arca, whichever is earlier. The day on which the Distributor receives a valid purchase order is referred to as the purchase order date. By placing a purchase order, an Authorized Purchaser agrees to deposit Treasuries, cash or a combination of Treasuries and cash, as described below. Prior to the delivery of baskets for a purchase order, the Authorized Purchaser must also have wired to the Custodian the non-refundable transaction fee due for the purchase order.

The total deposit required to create each basket (“Creation Basket Deposit”) is the amount of Treasuries and/or cash that is in the same proportion to the total assets of the

¹⁴ Authorized Purchasers will be the only persons that may place orders to create and redeem baskets. Authorized Purchasers must be (1) registered broker-dealers or other securities market participants, and (2) have an account with the Depository Trust Company. To become an Authorized Purchaser, a person must enter into an Authorized Purchaser Agreement with ETFMC. The Authorized Purchaser Agreement provides the procedures for the creation and redemption of baskets and for the delivery of the Treasuries and any cash required for such creation and redemptions. The Authorized Purchaser Agreement and the related procedures attached thereto may be amended by the Fund, without the consent of any limited partner or shareholder or Authorized Purchaser.

Fund (net of estimated accrued but unpaid fees, expenses and other liabilities) on the purchase order date as the number of Shares to be created under the purchase order is in proportion to the total number of Shares outstanding on the purchase order dates.

ETFMC determines, directly in its sole discretion or in consultation with the Administrator, the requirements for Treasuries and the amount of cash, including the maximum permitted remaining maturity of a Treasury and proportions of Treasury and cash that may be included in deposits to create baskets. The Distributor will publish such requirements at the beginning of each Business Day. The amount of cash deposit required is the difference between the aggregate market value of the Treasuries required to be included in a Creation Basket Deposit as of 4:00 p.m. E.T. on the date the order to purchase is properly received and the total required deposit.

The procedures by which an Authorized Purchaser can redeem one or more baskets mirror the procedures for the creation of baskets. On any Business Day, an Authorized Purchaser may place an order with the Distributor to redeem one or more baskets. Redemption orders must be placed by 12:00 p.m. E.T. or the close of regular trading on the NYSE Arca, whichever is earlier. A redemption order so received will be effective on the date it is received in satisfactory form by the Distributor. The redemption procedures allow Authorized Purchasers to redeem baskets and do not entitle an individual shareholder to redeem any Shares in an amount less than a Redemption Basket, or to redeem baskets other than through an Authorized Purchaser.

The redemption distribution due from the Fund will be delivered to the Authorized Purchaser by 3:00 p.m. E.T. on the third business day following the redemption order date if, by 3:00 p.m. E.T. on such third business day, the Fund's

account at the Depository Trust Company (“DTC”) has been credited with the baskets to be redeemed. If the Fund’s DTC account has not been credited with all of the baskets to be redeemed by such time, the redemption distribution will be delivered to the extent of whole baskets received. Any remainder of the redemption distribution will be delivered on the next business day to the extent of remaining whole baskets received if the Fund receives the fee applicable to the extension of the redemption distribution date which ETFMC may, from time to time, determine and the remaining baskets to be redeemed are credited to the Fund’s DTC account by 3:00 p.m. E.T. on such next business day. Any further outstanding amount of the redemption order shall be cancelled.

The Exchange will obtain a representation prior to listing of the Fund from the Trust that the NAV per Share will be calculated daily and made available to all market participants at the same time.

The Fund will meet the initial and continued listing requirements applicable to TIRs in NYSE Arca Equities Rule 8.200 and Commentary .02 thereto. With respect to application of Rule 10A-3¹⁵ under the Act, the Fund will rely on the exception contained in Rule 10A-3(c)(7).¹⁶ A minimum of 100,000 Shares of the Fund will be outstanding as of the start of trading on the Exchange.

The Fund’s investments will be consistent with the Fund’s investment objective and will not be used to enhance leverage. That is, the Fund’s investments will not be used to seek performance that is a multiple (e.g., 2X or 3X) or inverse multiple of the Fund’s Benchmark Portfolio.

¹⁵ 17 CFR 240.10A-3.

¹⁶ 17 CFR 240.10A-3(c)(7).

A more detailed description of the Fund as well as investment risks, creation and redemption procedures and fees is set forth in the Registration Statement.

Availability of Information Regarding the Shares

The Fund's website, www.risingratefund.com, will be publicly accessible at no charge prior to the public offering of Shares and will include a form of the prospectus for that may be downloaded. The website will include additional quantitative information updated on a daily basis, including (a) the current NAV per Share daily and the prior Business Day's NAV and the reported closing price; (b) the mid-point of the bid-ask price in relation to the NAV as of the time the NAV is calculated (the "Bid-Ask Price"); (c) calculation of the premium or discount of such price against such NAV; (d) the Bid-Ask Price of Shares determined using the highest bid and lowest offer as of the time of calculation of the NAV; (e) data in chart form displaying the frequency distribution of discounts and premiums of the Bid-Ask Price against the NAV, within appropriate ranges for each of the four (4) previous calendar quarters; (f) the prospectus; and (g) other applicable quantitative information.

In addition, a basket composition file, which includes the security names and share quantities required to be delivered in exchange for Fund Shares, together with estimates and actual cash components, will be publicly disseminated daily prior to the opening of the Exchange via the National Securities Clearing Corporation. The basket represents one Creation Unit of the Fund.

Investors can also obtain the Trust's Statement of Additional Information ("SAI"), Shareholder Reports and Form N-CSR. The Trust's SAI and Shareholder Reports are available free upon request from the Trust, and those documents and the

Form N-CSR may be viewed on-screen or downloaded from the Commission's website at www.sec.gov. Information regarding market price and trading volume of the Shares will be continually available on a real-time basis throughout the day on brokers' computer screens and other electronic services. Information regarding the previous day's closing price and trading volume information for the Shares will be published daily in the financial section of newspapers.

The Exchange represents that quotation and last sale information for the Treasury Instruments will be widely disseminated through a variety of major market data vendors worldwide, such as Bloomberg and Reuters. In addition, the Exchange further represents that complete real-time price (and volume) data for such contracts is available by subscription from Reuters and Bloomberg. The Futures Exchanges also provide delayed futures price (and volume) information on current and past trading sessions and market news free of charge on their websites for Treasury Instruments. The specific contract specifications for such contracts are also available at the Futures Exchanges websites, as well as other financial informational sources. The price of Treasury Instruments also is available on a 24-hour basis from major market data vendors. Information relating to trading, including price and volume information, in Treasury Instruments will be available from major market data vendors and from the exchanges on which Treasury Instruments trade.

The Fund will provide website disclosure of its portfolio holdings daily and will include the names, quantity, price and market value of the Treasury Instruments held by the Fund and other financial instruments such as Treasury Bills, if any, and the characteristics of such instruments and cash equivalents, and amount of cash held in the

portfolio of the Fund. This website disclosure of the portfolio composition of the Fund will occur at the same time as the disclosure by the Sponsor of the portfolio composition to authorized participants so that all market participants are provided portfolio composition information at the same time. Therefore, the same portfolio information will be provided on the public website as well as in electronic files provided to authorized participants. Accordingly, each investor will have access to the current portfolio composition of the Fund through the Fund's website.

The IIV will be calculated by using the Fund's prior day's closing NAV per share as a base and updating that value throughout the trading day to reflect changes in the most recently reported trade price for the Treasury Instruments. The IIV per Share will be widely disseminated by one or more major market data vendors at least every 15 seconds during the Core Trading Session.¹⁷

The NAV for the Shares will be disseminated to all market participants at the same time. The Exchange will also make available on its website daily trading volume of the Shares and the closing prices of such Shares. The intra-day closing prices and settlement prices of the Treasury Instruments are or will be readily available from the websites of the Futures Exchanges on which Treasury Instruments are traded. The relevant exchanges trading Treasury Instruments also provide delayed futures information on current and past trading sessions and market news free of charge on their respective websites.

Quotation information from brokers and dealers or major market data vendors

¹⁷ Currently, it is the Exchange's understanding that several major market data vendors display and/or make widely available IIVs taken from the CTA or other data feeds.

will be available for U.S. Treasuries or other high credit quality, short-term fixed-income or similar securities (such as shares of money market funds).

Quotation and last-sale information regarding the Shares will be disseminated through the facilities of the CTA. In addition, the Fund's website, www.risingratefund.com, will display the applicable end of day closing NAV.

Availability of Information about the Benchmark Portfolio

The daily closing Benchmark Portfolio level and the percentage change in the daily closing level for the Benchmark Portfolio will be publicly available from one or more major market data vendors. The intraday value of the Benchmark Portfolio, updated every 15 seconds, will also be available through major market data vendors.

Pricing information regarding the Treasury Instruments will also be available from the Futures Exchanges websites. Similar information regarding the Treasury securities underlying the Treasury Instruments will be publicly available from various financial information service providers. Information relating to the weighting of Treasury Instruments and the Benchmark Portfolio methodology is also available on the website for Fund at www.risingratefund.com.

Trading Rules

The Exchange deems the Shares to be equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities. Shares will trade on the NYSE Arca Marketplace from 4:00 a.m. to 8:00 p.m. E.T. in accordance with NYSE Arca Equities Rule 7.34 (Opening, Core, and Late Trading Sessions). The Exchange has appropriate rules to facilitate transactions in the Shares during all trading sessions. As provided in NYSE Arca Equities Rule 7.6,

Commentary .03, the minimum price variation ("MPV") for quoting and entry of orders in equity securities traded on the NYSE Arca Marketplace is \$0.01, with the exception of securities that are priced less than \$1.00 for which the MPV for order entry is \$0.0001.

The Shares will conform to the initial and continued listing criteria under NYSE Arca Equities Rule 8.200. The Exchange represents that, for initial and/or continued listing, the Fund will be in compliance with Rule 10A-3¹⁸ under the Act, as provided by NYSE Arca Equities Rule 5.3. A minimum of 100,000 Shares for the Fund will be outstanding at the commencement of trading on the Exchange.

The trading of the Shares will be subject to NYSE Arca Equities Rule 8.200, Commentary .02(e), which sets forth certain restrictions on Equity Trading Permit ("ETP") Holders acting as registered Market Makers in TIRs to facilitate surveillance. See "Surveillance" below for more information.

With respect to trading halts, the Exchange may consider all relevant factors in exercising its discretion to halt or suspend trading in the Shares. Trading may be halted because of market conditions or for reasons that, in the view of the Exchange, make trading in the Shares inadvisable. These may include: (1) the extent to which trading is not occurring in the underlying Treasury Instruments, (2) if the creation or redemption of Shares is suspended for a period that, in the judgment of the Exchange, may detrimentally impact Exchange trading of the Shares, or (3) whether other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present. In addition, trading in Shares will be subject to trading halts caused by

¹⁸ 17 CFR 240.10A-3.

extraordinary market volatility pursuant to the Exchange's "circuit breaker" rule¹⁹ or by the halt or suspension of trading of the underlying Treasury Instruments.

The Exchange represents that the Exchange may halt trading during the day in which an interruption to the dissemination of the IIV, the Benchmark Portfolio or the value of the underlying Treasury Instruments occurs. If an interruption to the dissemination of the IIV, the Benchmark Portfolio or the value of the underlying Treasury Instruments 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 NAV with respect to the Shares is not disseminated to all market participants at the same time, it will halt trading in the Shares until such time as the NAV is available to all market participants.

Surveillance

The Exchange represents that trading in the Shares will be subject to the existing trading surveillances, administered by the Financial Industry Regulatory Authority ("FINRA") on behalf of the Exchange, which are designed to detect violations of Exchange rules and applicable federal securities laws.²⁰ The Exchange represents that these procedures are adequate to properly monitor Exchange trading of the Shares in all trading sessions and to deter and detect violations of Exchange rules and federal securities laws applicable to trading on the Exchange.

The surveillances referred to above generally focus on detecting securities

¹⁹ See NYSE Arca Equities Rule 7.12.

²⁰ FINRA surveils trading on the Exchange pursuant to a regulatory services agreement. The Exchange is responsible for FINRA's performance under this regulatory services agreement.

trading outside their normal patterns, which could be indicative of manipulative or other violative activity. When such situations are detected, surveillance analysis follows and investigations are opened, where appropriate, to review the behavior of all relevant parties for all relevant trading violations.

FINRA, on behalf of the Exchange, will communicate as needed regarding trading in the Shares and underlying Treasury Instruments with other markets and entities that are members of the Intermarket Surveillance Group (“ISG”), and FINRA, on behalf of the Exchange, may obtain trading information regarding trading in the Shares and underlying Treasury Instruments from such markets and other entities. In addition, the Exchange may obtain information regarding trading in the Shares and underlying Treasury Instruments from markets and other entities that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement.²¹ FINRA, on behalf of the Exchange, is able to access, as needed, trade information for certain fixed income securities held by the Fund reported to FINRA’s Trade Reporting and Compliance Engine (“TRACE”).

For components traded on exchanges, not more than 10% of the components traded on exchanges shall consist of components whose principal trading market is not a member of ISG or is a market with which the Exchange does not have a comprehensive surveillance sharing agreement.

In addition, the Exchange also has a general policy prohibiting the distribution of material, non-public information by its employees.

²¹ For a list of the current members of ISG, see www.isgportal.org. The Exchange notes that not all instruments traded by the Fund may trade on markets that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement.

Information Bulletin

Prior to the commencement of trading, the Exchange will inform its ETP Holders in an Information Bulletin (“Bulletin”) of the special characteristics and risks associated with trading the Shares. Specifically, the Bulletin will discuss the following: (1) the procedures for purchases and redemptions of Shares in Creation Basket aggregations (and that Shares are not individually redeemable); (2) NYSE Arca Equities Rule 9.2(a), which imposes a duty of due diligence on its ETP Holders to learn the essential facts relating to every customer prior to trading the Shares; (3) the risks involved in trading the Shares during the Opening and Late Trading Sessions when an updated IIV will not be calculated or publicly disseminated; (4) how information regarding the IIV is disseminated; (5) the requirement that ETP Holders deliver a prospectus to investors purchasing newly issued Shares prior to or concurrently with the confirmation of a transaction; and (6) trading information.

In addition, the Bulletin will reference that the Fund is subject to various fees and expenses described in the Registration Statement. The Bulletin will discuss any exemptive, no-action, and interpretive relief granted by the Commission from any rules under the Act. The Bulletin will also disclose that the NAV for the Shares will be calculated after 4:00 p.m. E.T. each trading day.

The Information Circular will disclose that information about the Shares of the Fund will be publicly available on the Fund’s website.

2. Statutory Basis

The basis under the Act for this proposed rule change is the requirement under

Section 6(b)(5)²² that an exchange have rules that are 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, in general, to protect investors and the public interest.

The Exchange believes that the proposed rule change is designed to prevent fraudulent and manipulative acts and practices in that the Shares will be listed and traded on the Exchange pursuant to the initial and continued listing criteria in NYSE Arca Equities Rule 8.200 and Commentary .02 thereto. The Fund will seek to achieve its investment objective by tracking the performance of the Benchmark Portfolio. The Fund will invest in the Treasury Instruments in the same weighting as the Benchmark Portfolio. The Sponsor represents that the Fund will invest in Treasury Instruments in a manner consistent with the Fund's investment objective and will not use futures contracts or options to obtain leveraged investment results. The Sponsor is not broker-dealer or affiliated with a broker-dealer. The Sponsor represents that it will implement and maintain procedures designed to prevent the use and dissemination of material non-public information. Sit, which maintains the Benchmark Portfolio, is not affiliated with the Sponsor and is not a broker-dealer or affiliated with a broker-dealer.

The Exchange has in place surveillance procedures that are adequate to properly monitor trading in the Shares in all trading sessions and to deter and detect violations of Exchange rules and applicable federal securities laws. FINRA, on behalf of the Exchange, will communicate as needed regarding trading in the Shares and underlying Treasury Instruments with other markets and other entities that are members of the ISG,

²² 15 U.S.C. 78f(b)(5).

and FINRA, on behalf of the Exchange, may obtain trading information regarding trading in the Shares and underlying Treasury Instruments from such markets and other entities. In addition, the Exchange may obtain information regarding trading in the Shares and underlying Treasury Instruments from markets and other entities that are members of ISG or with which the Exchange has in place a comprehensive surveillance sharing agreement. FINRA, on behalf of the Exchange, is able to access, as needed, trade information for certain fixed income securities held by the Fund reported to TRACE. For components traded on exchanges, not more than 10% of the components traded on exchanges shall consist of components whose principal trading market is not a member of ISG or is a market with which the Exchange does not have a comprehensive surveillance sharing agreement. The NAV for the Shares will be disseminated to all market participants at the same time. The Exchange will also make available on its website daily trading volume of the Shares and the closing prices of such Shares. The intra-day closing prices and settlement prices of the Treasury Instruments are or will be readily available from the websites of the Futures Exchanges on which Treasury Instruments are traded. The Futures Exchanges trading Treasury Instruments also provide delayed futures information on current and past trading sessions and market news free of charge on their respective websites.

In addition, quotation information from brokers and dealers or major market data vendors will be available for U.S. Treasuries or other high credit quality, short-term fixed-income or similar securities (such as shares of money market funds).

Quotation and last-sale information regarding the Shares will be disseminated through the facilities of the CTA. In addition, the Fund's

website, www.risingratefund.com, will display the applicable end of day closing NAV.

The daily closing Benchmark Portfolio level and the percentage change in the daily closing level for the Benchmark Portfolio will be publicly available from one or more major market data vendors. The intraday value of the Benchmark Portfolio, updated every 15 seconds, will also be available on a major market data vendor. Pricing information regarding the Treasury Instruments will also be available from the Futures Exchanges websites. Similar information regarding the Treasury securities underlying the Treasury Instruments will be publicly available from various financial information service providers. Information relating to the weighting of Treasury Instruments and the Benchmark Portfolio methodology is also available on the website for Fund at www.risingratefund.com.

Trading may be halted because of market conditions or for reasons that, in the view of the Exchange, make trading in the Shares inadvisable. These may include: (1) the extent to which trading is not occurring in the underlying Treasury Instruments, (2) if the creation or redemption of Shares is suspended for a period that, in the judgment of the Exchange, may detrimentally impact Exchange trading of the Shares, or (3) whether other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present. Trading in Shares will be subject to trading halts caused by extraordinary market volatility pursuant to the Exchange's "circuit breaker" rule or by the halt or suspension of trading of the Treasury Instruments. The Exchange represents that the Exchange may halt trading during the day in which an interruption to the dissemination of the IIV, the Benchmark Portfolio or the value of the underlying Treasury Instruments occurs. If an interruption to the dissemination of the IIV, the

Benchmark Portfolio or the value of the underlying Treasury Instruments 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 NAV with respect to the Shares is not disseminated to all market participants at the same time, it will halt trading in the Shares until such time as the NAV is available to all market participants.

The proposed rule change is designed to promote just and equitable principles of trade and to protect investors and the public interest in that a large amount of information is publicly available regarding the Shares, thereby promoting market transparency. The Fund's NAV will be disseminated to all market participants at the same time. The IIV will be disseminated at least every 15 seconds during the Core Trading Session. Trading in the Shares will be halted if the circuit breaker parameters in NYSE Arca Equities Rule 7.12 have been reached or because of market conditions or for reasons that, in the view of the Exchange, make trading in the Shares inadvisable. Moreover, prior to the commencement of trading, the Exchange will inform its ETP Holders in an Information Bulletin of the special characteristics and risks associated with trading the Shares.

The proposed rule change is designed to perfect the mechanism of a free and open market and, in general, to protect investors and the public interest in that it will facilitate the listing and trading of an additional type of trust issued receipts that will enhance competition among market participants, to the benefit of investors and the marketplace. As noted above, FINRA, on the Exchange's behalf, has in place surveillance procedures relating to trading in the Shares and underlying Treasury Instruments and may obtain information via ISG from other exchanges that are members of ISG or with which the

Exchange has entered into a comprehensive surveillance sharing agreement. In addition, as noted above, investors will have ready access to information regarding the Fund's holdings, IIV, and quotation and last sale information for the Shares.

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 purpose of the Act. The Exchange notes that the proposed rule change will facilitate the listing and trading of an additional type of Trust Issued Receipts product that will principally hold fixed income securities and derivatives thereon, and that will enhance competition among market participants, to the benefit of investors and the marketplace.

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-NYSEARCA-2014-120 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-NYSEARCA-2014-120. 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 Section, 100 F Street, NE, Washington, DC 20549-1090. Copies of the filing will also be available for inspection and copying at the NYSE's principal office and on its Internet website at www.nyse.com. All comments received will be posted without change; the

Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-NYSEARCA-2014-120 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.²³

Kevin M. O'Neill
Deputy Secretary

²³ 17 CFR 200.30-3(a)(12).



Martha Redding
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November 7, 2014

VIA E-MAIL

Kevin M. O'Neill
Deputy Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-1090

Re: Securities Exchange Act Rel. No. 34-73464 (SR-NYSEArca-2014-120)

Dear Mr. O'Neill:

NYSE Arca, Inc. filed the attached Amendment No. 2 to the above-referenced filing on November 6, 2014.

Sincerely,

A handwritten signature in black ink, appearing to be "M. Redding", written over a faint, larger version of the signature.

Encl. (Amendment No. 2 to SR-NYSEArca-2014-120)