
READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM

Part I

Initial Listing Report

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:
   The NASDAQ Stock Market LLC (traded pursuant to unlisted trading privileges)

2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):
   Corporation

3. Class of New Derivative Securities Product:
   Index Linked Note

4. Name of Underlying Instrument:
   Nikkei 225 Index

5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:
   Broad-based

6. Ticker Symbol(s) of New Derivative Securities Product:
   NKP

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:
   Listed on: Tokyo

8. Settlement Methodology of New Derivative Securities Product:
   Regular way trades settle on T + 3 (cash settled)

9. Position Limits of New Derivative Securities Product (if applicable):
   N/A

Part II

Execution

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

Name of Official Responsible for Form:
Gary N. Sundick

Title:
Vice President, Listing Qualifications

Telephone Number:
301 978-5214

Manual Signature of Official Responsible for Form:

Date:
FEB 14 2007

Act
Securities Exchange Act of 1934

Section
19b-4

Rule
19b-4(e)

Public

Availability:
FEB 21 2007

SEC 2449 (6-01)