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SECURITIES AND EXCHANGE COMMISSION  
FEB 21 2007  
MARKET REGULATION

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

FORM 19b-4(e)

91-1076

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

READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM

Part I Initial Listing Report

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**



07046533

4. Name of Underlying Instrument:  
**S&P 500 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:  
**NPS**

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:  
**Listed on: NASDAQ, NYSE**

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

PROCESSED

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

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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:

*Gary N. Sundick*

Date:  
**FEB 14 2007**

|                      |                                 |
|----------------------|---------------------------------|
| Act                  | Securities Exchange Act of 1934 |
| Section              | 19b-4                           |
| Rule                 | 19b-4(e)                        |
| Public Availability: | FEB 21 2007                     |

END *mm*