

January 20, 2009

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SECURITIES AND EXCHANGE COMMISSION

JAN 22 2009

DIVISION OF MARKET REGULATION

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

FORM 19b-4(e)

OMB APPROVAL

OMB Number: 3235-0504  
Expires: July 31, 2004  
Estimated average burden  
hours per response: . . . . . 2.00

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:  
**NASDAQ OMX BX, Inc. (traded pursuant to unlisted trading privileges)**
- 2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):  
**Trust**
- 3. Class of New Derivative Securities Product:  
**Index Linked Note**
- 4. Name of Underlying Instrument:  
**Merrill Lynch & Co., Inc. Bear Market Strategic Accelerated Redemption Securities - S&P Retail Sector ETF**
- 5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:  
**Narrow-based**
- 6. Ticker Symbol(s) of New Derivative Securities Product:  
**BYG**
- 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)**
- 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:  
**John A. Zecca**

Title:  
**Chief Regulatory Officer**

Telephone Number:  
**+1 301 978-8498**

Manual Signature of Official Responsible for Form:

Date: **January 20, 2009**

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public	
Availability:	JAN 22 2009