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

FORM 19b-4(e)

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



- Name of Self-Regulatory Organization Listing New Derivative Securities Product:  
**The NASDAQ Stock Market LLC (traded pursuant to unlisted trading privileges)**
- Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):  
**Corporation**
- Class of New Derivative Securities Product:  
**Index Linked Note**
- Name of Underlying Instrument:  
**S&P 500 Index**
- If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:  
**Broad-based**
- Ticker Symbol(s) of New Derivative Securities Product:  
**MPD**
- Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:  
**Listed on: NASDAQ Stock Market LLC, NYSE**
- Position Limits of New Derivative Securities Product (if applicable):  
**Regular way trades settle on T + 3 (cash settled)**
- 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:  
**1-301-978-5214**

Manual Signature of Official Responsible for Form:

Date: **February 04, 2010**

SEC 2449 (6-01)	Act	Securities Exchange Act of 1934
	Section	19b-4
	Rule	19b-4(e)
	Public Availability:	FEB 17 2010