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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 FO

Part I **Initial Listing Report** 1. Name of Self-Regulatory Organization Listing New Derivative Securities Product: 10046384 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: 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: 7. 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) 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

Name of Official Responsible for Form:

Gary N. Sundick

Vice President, Listing Qualifications

Telephone Number:

1-301-978-5214

SEC 2449 (

Manual Signature of Official Responsible for Form:

Date: February 04, 2010

standards.

Act	Securities Exchange Act of 193
Section	19b-4
Rule	19b-4(e)
Public Availability:	FEB 1 7 2010