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

OCT 13 2010

**FORM 19b-4(e)**

DEPARTMENT OF JUSTICE  
DIVISION OF INVESTIGATION  
TRADING MARKETS

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**



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**Part I Initial Listing Report**

- Name of Self-Regulatory Organization Listing New Derivative Securities Product:  
**NASDAQ OMX PHLX, Inc. (traded pursuant to unlisted trading privileges)**
- Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):  
**Open End Management Investment Company**
- Class of New Derivative Securities Product:  
**Index Fund Shares**
- Name of Underlying Instrument:  
**Dow Jones U.S. Utilities Index**
- If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:  
**Narrow-based**
- Ticker Symbol(s) of New Derivative Securities Product:  
**UPW**
- Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:  
**Listed on: NYSE Amex, NASDAQ, NYSE**
- Settlement Methodology of New Derivative Securities Product:  
**Regular way trades settle on T + 3 (cash settled)**
- 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: <b>Colleen Steele</b>	<b>Act</b>	<b>Securities Exchange Act of 1934</b>
Title: <b>Assistant Corporate Secretary</b>	<b>Section</b>	<b>19b-4</b>
Telephone Number: <b>301-978-8736</b>	<b>Rule</b>	<b>19b-4(e)</b>
Manual Signature of Official Responsible for Form: <i>[Signature]</i>	<b>Public</b>	
Date: <b>October 8, 2010</b>	<b>Availability:</b>	<b>OCT 13 2010</b>