

Additions underlined.
Deletions [bracketed].

Rules of NYSE Chicago, Inc.

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RULE 1 DEFINITIONS

Rule 1.1. Definitions

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Exchange Traded Product and UTP Exchange Traded Product

(k) The term "Exchange Traded Product" means a security that meets the definition of "derivative securities product" in Rule 19b-4(e) under the Exchange Act and a "UTP Exchange Traded Product" means one of the following Exchange Traded Products that trades on the Exchange pursuant to unlisted trading privileges:

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- Managed Portfolio Shares, [and]
- Active Proxy Portfolio Shares listed pursuant to NYSE Arca, Inc. Rule 8.601-E, Tracking Fund Shares listed pursuant to Cboe BZX Exchange, Inc. Rule 14.11(m), and Proxy Portfolio Shares listed pursuant to Nasdaq Stock Market LLC Rule 5750[.], and
- Exchange-Traded Fund Shares listed pursuant to NYSE Arca, Inc. Rule 5.2-(j)(8), New York Stock Exchange LLC Rule 5.2(j)(8), or Cboe BZX Exchange, Inc. Rule 14.11(l) and Exchange Traded Fund Shares listed pursuant to Nasdaq Stock Market LLC Rule 5704.

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RULE 5 [TRADING ON AN UNLISTED TRADING PRIVILEGES BASIS]EXCHANGE TRADED PRODUCTS LISTING REQUIREMENTS

Rule 5.2

(a)-(i) Reserved

(j) Exchange Traded Products

(1) Reserved.

(2) Equity Linked Notes ("ELNs")

The Exchange may approve for listing and trading ELNs pursuant to Rule 19b-4(e) under the Securities and Exchange Act of 1934. The following listing requirements must be met on an initial and continued listing basis (except that the requirements in Rule 5.2(j)(2)(B)(i)(c)-(d) must only be met on an initial basis):

(A) Issuer Listing Standards.

The issuer of ELNs must be an entity that:

(i) has assets in excess of \$100 million and stockholders' equity of at least \$10 million;

(ii) has one of the following: (1) pre-tax income from continuing operations of at least \$750,000 in its last fiscal year, or in two of its last three fiscal years, (2) assets in excess of \$200 million and stockholders' equity of at least \$10 million; or (3) assets in excess of \$100 million and stockholders' equity of at least \$20 million; and

(iii) has a minimum tangible net worth in excess of \$250 million, and otherwise substantially exceeds the income requirements set forth above in paragraph (A)(ii)(1). In the alternative, the issuer must: (1) have a minimum tangible net worth of \$150 million and to otherwise substantially exceed the income requirements set forth in paragraph (A)(ii)(1), and (2) not have issued such securities where the original issue price of all the issuer's other ELN offerings (combined with ELN offerings of the issuer's affiliates) listed on a national securities exchange exceeds 25% of the issuer's net worth.

(B)

ELN Listing Standards.

(i) The issue must have:

(a) a minimum public distribution of one million ELNs (provided, however, that if the ELN is traded in \$1,000 denominations, there is no minimum public distribution);

(b) a minimum of 400 public holders of the ELNs (provided, however, that if the ELN is traded in \$1,000 denominations, or if the ELNs are redeemable at the option of the holders thereof on at least a weekly basis, there is no minimum number of holders);

(c) a minimum market value of \$4 million; and

(d) a minimum term of one year.

(C) Minimum Standards Applicable to the Linked Securities.

(i) Each underlying security must have:

(a) a market capitalization of at least \$3 billion and trading volume in the United States of at least 2.5 million shares in the one-year period preceding the listing of the ELNs; or

(b) a market capitalization of at least \$1.5 billion and trading volume in the United States of at least 10 million shares in the one-year period preceding the listing of the ELNs; or

(c) a market capitalization of at least \$500 million and trading volume in the United States of at least 15 million shares in the one-year period preceding the listing of the ELNs.

(ii) Each issuer of an underlying security to which the ELN is to be linked will be either a Securities Exchange Act of 1934 reporting company or an Investment Company Act of 1940 registered investment company. In either case, any underlying security to which the ELN is to be linked will be listed on a national securities exchange. In addition, if any underlying security to which the ELN is to be linked is the stock of a non-U.S. company which is traded in the U.S. market as sponsored American Depositary Shares ("ADS"), ordinary shares or otherwise, then for each such security, one of the following conditions must be met:

(1) the Exchange has a comprehensive surveillance sharing agreement in place with the primary exchange on which each non-U.S. security is traded (in the case of an ADS, the primary exchange on which the security underlying the ADS is traded);

(2) the combined trading volume of each non-U.S. security (a security issued by a non-U.S. company) and other related non-U.S. securities occurring in the U.S. market or in markets with which the Exchange has in place a comprehensive surveillance sharing agreement represents (on a share equivalent basis for any ADSs) at least 50% of the combined world-wide trading volume in each non-U.S. security, other related non-U.S. securities, and other classes of shares related to each non-U.S. security over the six month period preceding the date of listing; or

(3)

(A) the combined trading volume of each non-U.S. security and other related non-U.S. securities occurring in the U.S. market represents (on a share equivalent basis) at least 20% of the combined world-wide trading volume in each non-U.S. security and in other related non-U.S. securities over the six-month period preceding the date of selection of the non-U.S. security for an ELN listing; (B) the average daily trading volume for each non-U.S. security in the U.S. markets over the six-month period preceding the date of selection of each non-U.S. security for an ELN listing is 100,000 or more shares; and (C) the trading volume for each non-U.S. security in the U.S. market is at least 60,000 shares per day for a majority of the trading days for the six-month period preceding the date of selection of the non-U.S. security for an ELN listing.

(iii) If any underlying security to which the ELN is to be linked is the stock of a non-U.S. company that is traded in the U.S. market as a sponsored ADS, ordinary shares or otherwise, then the minimum number of holders of the underlying security will be 2,000.

(D)

Limits on the Number of ELNs Linked to a Particular Security.

(i)

The issuance of ELNs relating to any underlying U.S. security may not exceed five percent of the total outstanding shares of such underlying security. In addition, the issuance of ELNs relating to any underlying non-U.S. security represented by ADSs, shares, or otherwise, may not exceed:

(a) two percent of the total shares outstanding worldwide if at least 20 percent of the worldwide trading volume in each non-U.S. security and related non-U.S. security occurs in the U.S. market during the six-month period preceding the date of listing; or

(b) three percent of the total shares outstanding worldwide if at least 50 percent of the worldwide trading volume in each non-U.S. security and related non-U.S. security occurs in the U.S. market during the six-month period preceding the date of listing; and

(c) five percent of the total shares outstanding worldwide if at least 70 percent of the worldwide trading volume in each non-U.S. security and related non-U.S. security occurs in the U.S. market during the six-month period preceding the date of listing.

If any non-U.S. security and related securities has less than 20% of the worldwide trading volume occurring in the U.S. market during the six month period preceding the date of listing, then the ELN may not be linked to that non-U.S. security.

If an issuer proposes to list ELNs that relate to more than the allowable percentages specified above, then the Exchange, with the concurrence of the staff of the Division of Trading and Markets of the Securities and Exchange Commission, will evaluate the maximum percentage of ELNs that may be issued on a case-by-case basis.

(E) Prior to the commencement of trading of particular ELNs listing pursuant to this Rule, the Exchange will evaluate the nature and complexity of the issue and, if appropriate, distribute a circular to the Participant providing guidance regarding compliance responsibilities (including suitability recommendations and account approval) when handling transactions in ELNs.

(F) ELNs will be treated as equity instruments.

(G) The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of ELNs that do not otherwise meet the standards set forth in this Rule 5.2(j)(2). All statements or representations contained in such rule filing regarding (a) the underlying linked-stock or portfolio, (b) limitations on the underlying linked-stock or portfolio, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If a series of ELNs does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Article 22, Rule 4.

(3) Investment Company Units

The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, units of trading ("Units") that meet the criteria of this Rule. A Unit is a security that represents an interest in a registered investment company ("Investment Company") that could be organized as a unit investment trust, an open-end management investment company, or a similar entity. The term "US Component Stock" will mean an equity security that is registered under Sections 12(b) or 12(g) of the Securities Exchange Act of 1934 or an American Depositary Receipt, the underlying equity security of which is registered under Sections 12(b) or 12(g) of the Securities Exchange Act of 1934. The term "Non-US Component Stock" will mean an equity security that is not registered under Sections 12(b) or 12(g) of the Securities Exchange Act of 1934 and that is issued by an entity that (a) is not organized, domiciled or incorporated in the United States, and (b) is an operating company (including Real Estate Investment Trusts (REITS) and income trusts, but excluding investment trusts, unit trusts, mutual funds, and derivatives).

The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Units that do not otherwise meet the standards set forth below. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If a series of Units does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Article 22, Rule 4.

(A) Unit Listing Standards

(i) The Investment Company must:

(a) hold securities (including fixed income securities) comprising, or otherwise based on or representing an interest in, an index or portfolio or securities; or

(b) hold securities in another registered investment company that holds securities as described in (a) above.

An index or portfolio may be revised as necessary or appropriate to maintain the quality and character of the index or portfolio.

(ii) The Investment Company must issue Units in a specified aggregate number in return for a deposit (the "Deposit") consisting of either:

(a) a specified number of shares of securities (and, if applicable, a specified portfolio of fixed income securities) that comprise the index or portfolio, or are otherwise based on or represent an investment in securities comprising such index or portfolio, and/or a cash amount; or

(b) shares of a registered investment company, as described in subsection (A)(i)(a) above, and/or a cash amount.

(iii) Units must be redeemable, directly or indirectly, from the Investment Company for securities (including fixed income securities) and/or cash then comprising the Deposit. Units must pay holders periodic cash payments corresponding to the regular cash dividends or distributions declared with respect to the securities held by the Investment Company, less applicable expenses and charges.

(iv) The minimum number of Units required to be outstanding at the commencement of trading is set forth in Commentary .01 paragraph (d) of this Rule.

(v) The Exchange will obtain a representation from the issuer of each series of Units that the net asset value per share for the series will be calculated daily and will be made available to all market participants at the same time.

(B) *Underlying Indices and Portfolios.* The Exchange may list and trade specified series of Units, with each Series based on a specified index or portfolio of securities. The value of the index or portfolio must be calculated and disseminated to the public at least once per business day; provided that, if the securities representing at least half the value of the index or portfolio are securities of a single country other than the United States, then the value of the index or portfolio may be calculated and disseminated to the public at least once per business day in that country.

(C) *Form of Certificates.* Units may be either certified or issued in the form of a single global certificate.

(D) *Limitation of Liability of the Exchange.* Neither the Exchange, the Reporting Authority nor any agent of the Exchange will have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any current index or portfolio value the current value of the portfolio of securities required to be deposited to the open-end management investment company; the amount of any dividend equivalent payment or cash distribution to holders of Units; net asset value; or other information relating to the creation, redemption or trading of Units, resulting from any negligent act or omission by the Exchange, or the Reporting Authority, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, or the Reporting Authority, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reporting of transactions in one or more underlying securities. The Exchange makes no warranty, express or implied, as to results to be obtained by any person or entity from the use of Units or any underlying index or data included therein and the Exchange makes no express or implied warranties, and disclaims all warranties of merchantability or fitness for a particular purpose with respect to Units or any underlying index or data included therein. This limitation of liability will be in addition to any other limitation contained in the Exchange's Bylaws and Rules.

Commentary:

.01 Equity. The Exchange may approve a series of Units for listing and trading pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934. Units listed pursuant to Rule 19b-4(e) will satisfy the criteria set forth in (a)(A), (B) or (C) and (b), (c) and (f) through (h) below on an initial and continued listing basis, provided further, that the Exchange may not so approve a series of Units that are issued by an open-end management investment company that seeks to provide investment results, before fees and expenses, in an amount that exceeds -300% of the percentage performance on a given day of a particular domestic equity, international or global equity securities index.

(a) Eligibility Criteria for Index Components.

(A) US index or portfolio. Components of an index or portfolio of (a) only US Component Stocks or (b) US Component Stocks and cash underlying a series of Units listed pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 will meet the following criteria on an initial and continued listing basis:

- (1) Component stocks (excluding Units and securities defined in Section 2 of Rule 8, collectively, "Exchange Traded Products") that in the aggregate account for at least 90% of the weight of the US Component Stocks portion of the index or portfolio (excluding such Exchange Traded Products) each will have a minimum market value of at least \$75 million;
- (2) Component stocks (excluding Exchange Traded Products) that in the aggregate account for at least 70% of the US Component Stocks portion of the weight of the index or portfolio (excluding such Exchange Traded Products) each will have a minimum monthly trading volume of 250,000 shares, or minimum notional volume traded per month of \$25,000,000, averaged over the last six months;
- (3) The most heavily weighted component stock (excluding Exchange Traded Products) will not exceed 30% of the US Component Stocks portion of the weight of the index or portfolio, and, to the extent applicable, the five most heavily weighted component stocks (excluding Exchange Traded Products) will not exceed 65% of the US Component Stocks portion of the weight of the index or portfolio;
- (4) The index or portfolio will include a minimum of 13 component stocks; provided, however, that there will be no minimum number of component stocks if (a) one or more series of Units or Portfolio Depositary Receipts (as defined in Section 2 of Rule 8) constitute, at least in part, components underlying a series of Units, or (b) one or more series of Exchange Traded Products account for 100% of

the US Component Stocks portion of the weight of the index or portfolio; and

- (5) All securities in the index or portfolio will be US Component Stocks listed on a national securities exchange and will be NMS Stocks as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934.

(B) International or global index or portfolio. Components of an index or portfolio underlying a series of Units listed pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 that consist of (a) only Non-US Component Stocks, (b) Non-US Component Stocks and cash, (c) both US Component Stocks and Non-US Component Stocks, or (d) US Component Stocks, Non-US Component Stocks and cash will meet the following criteria on an initial and continued listing basis:

- (1) Component stocks (excluding Exchange Traded Products) that in the aggregate account for at least 90% of the weight of the combined US and Non-US Component Stocks portions of the index or portfolio (excluding such Exchange Traded Products) each will have a minimum market value of at least \$100 million;
- (2) Component stocks (excluding Exchange Traded Products) that in the aggregate account for at least 70% of the combined US and Non-US Component Stocks portions of the weight of the index or portfolio (excluding such Exchange Traded Products) each will have a minimum global monthly trading volume of 250,000 shares, or minimum global notional volume traded per month of \$25,000,000, averaged over the last six months;
- (3) The most heavily weighted component stock (excluding Exchange Traded Products) will not exceed 25% of the combined US and Non-US Component Stocks portions of the weight of the index or portfolio, and, to the extent applicable, the five most heavily weighted component stocks (excluding Exchange Traded Products) will not exceed 60% of the combined US and Non-US Component Stocks portions of the weight of the index or portfolio;
- (4) The index or portfolio will include a minimum of 20 component stocks; provided, however, that there will be no minimum number of component stocks if (a) one or more series of Units or Portfolio Depositary Receipts constitute, at least in part, components underlying a series of Units, or (b) one or more series of Exchange Traded Products account for 100% of the weight of the combined US and Non-US Component Stocks portions of the index or portfolio; and

(5) Each US Component Stock will be listed on a national securities exchange and will be an NMS Stock as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934, and each Non-US Component Stock will be listed and traded on an exchange that has last-sale reporting.

(C) Index or portfolio approved in connection with options or other derivative securities. For the initial and continued listing of a series of Units pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934, the index or portfolio underlying the series of Units will have been reviewed and approved for trading of options, Portfolio Depositary Receipts, Units, Index-Linked Exchangeable Notes or Index-Linked Securities by the Securities and Exchange Commission under Section 19(b) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Securities and Exchange Commission's approval order, including comprehensive surveillance sharing agreements with respect to Non-US Component Stocks and the requirements regarding dissemination of information, must continue to be satisfied. On an initial and continued listing basis, each component stock of the index or portfolio will be either (i) a US Component Stock that is listed on a national securities exchange and is an NMS Stock as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934, or (ii) a Non-US Component Stock that is listed and traded on an exchange that has last-sale reporting.

(b) *Index Methodology and Calculation.*

- (1) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor will erect and maintain a "firewall" around the personnel who have access to information concerning changes and adjustments to the index and the index will be calculated by a third party who is not a broker-dealer or fund advisor. In addition, any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index or portfolio composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index; and
- (2) The current index value for Units listed pursuant to (a) Commentary .01(a)(A) above will be widely disseminated by one or more major market data vendors at least every 15 seconds during the Core Trading Session (as defined in Rule 7.34); (b) Commentary .01(a)(B) above will be widely disseminated by one or more major market data vendors at least every 60 seconds during the Core Trading Session; or (c) Commentary .01(a)(C) above will be widely disseminated during the Exchange's Core Trading Session by one or more major market data vendors at least every 15 seconds with respect to indexes containing only US Component Stocks and at least every 60 seconds with respect to indexes containing Non-US

Component Stocks. If the official index value does not change during some or all of the period when trading is occurring on the Exchange (for example, for indexes of Non-US Component Stocks because of time zone differences or holidays in the countries where such indexes' component stocks trade), then the last calculated official index value must remain available throughout the Exchange's Core Trading Hours.

- (c) *Disseminated Information.* One or more major market data vendors will disseminate for each series of Units listed or traded on the Exchange an estimate, updated at least every 15 seconds during the Core Trading Session, of the value in U.S. dollars of a share of each series (the "Intraday Indicative Value"). The "Intraday Indicative Value" may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value. The Intraday Indicative Value will be updated at least every 15 seconds during the Core Trading Session to reflect changes in the exchange rate between the U.S. dollar and the currency in which any component stock is denominated. If the Intraday Indicative Value does not change during some or all of the period when trading is occurring on the Exchange, then the last official calculated Intraday Indicative Value must remain available throughout the Exchange's Core Trading Hours.
- (d) *Initial Shares Outstanding.* A minimum of 100,000 shares of a series of Units is required to be outstanding at commencement of trading.
- (e) *Hours of Trading.* The hours of trading for series of Units are Core Trading Hours.
- (f) *Surveillance Procedures.* The Exchange will implement written surveillance procedures for Units.
- (g) *Disclosures.* The provisions of this subparagraph apply only to series of Units that are the subject of an order by the Securities and Exchange Commission exempting such series from certain prospectus delivery requirements under Section 24(d) of the Investment Company Act of 1940 and are not otherwise subject to prospectus delivery requirements under the Securities Act of 1933. The Exchange will inform Participants regarding application of these provisions of this subparagraph to a particular series of Units by means of an information circular prior to commencement of trading in such series.

The Exchange requires that Participants provide to all purchasers of a series of Units a written description of the terms and characteristics of those securities, in a form approved by the Exchange or prepared by the open-end management investment company issuing such securities, not later than the time a confirmation of the first transaction in such series is delivered to such purchaser. In addition, Participants will include such a written description with any sales material relating to a series of Units that is provided to customers or the public. Any other written materials provided by a Participant to customers or the public making

specific reference to a series of Units as an investment vehicle must include a statement in substantially the following form: "A circular describing the terms and characteristics of (the series of Units) has been prepared by the (open-end management investment company name) and is available from your broker. It is recommended that you obtain and review such circular before purchasing (the series of Units)."

A Participant carrying an omnibus account for a non-Participant is required to inform such non-Participant that execution of an order to purchase a series of Units for such omnibus account will be deemed to constitute agreement by the non-Participant to make such written description available to its customers on the same terms as are directly applicable to Participants under this rule.

Upon request of a customer, a Participant will also provide a prospectus for the particular series of Units.

- (h) Creation and Redemption. For Units listed pursuant to Commentary .01(a)(B) or (C) above, the statutory prospectus or the application for exemption from provisions of the Investment Company Act of 1940 for the series of Units must state that the series of Units must comply with the federal securities laws in accepting securities for deposits and satisfying redemptions with redemption securities, including that the securities accepted for deposits and the securities used to satisfy redemption requests are sold in transactions that would be exempt from registration under the Securities Act of 1933.

.02 Fixed Income. Fixed Income Securities are debt securities that are notes, bonds, debentures or evidence of indebtedness that include, but are not limited to, U.S. Department of Treasury securities ("Treasury Securities"), government-sponsored entity securities ("GSE Securities"), municipal securities, trust preferred securities, supranational debt and debt of a foreign country or a subdivision thereof. The Exchange may approve a series of Units based on Fixed Income Securities for listing and pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided such portfolio or index (i) has been reviewed and approved for the trading of options, Units, Portfolio Depositary Receipts, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order, continue to be satisfied or (ii) satisfy the following criteria, and provided further, that the Exchange may not so approve a series of Units that are issued by an open-end management investment company that seeks to provide investment results, before fees and expenses, in an amount that exceeds -300% of the percentage performance on a given day of a particular Fixed Income Securities index. Units listed pursuant to Rule 19b-4(e) shall satisfy the criteria set forth in (a) through (c), (f) and (g) below on an initial and continued listing basis.

- (a) Eligibility Criteria for Index Components. Components of an index or portfolio underlying a series of Units listed pursuant to Rule 19b-4(e) under the Securities

Exchange Act of 1934 will meet the following criteria on an initial and continued listing basis:

- (1) The index or portfolio must consist of (a) only Fixed Income Securities or (b) Fixed Income Securities and cash;
- (2) Fixed Income Security components that in aggregate account for at least 75% of the Fixed Income Securities portion of the weight of the index or portfolio each will have a minimum original principal amount outstanding of \$100 million or more;
- (3) A component may be a convertible security, however, once the convertible security component converts to the underlying equity security, the component is removed from the index or portfolio;
- (4) No component fixed-income security (excluding Treasury Securities and GSE Securities) will represent more than 30% of the Fixed Income Securities portion of the weight of the index or portfolio, and the five most heavily weighted component fixed-income securities in the index or portfolio will not in the aggregate account for more than 65% of the Fixed Income Securities portion of the weight of the index or portfolio;
- (5) An underlying index or portfolio (excluding one consisting entirely of exempted securities) must include a minimum of 13 non-affiliated issuers; and
- (6) Component securities that in aggregate account for at least 90% of the Fixed Income Securities portion of the weight of the index or portfolio must be either a) from issuers that are required to file reports pursuant to Sections 13 and 15(d) of the Securities Exchange Act of 1934; b) from issuers that have a worldwide market value of its outstanding common equity held by non-affiliates of \$700 million or more; c) from issuers that have outstanding securities that are notes, bonds debentures, or evidence of indebtedness having a total remaining principal amount of at least \$1 billion; d) exempted securities as defined in Section 3(a)(12) of the Securities Exchange Act of 1934; or e) from issuers that are a government of a foreign country or a political subdivision of a foreign country.

(b) Index Methodology and Calculation.

- (i) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor will erect and maintain a "firewall" around the personnel who have access to information concerning changes and adjustments to the index;
- (ii) The current index value for Units listed pursuant to Commentary .02(a) above will be widely disseminated by one or more major market data vendors at least once per day and if the index value does not change

during some or all of the period when trading is occurring on the Exchange, the last official calculated index value must remain available throughout Core Trading Hours; and

- (iii) Any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index.
- (c) *Disseminated Information.* One or more major market data vendors will disseminate for each series of Units listed pursuant to Commentary .02(a) above an estimate, updated at least every 15 seconds during Core Trading Session, of the value of a share of each series (the "Intraday Indicative Value"). The Intraday Indicative Value may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value. The Intraday Indicative Value may be calculated by the Exchange or by an independent third party throughout the day using prices obtained from independent market data providers or other independent pricing sources such as a broker-dealer or price evaluation services. If the Intraday Indicative Value does not change during some or all of the period when trading is occurring on the Exchange, then the last official calculated Intraday Indicative Value must remain available throughout Core Trading Hours.
- (d) *Initial Shares Outstanding.* The provisions of Commentary .01(d) above will apply to series of Units listed pursuant to Commentary .02(a) above.
- (e) *Hours of Trading.* The provisions of Commentary .01(e) above will apply to series of Units listed pursuant to Commentary .02(a) above.
- (f) *Surveillance Procedures.* The provisions of Commentary .01(f) above will apply to series of Units based on Fixed Income Securities that are listed and/or traded pursuant to UTP.
- (g) *Disclosures.* The provisions of Commentary .01(g) above will apply to series of Units based on Fixed Income Securities.

.02A Municipal Securities. The Exchange may approve a series of Units based on a portfolio or index of Municipal Securities (as defined in Section 3(a)(29) of the Securities Exchange Act of 1934) that does not meet the requirements of Commentary .02 of this Rule 5.2(j)(3) for listing and pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided such portfolio or index (i) has been reviewed and approved for the trading of options, Units, Portfolio Depository Receipts, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order, continue to be satisfied or (ii) satisfy the following criteria. Units listed pursuant to Rule 19b-4(e) shall satisfy the criteria set forth in (a) through (c).

(f) and (g) below on an initial and continued listing basis. The Exchange may not so approve a series of Units that are issued by an open-end management investment company that seeks to provide investment results, before fees and expenses, in an amount that exceeds -300% of the percentage performance on a given day of a particular Municipal Securities index.

(a) *Eligibility Criteria for Index Components.* Components of an index or portfolio underlying a series of Units listed pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 shall meet the following criteria on an initial and continued listing basis:

- (1) The index or portfolio must consist of (a) only Municipal Securities (as defined in Section 3(a)(29) of the Securities Exchange Act of 1934) or (b) Municipal Securities and cash;
- (2) Municipal Security components that in aggregate account for at least 90% of the Municipal Securities portion of the weight of the index or portfolio each shall have a minimum original principal amount outstanding of at least \$5 million and have been issued as part of a transaction of at least \$20 million;
- (3) No component Municipal Security shall represent more than 10% of the Municipal Securities portion of the weight of the index or portfolio, and the five most heavily weighted component Municipal Securities in the index or portfolio shall not in the aggregate account for more than 30% of the Municipal Securities portion of the weight of the index or portfolio;
- (4) An underlying index or portfolio must include a minimum of 13 unique issuers; and
- (5) An underlying index or portfolio must include a minimum of 500 component Municipal Securities.

(b) *Index Methodology and Calculation.*

- (i) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor shall erect and maintain a "firewall" around the personnel who have access to information concerning changes and adjustments to the index;
- (ii) The current index value for Units listed pursuant to Commentary .02A(a) above will be widely disseminated by one or more major market data vendors at least once per day and if the index value does not change during some or all of the period when trading is occurring on the Exchange, the last official calculated index value must remain available throughout Core Trading Hours; and

- (iii) Any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index.
- (c) Disseminated Information. One or more major market data vendors shall disseminate for each series of Units listed pursuant to Commentary .02A(a) above an estimate, updated at least every 15 seconds during the Core Trading Session, of the value of a share of each series (the "Intraday Indicative Value"). The Intraday Indicative Value may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value. The Intraday Indicative Value may be calculated by the Exchange or by an independent third party throughout the day using prices obtained from independent market data providers or other independent pricing sources such as a broker-dealer or price evaluation services. If the Intraday Indicative Value does not change during some or all of the period when trading is occurring on the Exchange, then the last official calculated Intraday Indicative Value must remain available throughout Core Trading Hours.
- (d) Initial Shares Outstanding. The provisions of Commentary .01(d) above shall apply to series of Units listed pursuant to Commentary .02A(a) above.
- (e) Hours of Trading. The provisions of Commentary .01(e) above shall apply to series of Units listed pursuant to Commentary .02A(a) above.
- (f) Surveillance Procedures. The provisions of Commentary .01(f) above shall apply to series of Units based on Municipal Securities that are listed and/or traded pursuant to UTP.
- (g) Disclosures. The provisions of Commentary .01(g) above will apply to series of Units based on Municipal Securities.

.03 The Exchange may approve a series of Units based on a combination of indexes or an index or portfolio of component securities representing the U.S. or domestic equity market, the international equity market, the fixed income market, or the municipal securities market for listing and trading pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided (i) such portfolio or combination of indexes have been reviewed and approved for the trading of options, Units, Portfolio Depository Receipts, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order continue to be satisfied or (ii) each index or portfolio of equity, fixed income, or municipal component securities separately meet either the criteria set forth in Commentary .01(a), .02(a), or .02A(a) above, as applicable, and provided further, that the Exchange may not so approve a series of Units that is issued by an open-end management investment company that seeks to

provide investment results, before fees and expenses, in an amount that exceeds -300% of the percentage performance on a given day of a particular domestic equity, international or global equity securities index, Municipal Securities or Fixed Income Securities index or a combination thereof. Units listed pursuant to Rule 19b-4(e) shall satisfy the criteria set forth in (a) below and in Commentary .01 (c) and (f) - (g) on an initial and continued listing basis.

(a) Index Methodology and Calculation

- (i) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor shall erect and maintain a "firewall" around the personnel who have access to information concerning changes and adjustments to the index;
- (ii) The current composite index value for Units listed pursuant to Commentary .01(a), .02(a), or .02A(a) above shall be widely disseminated by one or more major market data vendors at least once every 15 seconds during the Core Trading Session, provided however, that (a) with respect to the Non-US Component Stocks of the combination index, the impact on the index is only required to be updated at least every 60 seconds during the Core Trading Session, and (b) with respect to the fixed income and municipal security components of the combination index, the impact on the index is only required to be updated at least once each day; and
- (iii) Any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index.

(b) Other Applicable Provisions. The provisions of Commentary .01(c)-(h) shall also apply to series of Units based on a combination of indexes or an index or portfolio of component securities representing the U.S. or domestic equity market, the international equity market, the fixed income market, or the municipal securities market.

.04 The provisions of this Commentary apply only to series of Units that are issued by an open-end management investment company that (i) seeks to provide investment results, before fees and expenses, that correspond to a specific multiple of the percentage performance on a given day of a particular domestic equity, international or global equity securities index or Fixed Income Securities index or a combination thereof ("Multiple Fund Shares") or (ii) seeks to provide investment results, before fees and expenses, that correspond inversely up to -300% of the percentage performance on a given day of a particular domestic equity, international or global equity securities index or Fixed Income Securities index or a combination thereof ("Inverse Fund Shares"). For the initial and continued listing of Multiple Fund Shares and/or Inverse Fund Shares, the following requirements must be adhered to:

(a) Daily public Web site disclosure of portfolio holdings that will form the basis for the calculation of the net asset value by the issuer of a series of Multiple Fund Shares or Inverse Fund Shares, including, as applicable, the following instruments:

- (i) The identity and number of shares held of each specific equity security;
- (ii) The identity and amount held of each specific Fixed Income Security;
- (iii) The specific types of financial instruments, including, but not limited to, stock index futures contracts; options on futures contracts; options on securities and indices; equity caps, collars and floors; swap agreements; forward contracts; and repurchase agreements (the "Financial Instruments") and characteristics of such Financial Instruments; and
- (iv) Cash equivalents and the amount of cash held in the portfolio.

(b) If the Exchange becomes aware that the net asset value related to a Multiple Fund Share or Inverse Fund Share is not being disseminated to all market participants at the same time or the daily public Web site disclosure of portfolio holdings does not occur, the Exchange shall halt trading in such series of Multiple Fund Shares or Inverse Fund Shares, as appropriate. The Exchange may resume trading in such Fund Shares only when the net asset value is disseminated to all market participants at the same time or the daily public Web site disclosure of portfolio holdings occurs, as appropriate.

(4) Index-Linked Exchangeable Notes

Index-linked exchangeable notes which are exchangeable debt securities that are exchangeable at the option of the holder (subject to the requirement that the holder in most circumstances exchange a specified minimum amount of notes), on call by the issuer or at maturity for a cash amount (the "Cash Value Amount") based on the reported market prices of the Underlying Stocks of an Underlying Index will be considered for listing and trading by the Exchange pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934, provided:

(a) Both the issue and the issuer of such security initially meet and continuously maintain the criteria set forth in Article 22, Rule 13 (Tier 1 Listing Requirements for Other Securities), except that the minimum public distribution will be 150,000 notes with a minimum of 400 public note-holders, except, if traded in thousand dollar denominations no minimum public distribution and no minimum number of holders.

(b) The issue has a minimum term of one year.

(c) On an initial and continued listing basis, the issuer will be expected to have a minimum tangible net worth in excess of \$250,000,000, and to otherwise substantially exceed the earnings requirements set forth in Article 22, Rule 13. In the alternative, the issuer will be expected: (i) to have a minimum tangible net worth of \$150,000,000 and to

otherwise substantially exceed the earnings requirements set forth in Article 22, Rule 13; and (ii) not to have issued index-linked exchangeable notes where the original issue price of all the issuer's other index-linked exchangeable note offerings (combined with other index-linked exchangeable note offerings of the issuer's affiliates) listed on a national securities exchange or traded through the facilities of Nasdaq exceeds 25% of the issuer's net worth.

(d) The index to which an exchangeable-note is linked will either be (i) indices that have been created by a third party and been reviewed and have been approved for the trading of options or other derivatives securities (each, a "Third-Party Index") either by the Commission under Section 19(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and rules thereunder or by the Exchange under rules adopted pursuant to Rule 19b-4(e); or (ii) indices which the issuer has created and for which the Exchange will have obtained approval from either the Commission pursuant to Section 19(b) and rules thereunder or from the Exchange under rules adopted pursuant to Rule 19b-4(e) (each an "Issuer Index"). The Issuer Indices and their underlying securities must meet one of the following on an initial and continued listing basis:

(i) the procedures and criteria set forth in NYSE Arca Rule 5.13-O(b)-(c); or

(ii) the criteria set forth in subsections (C) and (D) of Rule 5.2(j)(2), the index concentration limits set forth in NYSE Arca Rule 5.13-O(b)(6), and NYSE Arca Rule 5.13-O(b)(12) insofar as it relates to NYSE Arca Rule 5.13-O(b)(6).

(e) Index-linked Exchangeable Notes will be treated as equity instruments.

(f) Continued Listing. The Exchange will maintain surveillance procedures for securities listed under this Rule 5.2(j)(4) and consider the suspension of trading in, and will initiate delisting proceedings under Article 22, Rule 4 of, a series of Index-Linked Exchangeable Notes, under any of the following circumstances:

(i) if, following the initial twelve month period following the initial issuance of a series of index-linked exchangeable notes and commencement of trading on the Exchange, the series has fewer than 50,000 notes issued and outstanding;

(ii) if, following the initial twelve month period following the initial issuance of a series of index-linked exchangeable notes and commencement of trading on the Exchange, the market value of all index-linked exchangeable notes of that series issued and outstanding is less than \$1,000,000;

(iii) if any of the continued listing requirements set forth in this Rule 5.2(j)(4) are not continuously maintained;

(iv) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act to permit the listing and trading of a series of Index-Linked Exchangeable Notes that do not otherwise meet the standards set forth in this Rule 5.2(j)(4) and any of the statements or representations regarding (a) the description of the index, (b) limitations

on the index, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(v) if such other event will occur or such other condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

(g) The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Index-Linked Exchangeable Notes that do not otherwise meet the standards set forth in this Rule 5.2(j)(4). All statements or representations contained in such rule filing regarding (a) the description of the index, (b) limitations on the index, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If a series of Index-Linked Exchangeable Notes does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Article 22, Rule 4.

(5) Equity Gold Shares

(A) The provisions of this Rule 5.2(j)(5) apply only to Equity Gold Shares, that represent units of fractional undivided beneficial interest in and ownership of the Equity Gold Trust. While Equity Gold Shares are not technically Investment Company Units and thus are not covered by Rule 5.2(j)(3), all other rules that reference "Investment Company Units" will also apply to Equity Gold Shares.

(B) Except to the extent that specific provisions in this rule govern, or unless the context otherwise requires, the provisions of all other Rules and policies will be applicable to the trading of Equity Gold Shares on the Exchange.

(C) The provisions set forth in Rule 8.201(g)-(i) will also apply to Equity Gold Shares.

(6) Equity Index-Linked Securities, Commodity-Linked Securities, Currency-Linked Securities, Fixed Income Index-Linked Securities, Futures-Linked Securities and Multifactor Index-Linked Securities

The Exchange will consider listing equity index-linked securities ("Equity Index-Linked Securities"), commodity-linked securities ("Commodity-Linked Securities"), currency-linked securities ("Currency-Linked Securities"), fixed income index-linked securities ("Fixed Income Index-Linked Securities"), futures-linked securities, ("Futures-Linked Securities") and multifactor index-linked securities ("Multifactor Index-Linked Securities" and, together with Equity Index-Linked Securities, Commodity-Linked Securities, Currency-Linked Securities, Fixed Income Index-Linked Securities and Futures-Linked Securities, "Index-Linked Securities") that in each case meet the applicable criteria of this Rule 5.2(j)(6).

The payment at maturity with respect to Equity Index-Linked Securities, Commodity-Linked Securities, Currency-Linked Securities, Fixed Income Index-Linked Securities,

Futures-Linked Securities and Multifactor Index-Linked Securities is based on the performance of:

- (i) in the case of Equity Index-Linked Securities, an underlying index or indexes of equity securities (an "Equity Reference Asset"), or
- (ii) in the case of Commodity-Linked Securities, one or more physical commodities or commodity futures, options or other commodity derivatives or Commodity-Based Trust Shares (as defined in Rule 8.201) or a basket or index of any of the foregoing (a "Commodity Reference Asset"), or
- (iii) in the case of Currency-Linked Securities, one or more currencies, or options or currency futures or other currency derivatives or Currency Trust Shares (as defined in Rule 8.202) or a basket or index of any of the foregoing (a "Currency Reference Asset", or
- (iv) in the case of Fixed Income Index-Linked Securities, one or more indexes or portfolios of notes, bonds, debentures or evidence of indebtedness that include, but are not limited to, U.S. Department of Treasury securities ("Treasury Securities"), government-sponsored entity securities ("GSE Securities"), municipal securities, trust preferred securities, supranational debt and debt of a foreign country or a subdivision thereof or a basket or index of any of the foregoing (a "Fixed Income Reference Asset"), or
- (v) in the case of Futures-Linked Securities, an index of (a) futures on Treasury Securities, GSE Securities, supranational debt and debt of a foreign country or a subdivision thereof, or options or other derivatives on any of the foregoing; (b) interest rate futures or options or derivatives on the foregoing in this subparagraph (b); (c) CBOE Volatility Index (VIX) Futures; or (d) EURO STOXX 50 Volatility Index (VSTOXX) Futures (a "Futures Reference Asset"), or
- (vi) in the case of Multifactor Index-Linked Securities, any combination of two or more Equity Reference Assets, Commodity Reference Assets, Currency Reference Assets, Fixed Income Reference Assets or Futures Reference Assets (a "Multifactor Reference Asset", and together with Equity Reference Asset, Commodity Reference Asset, Currency Reference Asset, Fixed Income Reference Asset and Futures Reference Asset, "Reference Assets"). A Multifactor Reference Asset may include as a component a notional investment in cash or a cash equivalent based on a widely accepted overnight loan interest rate, LIBOR, Prime Rate, or an implied interest rate based on observed market spot and foreign currency forward rates.

Index-Linked Securities may or may not provide for the repayment of the original principal investment amount. The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 ("Act") to permit the listing and trading of Index-Linked Securities that do not otherwise meet the standards set forth below. All statements or representations contained in such rule filing regarding (a) the description of

the reference asset, (b) limitations on reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If a series of Index-Linked Securities does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Article 22, Rule 4.

The Exchange will consider for listing and trading pursuant to Rule 19b-4(e) under the Act, Index-Linked Securities provided the following criteria are met:

(A) Requirements Common to All Index-Linked Securities

- (a) Both the issue and the issuer of such security initially meet and continuously maintain the criteria set forth in Article 22, Rule 13 except that: (i) if the Index-Linked Securities are redeemable at the option of the holders thereof on at least a weekly basis, then no minimum number of publicly held trading units, and (ii) a minimum principal amount/market value outstanding of at least \$4 million, and (iii) if the Index-Linked Securities are traded in thousand dollar denominations or are redeemable at the option of the holders thereof on at least a weekly basis, then no minimum number of holders.
- (b) The issue has a minimum term of one (1) year but not greater than thirty (30) years.
- (c) The issue must, on an initial and continued listing basis, be the non-convertible debt of the issuer.
- (d) On an initial and continued listing basis, the payment at maturity may or may not provide for a multiple of the direct or inverse performance of an underlying Reference Asset; however, in no event will a loss or negative payment at maturity be accelerated by a multiple that exceeds three times the performance of an underlying Reference Asset.
- (e) On an initial and continued listing basis, the issuer will be expected to have a minimum tangible net worth of \$250,000,000 (if the Index-Linked Securities are fully and unconditionally guaranteed by an affiliate of the issuer, the Exchange will rely on such affiliate's tangible net worth for purposes of this requirement). In the alternative, the issuer will be expected to have a minimum tangible net worth of \$150,000,000 and the original issue price of the Index-Linked Securities, combined with all of the issuer's other Index-Linked Securities listed on a national securities exchange or otherwise publicly traded in the United States, must not be greater than 25 percent of the issuer's tangible net worth at the time of issuance (if the Index-Linked Securities are fully and unconditionally guaranteed by an affiliate of the issuer, the Exchange will apply the provisions of this paragraph to such affiliate instead of the issuer and will include in its calculation all Index-Linked Securities that are fully and unconditionally guaranteed by such affiliate).

Government issuers and supranational entities will be evaluated on a case-by-case basis.

- (f) The issuer is in compliance with Rule 10A-3 under the Act on an initial and continued listing basis.

(B) Requirements Specific to Equity Index-Linked Securities, Commodity-Linked Securities, Currency-Linked Securities, Fixed Income Index-Linked Securities, Futures-Linked Securities and Multifactor Index-Linked Securities.

The issue must meet one of the criteria set forth below.

I. Equity Index-Linked Securities Listing Standards

- (1) The Exchange will consider listing Equity Index-Linked Securities that meet the requirements of this subparagraph (B)(I), where the payment at maturity or earlier redemption is based on an index or indexes of equity securities, securities of closed-end management investment companies registered under the Investment Company Act of 1940 (the "1940 Act") and/or Investment Company Units. The issue must meet the following initial listing criteria:

- (a) Each underlying index is required to have at least ten (10) component securities; provided, however, that there will be no minimum number of component securities if one or more issues of Derivative Securities Products (i.e., Investment Company Units (as described in Rule 5.2(j)(3)), Exchange-Traded Fund Shares (as described in Rule 5.2(j)(8)), and securities described in Section 2 of Rule 8) or Index-Linked Securities (as described in Rule 5.2(j)(6)), constitute, at least in part, component securities underlying an issue of Equity Index-Linked Securities. The securities described in Rule 5.2(j)(3)), 5.2(j)(8), Section 2 of Rule 8, and Rule 5.2(j)(6), as referenced below in Rule 5.2(j)(6)(B)(I)(1)(b)(2) and Rule 5.2(j)(6)(B)(I)(2)(a) below, will include securities listed on another national securities exchange pursuant to substantially equivalent listing rules.
- (b) The index or indexes to which the security is linked will either (1) have been reviewed and approved for the trading of Investment Company Units or options or other derivatives by the Commission under Section 19(b)(2) of the Act and rules thereunder and the conditions set forth in the Commission's approval order, including comprehensive surveillance sharing agreements for non-U.S. stocks, continue to be satisfied, or (2) the index or indexes meet the following criteria:
 - (i) Each component security (excluding Derivative Securities Products and Index-Linked Securities) has a minimum market value of at least \$75 million, except that for each of the lowest dollar weighted component securities in the index that in the

aggregate account for no more than 10% of the dollar weight of the index (excluding Derivative Securities Products and Index-Linked Securities), the market value can be at least \$50 million;

- (ii) Component stocks (excluding Derivative Securities Products and Index-Linked Securities) that in the aggregate account for at least 90% of the weight of the index (excluding Derivative Securities Products and Index-Linked Securities) each will have a minimum global monthly trading volume of 1,000,000 shares, or minimum global notional volume traded per month of \$25,000,000, averaged over the last six months;
- (iii) No underlying component security (excluding Derivative Securities Products and Index-Linked Securities) will represent more than 25% of the dollar weight of the index, and, to the extent applicable, the five highest dollar weighted component securities in the index (excluding Derivative Securities Products and Index-Linked Securities) do not in the aggregate account for more than 50% of the dollar weight of the index (60% for an index consisting of fewer than 25 component securities); and
- (iv) 90% of the index's numerical value (excluding Derivative Securities Products and Index-Linked Securities) and at least 80% of the total number of component securities (excluding Derivative Securities Products and Index-Linked Securities) will meet the then current criteria for standardized option trading set forth in NYSE Arca Rule 5.3-O; an index will not be subject to this requirement if (a) no underlying component security represents more than 10% of the dollar weight of the index (excluding Derivative Securities Products and Index-Linked Securities) and (b) the index has a minimum of 20 components (excluding Derivative Securities Products and Index-Linked Securities); and
- (v) All component securities will be either:
 - (A) Securities (other than foreign country securities and American Depositary Receipts ("ADRs")) that are (x) issued by a 1934 Act reporting company or by an investment company registered under the 1940 Act, which in each case is listed on a national securities exchange, and (y) an "NMS stock" (as defined in Rule 600 of SEC Regulation NMS); or
 - (B) Foreign country securities or ADRs, provided that foreign country securities or foreign country securities underlying ADRs having their primary trading market outside the United States on foreign trading markets that are not

members of the Intermarket Surveillance Group ("ISG") or parties to comprehensive surveillance sharing agreements with the Exchange will not in the aggregate represent more than 50% of the dollar weight of the index, and provided further that:

- (i) the securities of any one such market do not represent more than 20% of the dollar weight of the index, and
- (ii) the securities of any two such markets do not represent more than 33% of the dollar weight of the index.

(2) Continued Listing Criteria—

(a) The Exchange will maintain surveillance procedures for securities listed under this Rule 5.2(j)(6) and may halt trading in such securities and will initiate delisting proceedings pursuant to Article 22, Rule 4 (unless the Commission has approved the continued trading of the subject Index-Linked Security), if any of the standards set forth above in paragraphs 1(a) and (b)(2) are not continuously maintained, except that:

- (i) the criteria that no single component represent more than 25% of the dollar weight of the index (excluding Derivative Securities Products and Index- Linked Securities) and, to the extent applicable, the five highest dollar weighted components in the index (excluding Derivative Securities Products and Index-Linked Securities) cannot represent more than 50% (or 60% for indexes with less than 25 components) of the dollar weight of the index, need only be satisfied at the time the index is rebalanced;
- (ii) Component stocks (excluding Derivative Securities Products and Index- Linked Securities) that in the aggregate account for at least 90% of the weight of the index (excluding Derivative Securities Products and Index-Linked Securities) each will have a minimum global monthly trading volume of 500,000 shares, or minimum global notional volume traded per month of \$12,500,000, averaged over the last six months.

(b) In connection with an Index-Linked Security that is listed pursuant to paragraph (b)(1) above, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Article 22, Rule 4 (unless the Commission has approved the continued trading of the subject Index-Linked Security) if an underlying index or indexes fails to satisfy the maintenance standards or conditions for such index or indexes as set forth by the Commission in its order under Section 19(b)(2) of the Act

approving the index or indexes for the trading of options or other derivatives.

- (c) The Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Article 22, Rule 4 (unless the Commission has approved the continued trading of the subject Index-Linked Security), under any of the following circumstances:
 - (i) if the aggregate market value or the principal amount of the Equity Index-Linked Securities publicly held is less than \$400,000;
 - (ii) if the value of the index or composite value of the indexes is no longer calculated or widely disseminated on at least a 15-second basis with respect to indexes containing only securities listed on a national securities exchange, or on at least a 60-second basis with respect to indexes containing foreign country securities, provided, however, that, if the official index value does not change during some or all of the period when trading is occurring on the Exchange (for example, for indexes of foreign country securities, because of time zone differences or holidays in the countries where such indexes' component stocks trade) then the last calculated official index value must remain available throughout Core Trading Hours; or
 - (iii) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.
- (d) Index Rebalancing—Indexes will be rebalanced at least annually.

II. Commodity-Linked Securities Listing Standards

- (1) The issue must meet the initial listing standard set forth in either (a) or (b) below:
 - (a) The Commodity Reference Asset to which the security is linked will have been reviewed and approved for the trading of Commodity-Based Trust Shares or options or other derivatives by the Commission under Section 19(b)(2) of the Act and rules thereunder and the conditions set forth in the Commission's approval order, including with respect to comprehensive surveillance sharing agreements, continue to be satisfied.
 - (b) The pricing information for components of a Commodity Reference Asset must be derived from a market which is an ISG member or affiliate or with which the Exchange has a comprehensive surveillance sharing agreement. Notwithstanding the previous sentence, pricing information for gold and silver may be derived from the London Bullion Market Association. A Commodity Reference Asset may include components representing not more than 10% of the dollar weight of such Commodity

Reference Asset for which the pricing information is derived from markets that do not meet the requirements of this subparagraph (b); provided, however, that no single component subject to this exception exceeds 7% of the dollar weight of the Commodity Reference Asset.

In addition, the issue must meet both of the following initial listing criteria:

- (i) the value of the Commodity Reference Asset must be calculated and widely disseminated by one or more major market data vendors on at least a 15-second basis during the Core Trading Session; and
- (ii) in the case of Commodity-Linked Securities that are periodically redeemable, the indicative value of the subject Commodity-Linked Securities must be calculated and widely disseminated by the Exchange or one or more major market data vendors on at least a 15-second basis during the Exchange's Core Trading Session.

(2) The issue must meet the following continued listing criteria:

- (a) The Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Article 22, Rule 4 if any of the initial listing criteria described above are not continuously maintained.
- (b) The Exchange may also halt trading in the securities and will initiate delisting proceedings pursuant to Article 22, Rule 4 under any of the following circumstances:
 - (i) If the aggregate market value or the principal amount of the Commodity-Linked Securities publicly held is less than \$400,000;
 - (ii) The value of the Commodity Reference Asset is no longer calculated or available and a new Commodity Reference Asset is substituted, unless the new Commodity Reference Asset meets the requirements of this Rule 5.2(j)(6); or
 - (iii) If such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

III. Currency-Linked Securities Listing Standards

(1) The issue must meet the initial listing standard set forth in either (a) or (b) below:

(a) The Currency Reference Asset to which the security is linked will have been reviewed and approved for the trading of Currency Trust Shares or options or other derivatives by the Commission under Section 19(b)(2) of the Act and rules thereunder and the

conditions set forth in the Commission's approval order, including with respect to comprehensive surveillance sharing agreements, continue to be satisfied.

(b) The pricing information for each component of a Currency Reference Asset must be:

(x) the generally accepted spot or forward price (subject to the list of currencies below), applicable to the component of such Currency Reference Asset, for the currency exchange rate in question or

(y) derived from a market which (i) is an ISG member or affiliate or with which the Exchange has a comprehensive surveillance sharing agreement and (ii) is the pricing source for components of a Currency Reference Asset that has previously been approved by the Commission.

If pricing information is based upon the generally accepted forward price, the currency must be one of the following: US Dollar, Euro, Japanese Yen, British Pound Sterling, Swiss Franc, Canadian Dollar, Australian Dollar, Brazilian Real, Chinese Renminbi, Czech Koruna, Danish Krone, Hong Kong Dollar, Hungarian Forint, Indian Rupee, Indonesian Rupiah, Korean Won, Mexican Peso, Norwegian Krone, New Zealand Dollar, Philippine Peso, Polish Zloty, Russian Ruble, Swedish Krona, South African Rand, Singapore Dollar, Taiwan Dollar, Thai Baht, or New Turkish Lira.

A Currency Reference Asset may include components representing not more than 10% of the dollar weight of such Currency Reference Asset for which the pricing information is derived from markets that do not meet the requirements of either (x) or (y) above; provided, however, that no single component subject to this exception exceeds 7% of the dollar weight of the Currency Reference Asset.

Commentary:

.01 In the event a Currency Reference Asset is based upon the forward price and the forward price becomes unavailable due to a holiday, the spot price may be used for calculating the pricing information of the Currency Reference Asset. The pricing information of the Currency Reference Asset on the following business day must be based upon the forward price.

(1) In addition, the issue must meet both of the following initial listing criteria:

- (i) the value of the Currency Reference Asset must be calculated and widely disseminated by one or more market data vendors on at least a 15-second basis during the Core Trading Session; and
- (ii) in the case of Currency-Linked Securities that are periodically redeemable, the indicative value of the subject Currency-Linked Securities must be calculated and widely disseminated by the Exchange or one or more major market data vendors on at least a 15-second basis during the Core Trading Session.

(2) The issue must meet the following continued listing criteria:

- (a) The Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Article 22, Rule 4 if any of the initial listing criteria described above are not continuously maintained.
- (b) The Exchange may also halt trading in the securities and will initiate delisting proceedings pursuant to Article 22, Rule 4 under any of the following circumstances:
 - (i) If the aggregate market value or the principal amount of the Currency-Linked Securities publicly held is less than \$400,000;
 - (ii) If the value of the Currency Reference Asset is no longer calculated or available and a new Currency Reference Asset is substituted, unless the new Currency Reference Asset meets the requirements of this Rule 5.2(j)(6); or
 - (iii) If such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

IV. Fixed Income Index-Linked Securities Listing Standards

(1) The issue must meet initial listing standards set forth in either (a) or (b) below:

- (a) The Fixed Income Reference Asset to which the security is linked will have been reviewed and approved for the trading of options, Investment Company Units, or other derivatives by the Commission under Section 19(b)(2) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order, continue to be satisfied.
- (b) The issue must meet the following initial listing criteria:
 - (i) Components of the Fixed Income Reference Asset that in the aggregate account for at least 75% of the weight of the Fixed Income Reference Asset must each have a minimum original principal amount outstanding of \$100 million or more;
 - (ii) A component of the Fixed Income Reference Asset may be a convertible security, however, once the convertible security component converts to the underlying equity security, the component is removed from the Fixed Income Reference Asset;
 - (iii) No component of the Fixed Income Reference Asset (excluding Treasury Securities and GSE Securities) will represent more than 30% of the dollar weight of the Fixed Income Reference Asset, and

the five highest dollar weighted components in the Fixed Income Reference Asset will not in the aggregate account for more than 65% of the dollar weight of the Fixed Income Reference Asset;

- (iv) An underlying Fixed Income Reference Asset (excluding one consisting entirely of exempted securities) must include a minimum of 13 non-affiliated issuers; and
- (v) Component securities that in the aggregate account for at least 90% of the dollar weight of the Fixed Income Reference Asset must be from one of the following: (a) issuers that are required to file reports pursuant to Sections 13 and 15(d) of the Securities Exchange Act of 1934; or (b) issuers that have a worldwide market value of outstanding common equity held by non-affiliates of \$700 million or more; or (c) issuers that have outstanding securities that are notes, bonds, debentures, or evidence of indebtedness having a total remaining principal amount of at least \$1 billion; or (d) exempted securities as defined in Section 3(a)(12) of the Securities Exchange Act of 1934, or (e) issuers that are a government of a foreign country or a political subdivision of a foreign country.

(2) In addition, the value of the Fixed Income Reference Asset must be widely disseminated to the public by one or more major market vendors at least once per business day.

(3) The issue must meet the following continued listing criteria:

- (a) The Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Article 22, Rule 4 if any of the initial listing criteria described above are not continuously maintained.
- (b) The Exchange may also halt trading in the securities and will initiate delisting proceedings pursuant to Article 22, Rule 4 under any of the following circumstances:
 - (i) If the aggregate market value or the principal amount of the Fixed Income Index-Linked Securities publicly held is less than \$400,000;
 - (ii) The value of the Fixed Income Reference Asset is no longer calculated or available and a new Fixed Income Reference Asset is substituted, unless the new Fixed Income Reference Asset meets the requirements of this Rule 5.2(j)(6); or
 - (iii) If such other event will occur or condition exists which in the opinion of the Exchange makes further dealings inadvisable.

V. Futures-Linked Securities Listing Standards

(1) The issue must meet the initial listing standard set forth in either (a) or (b) below:

- (a) The Futures Reference Asset to which the security is linked will have been reviewed and approved for the trading of Futures-Linked Securities or options or other derivatives by the Commission under Section 19(b)(2) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order, including with respect to comprehensive surveillance sharing agreements, continue to be satisfied.
- (b) The pricing information for components of a Futures Reference Asset must be derived from a market which is an ISG member or affiliate or with which the Exchange has a comprehensive surveillance sharing agreement. A Futures Reference Asset may include components representing not more than 10% of the dollar weight of such Futures Reference Asset for which the pricing information is derived from markets that do not meet the requirements of this subparagraph (b); provided, however, that no single component subject to this exception exceeds 7% of the dollar weight of the Futures Reference Asset.

In addition, the issue must meet both of the following initial listing criteria:

- (i) the value of the Futures Reference Asset must be calculated and widely disseminated by one or more major market data vendors on at least a 15-second basis during the Core Trading Session (as defined in Rule 7.34); and
- (ii) in the case of Futures-Linked Securities that are periodically redeemable, the indicative value of the subject Futures-Linked Securities must be calculated and widely disseminated by the Exchange or one or more major market data vendors on at least a 15-second basis during the Core Trading Session.

(2) The issue must meet the following continued listing criteria:

- (a) The Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Article 22, Rule 4 if any of the initial listing criteria described above are not continuously maintained.
- (b) The Exchange may also halt trading in the securities and will initiate delisting proceedings pursuant to Article 22, Rule 4 under any of the following circumstances:
 - (i) If the aggregate market value or the principal amount of the Futures-Linked Securities publicly held is less than \$400,000;
 - (ii) The value of the Futures Reference Asset is no longer calculated or available and a new Futures Reference Asset is substituted, unless

the new Futures Reference Asset meets the requirements of this Rule 5.2(j)(6); or

- (iii) If such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

VI. Multifactor Index-Linked Securities Listing Standards

- (1) The issuer must meet the following initial listing standards set forth in either (a) or (b) below:

- (a) Each component of the Multifactor Reference Asset to which the security is linked will have been reviewed and approved for the trading of either options, Investment Company Units, or other derivatives under Section 19(b)(2) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order continue to be satisfied.
- (b) Each Reference Asset included in the Multifactor Reference Asset must meet the applicable initial and continued listing criteria set forth in the relevant subsection of this Rule 5.2(j)(6).

- (2) In addition, the issue must meet both of the following initial listing criteria:

- (a) The value of the Multifactor Reference Asset must be calculated and widely disseminated to the public on at least a 15-second basis during the time the Multifactor Index-Linked Security trades on the Exchange; and
- (b) In the case of Multifactor Index-Linked Securities that are periodically redeemable, the indicative value of the Multifactor Index-Linked Securities must be calculated and widely disseminated by one or more major market data vendors on at least a 15-second basis during the time the Multifactor Index-Linked Securities trade on the Exchange.

- (3) The Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Article 22, Rule 4 under any of the following circumstances:

- (a) If any of the initial listing criteria described above are not continuously maintained;
- (b) If the aggregate market value or the principal amount of the Multifactor Index-Linked Securities publicly held is less than \$400,000;
- (c) The value of the Multifactor Reference Asset is no longer calculated or available and a new Multifactor Reference Asset is substituted, unless the

new Multifactor Reference Asset meets the requirements of this Rule 5.2(j)(6); or

- (d) If such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange advisable.

(C) Firewalls

If the value of an Index-Linked Security listed under Rule 5.2(j)(6) is based in whole or in part on an index that is maintained by a broker-dealer, the broker-dealer will erect and maintain a "firewall" around the personnel responsible for the maintenance of such index or who have access to information concerning changes and adjustments to the index, and the index will be calculated by a third party who is not a broker-dealer.

Any advisory committee, supervisory board or similar entity that advises an index licensor or administrator or that makes decisions regarding the index or portfolio composition, methodology and related matters must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material, nonpublic information regarding the applicable index or portfolio.

(D) Equity Trading Rules

Index-Linked Securities will be subject to the Exchange's equity trading rules.

(E) Trading Halts

If the indicative value or Reference Asset value applicable to a series of Index-Linked Securities is not being disseminated as required, the Exchange may halt trading during the day on which the interruption first occurs. If such interruption persists past the trading day in which it occurred, the Exchange will halt trading no later than the beginning of the trading day following the interruption.

(F) Surveillance Procedures

The Exchange will implement written surveillance procedures for Index-Linked Securities, including adequate comprehensive surveillance sharing agreements with markets trading in non-U.S. components, as applicable.

Commentary:

.01 (a) The Market Maker in Commodity-Linked Securities, Currency-Linked Securities, Futures-Linked Securities or Multifactor Index-Linked Securities, if applicable, must file with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading in the Index Asset components, the commodities, currencies or futures underlying the Index Asset components, or any derivative instruments based on the Index Asset or based on any Index Asset component or any physical commodity, currency or futures underlying an Index Asset component, which the Market Maker may have or over which it may exercise investment discretion. No

Market Maker in the Commodity-Linked Securities, Currency-Linked Securities, Futures-Linked Securities or Multifactor Index-Linked Securities, if applicable, will trade in the Index Asset components, the commodities currencies or futures underlying the Index Asset components, or any derivative instruments based on the Index Asset or based on any Index Asset component or any physical commodity, or futures currency underlying an Index Asset component, in an account in which a Market Maker, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

(b) In addition to the existing obligations under Exchange rules regarding the production of books and records, the Market Maker in Commodity-Linked Securities, Currency-Linked Securities, Futures-Linked Securities or Multifactor Index-Linked Securities, if applicable, will make available to the Exchange such books, records or other information pertaining to transactions by such entity or any limited partner, officer or approved person thereof, registered or nonregistered employee affiliated with such entity for its or their own accounts in the Index Asset components, the commodities, currencies or futures underlying the Index Asset components, or any derivative instruments based on the Index Asset or based on any Index Asset component or any physical commodity, currency or futures underlying an Index Asset component, as may be requested by the Exchange.

(7) Trust Certificates

The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, certificates ("Trust Certificates") representing an interest in a special purpose trust (the "Trust") created pursuant to a trust agreement. The Trust will only issue Trust Certificates. Trust Certificates may or may not provide for the repayment of the original principal investment amount. Trust Certificates pay an amount at maturity which is based upon the performance of specified assets as set forth below:

- (i) an underlying index or indexes of equity securities (an "Equity Index Reference Asset"), or
- (ii) instruments that are direct obligations of the issuing company, either exercisable throughout their life (i.e., American style) or exercisable only on their expiration date (i.e., European style), entitling the holder to a cash settlement in U.S. dollars to the extent that the foreign or domestic index has declined below (for put warrant) or increased above (for a call warrant) the pre-stated cash settlement value of the index ("Index Warrants"), or
- (iii) a combination of two or more Equity Index Reference Assets or Index Warrants.

Commentary:

.01 Continued Listing. The Exchange will maintain surveillance procedures for securities listed under this Rule 5.2(j)(7) and consider the suspension of trading in, and will initiate delisting proceedings under Article 22, Rule 4 of, an issue of Trust Certificates (unless the Commission has approved the continued trading of such issue), under any of the following circumstances:

- (i) if the aggregate market value or the principal amount of the securities publicly held is less than \$400,000;
- (ii) if the value of the index or composite value of the indexes is no longer calculated or widely disseminated on at least a 15-second basis with respect to indexes containing only securities listed on a national securities exchange, or on at least a 60-second basis with respect to indexes containing foreign country securities, provided, however, that, if the official index value does not change during some or all of the period when trading is occurring on the Exchange (for example, for indexes of foreign country securities, because of time zone differences or holidays in the countries where such indexes' component stocks trade) then the last calculated official index value must remain available throughout Core Trading Hours;
- (iii) if any of the continued listing requirements set forth in this Rule 5.2(j)(7) are not continuously maintained;
- (iv) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act to permit the listing and trading of a series of Trust Certificates and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
- (v) if such other event will occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

.02 Term—The stated term of the Trust will be as stated in the Trust prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.

.03 Trustee—The following requirements apply on an initial and continued listing basis:

- (i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.
- (ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

.04 Voting—Voting rights will be as set forth in the applicable Trust prospectus.

.05 Surveillance Procedures. The Exchange will implement written surveillance procedures for Trust Certificates.

.06 Equity Trading Rules. The Trust Certificates will be subject to the Exchange's equity trading rules.

.07 Information Circular. Prior to the commencement of trading of a particular Trust Certificates listing pursuant to this Rule, the Exchange will evaluate the nature and complexity of the issue and, if appropriate, distribute a circular to Participants providing guidance regarding compliance responsibilities (including suitability recommendations and account approval) when handling transactions in Certificates.

.08 Trust Certificates may be exchangeable at the option of the holder into securities that participate in the return of the applicable underlying asset. In the event that the Trust Certificates are exchangeable at the option of the holder and contains an Index Warrant, then the Participant must ensure that the holder's account is approved for options trading in accordance with NYSE Arca Rule 9.18-O in order to exercise such rights.

.09 Trust Certificates may pass-through periodic payments of interest and principle of the underlying securities.

.10 Trust Insurance. The Trust payments may be guaranteed pursuant to a financial guaranty insurance policy which may include swap agreements.

.11 Early Termination. The Trust Certificates may be subject to early termination or call features.

.12 The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of Trust Certificates. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If an issue of Trust Certificates does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Article 22, Rule 4.

(8) Exchange-Traded Fund Shares

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Exchange-Traded Fund Shares that meet the criteria of this Rule.

(b) Applicability. This Rule is applicable only to Exchange-Traded Fund Shares. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, Exchange rules will be applicable to the trading on the Exchange of such securities. Exchange-Traded Fund Shares are included within the definition of NMS Stock as defined in Rule 1.1.

(c) Definitions. The following are definitions for purposes of this Rule:

- (1) “1940 Act” means the Investment Company Act of 1940, as amended.
 - (2) “Exchange-Traded Fund” has the same meaning as the term “exchange-traded fund” as defined in Rule 6c-11(a)(1) under the 1940 Act.
 - (3) “Exchange-Traded Fund Share” means a share of stock issued by an Exchange-Traded Fund.
 - (4) “Reporting Authority” means, in respect of a particular series of Exchange-Traded Fund Shares, the Exchange, an institution, or a reporting service designated by the Exchange or by the exchange that lists a particular series of Exchange-Traded Fund Shares (if the Exchange is trading such series pursuant to unlisted trading privileges) as the official source for calculating and reporting information relating to such series, including, but not limited to, any current index or portfolio value, the current value of the portfolio of any securities required to be deposited in connection with issuance of Exchange Traded Fund Shares, the amount of any dividend equivalent payment or cash distribution to holders of Exchange-Traded Fund Shares, net asset value, or other information relating to the issuance, redemption or trading of Exchange-Traded Fund Shares. A series of Exchange-Traded Fund Shares may have more than one Reporting Authority, each having different functions.
- (d) Limitation of Exchange Liability. Neither the Exchange, the Reporting Authority, nor any agent of the Exchange shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any current index or portfolio value; the current value of the portfolio of securities required to be deposited to the open-end management investment company in connection with issuance of Exchange-Traded Fund Shares; the amount of any dividend equivalent payment or cash distribution to holders of Exchange-Traded Fund Shares; net asset value; or other information relating to the purchase, redemption, or trading of Exchange-Traded Fund Shares, resulting from any negligent act or omission by the Exchange, the Reporting Authority or any agent of the Exchange, or any act, condition, or cause beyond the reasonable control of the Exchange, its agent, or the Reporting Authority, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission, or delay in the reports of transactions in one or more underlying securities.
- (e) The Exchange may approve Exchange-Traded Fund Shares for listing and/or trading (including pursuant to unlisted trading privileges) pursuant to Rule 19b-4(e) under the Exchange Act. Each series of Exchange-Traded Fund Shares must be eligible to operate in reliance on Rule 6c-11 under the 1940 Act and must satisfy the requirements of Rule 5.2(j)(8) upon initial listing and,

except for subparagraph (1)(A) of Rule 5.2(j)(8)(e), on a continuing basis. An issuer of such securities must notify the Exchange of any failure to comply with such requirements.

(1) Initial and Continued Listing—Exchange-Traded Fund Shares will be listed and traded on the Exchange subject to the requirement that the investment company issuing a series of Exchange-Traded Fund Shares is eligible to operate in reliance on the requirements of Rule 6c-11(c) under the 1940 Act on an initial and continued listing basis.

(A) Initial Shares Outstanding. For each series of Exchange-Traded Fund Shares, the Exchange will establish a minimum number of Exchange-Traded Fund Shares required to be outstanding at the time of commencement of trading on the Exchange.

(2) Suspension of trading or removal. The Exchange will consider the suspension of trading in, and will commence delisting proceedings under Article 22, Rule 4 of, a series of Exchange-Traded Fund Shares under any of the following circumstances:

(A) if the Exchange becomes aware that the investment company is no longer eligible to operate in reliance on Rule 6c-11;

(B) if the investment company no longer complies with the requirements set forth in Rule 5.2(j)(8);

(C) if, following the initial twelve-month period after commencement of trading on the Exchange of a series of Exchange-Traded Fund Shares, there are fewer than 50 beneficial holders of such series of Exchange-Traded Fund Shares; or

(D) if such other event shall occur or condition exists which, in the opinion of the Exchange, makes further dealings on the Exchange inadvisable.

(f) Transactions in Exchange-Traded Fund Shares will occur during the trading hours specified in Rule 7.34(a).

(g) Surveillance Procedures. The Exchange will implement and maintain written surveillance procedures for Exchange-Traded Fund Shares.

(h) Termination. Upon termination of an investment company issuing Exchange-Traded Fund Shares, the Exchange requires that Exchange-Traded Fund Shares issued in connection with such entity be removed from Exchange listing.

Commentary:

.01 A security that has previously been approved for listing on the Exchange pursuant to the generic listing requirements specified in Rule 5.2(j)(3) or Commentary .01 to Rule 8.600, or pursuant to a proposed rule change approved or subject to a notice of effectiveness by the Commission, may be considered approved for listing solely under Rule 5.2(j)(8) if such security is eligible to operate in reliance on Rule 6c-11 under the 1940 Act. Once so approved for listing, the continued listing requirements applicable to such previously-listed security will be those specified in paragraph (e) of Rule 5.2(j)(8). Any requirements for listing as specified in Rule 5.2(j)(3) or Commentary .01 to Rule 8.600, or an approval order or notice of effectiveness of a separate proposed rule change that differ from the requirements of Rule 5.2(j)(8) will no longer be applicable to such security.

.02 On an initial and continued listing basis, any series of Exchange-Traded Fund Shares listed under this Rule 5.2(j)(8) must meet the following requirements:

(a) With respect to series of Exchange-Traded Fund Shares that are based on an index:

(1) If the underlying index is maintained by a broker-dealer or fund adviser, the broker dealer or fund adviser will erect and maintain a "fire wall" around the personnel who have access to information concerning changes and adjustments to the index and the index will be calculated by a third party who is not a broker-dealer or fund adviser.

(2) Any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material nonpublic information regarding the applicable index.

(b) With respect to series of Exchange-Traded Fund Shares that are actively managed, if the investment adviser to the investment company issuing Exchange-Traded Fund Shares is affiliated with a broker-dealer, such investment adviser will erect and maintain a "fire wall" between the investment adviser and the broker-dealer with respect to access to information concerning the composition and/or changes to such Exchange-Traded Fund's portfolio. Personnel who make decisions on the Exchange-Traded Fund's portfolio composition must be subject to procedures designed to prevent the use and dissemination of material nonpublic information regarding the applicable Exchange-Traded Fund portfolio. The Reporting Authority that provides information relating to the portfolio of a series of Exchange-Traded Fund Shares must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the actual components of such portfolio.

Rule 5.5

(a)-(g)

(1) Reserved

(g)(2)

Investment Company Units

(a) Continued Listing Criteria. The Exchange will maintain surveillance procedures for securities listed under Rule 5.2(j)(3) and consider the suspension of trading in, and will initiate delisting proceedings under Article 22, Rule 4 of, a series of Investment Company Units in any of the following circumstances:

(1) Following the initial twelve-month period beginning upon the commencement of trading of a series of Units, there are fewer than 50 record and/or beneficial holders of Units;

(2) The value of the index or portfolio of securities on which the series is based is no longer calculated or available;

(3) If any of the continued listing requirements set forth in Rule 5.2(j)(3) are not continuously maintained;

(4) If the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act to permit the listing and trading of a series of Units that do not otherwise meet the standards set forth in Rule 5.2(j)(3) and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(5) Such other event occurs or condition exists that, in the opinion of the Exchange, makes further dealings on the Exchange inadvisable.

(b) The Exchange will halt trading in a series of Units if the circuit breaker parameters of Rule 7.12 have been reached. In exercising its discretion to halt or suspend trading in a series of Units, the Exchange may consider factors such as the extent to which trading in the underlying securities is not occurring or whether other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present, in addition to other factors that may be relevant. The remainder of this paragraph (b) shall apply only when the Exchange is the listing market for a series of Units. If the Intraday Indicative Value (as defined in Commentary .01 to Rule 5.2(j)(3)) or the official index value applicable to that series of Units is not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the Intraday Indicative Value or the official index value occurs. If the interruption to the dissemination of the Intraday Indicative Value or the official index value persists past the trading day in which it occurred, the Exchange will halt trading.

(c) In addition, the Exchange will remove Units from trading and listing (if applicable) upon termination of the issuing Investment Company or upon the termination of listing of the Units on their primary market, if the primary market is not the Exchange.

(h) Reserved

(i) Reserved

Rule 5.5(i)-1.

The Exchange will maintain surveillance procedures for securities listed pursuant to Article 22, Rule 13 ("Tier 1 Listing Requirements for Other Securities") and will commence delisting or removal proceedings pursuant to Article 22, Rule 14 (unless the Commission has approved the continued trading of such issue), under any of the following circumstances:

- (i) if the aggregate market value or the principal amount of the securities publicly held is less than \$400,000;
- (ii) if any of the continued listing requirements set forth in Article 22, Rule 13 are not continuously maintained;
- (iii) if such other event shall occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

(j) Reserved

(j)-1.

The Exchange will maintain surveillance procedures for securities listed pursuant to Rule 5.2(j)(2) and will commence delisting or removal proceedings pursuant to Article 22, Rule 4 (unless the Commission has approved the continued trading of such issue), under any of the following circumstances:

- (i) if the aggregate market value or the principal amount of the securities publicly held is less than \$400,000;
- (ii) if any of the continued listing requirements set forth in Rule 5.2(j)(2) are not continuously maintained;
- (iii) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act to permit the listing and trading of a series of Equity Linked Notes that do not otherwise meet the standards set forth in Rule 5.2(j)(2) and any of the statements or representations regarding (a) the description of the underlying linked-stock or portfolio, (b) limitations on the underlying linked-stock or portfolio, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
- (iv) if such other event shall occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

(k)-(m) Reserved

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RULE 7 EQUITIES TRADING

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Rule 7.18. Halts

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(c) Halts in Exchange Traded Products.

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(2) Trading Halts for Listed Exchange Traded Products.

With respect to Exchange Traded Products listed on the Exchange for which a Net Asset Value ("NAV") (and in the case of Managed Fund Shares under Rule 8.600 and Managed Trust Securities under Rule 8.700, a Disclosed Portfolio) is disseminated, if the Exchange becomes aware that the NAV (or in the case of Managed Fund Shares or Managed Trust Securities, the Disclosed Portfolio) is not being disseminated to all market participants at the same time, it will halt trading in the affected Exchange Traded Product on the Exchange until such time as the NAV (or in the case of Managed Fund Shares or Managed Trust Securities, the Disclosed Portfolio, as applicable) is available to all market participants.

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RULE 8 [RESERVED] TRADING OF CERTAIN EQUITY DERIVATIVES

Section 1. Currency and Index Warrants

Rule 8.1. General

Rule 8.1 is applicable only to index warrants and, where stated, to currency warrants and currency index warrants. Except to the extent that specific provisions of Rule 8 govern, or unless the context otherwise requires, the provisions of the Bylaws and Rules and procedures of the Exchange shall be applicable to trading of the index warrants, currency warrants and currency index warrants on the Exchange.

Rule 8.2. Definitions

(a) The term "currency index group" means a group of currencies each of whose inclusion and relative representation in the group is determined by its inclusion and relative representation in a currency index.

(b) The term "currency index warrant" means a warrant on a currency index group listed pursuant to Rule 8.3.

(c) The term "currency warrant" means a warrant on a currency index group listed pursuant to Rule 8.3. The term "cross currency" means the relationship between any two non-U.S. currencies.

(d) The term "foreign currency warrants" shall mean instruments that are direct obligations of the issuing company, either exercisable throughout their life (i.e., American style) or exercisable only on their expiration date (i.e., European style), entitling the holder thereof to a cash settlement in U.S. dollars to the extent that the value of the underlying foreign currency has declined below (in the case of a put warrant) or increased above (in the case of a call warrant) the pre-stated cash settlement value of the underlying foreign currency. The term "foreign currency warrants" shall also include cross-rate currency warrants.

(e) The term "index warrants" means instruments that are direct obligations of the issuing company, either exercisable throughout their life (i.e., American style) or exercisable only on their expiration date (i.e., European style), entitling the holder to a cash settlement in U.S. dollars to the extent that the index has declined below (for put warrant) or increased above (for a call warrant) the pre-stated cash settlement value of the index. Index warrants may be based on either foreign or domestic indexes.

(f) The term "stock index group" means a group of stocks each of whose inclusion and relative representation in the group is determined by its inclusion and relative representation in a stock index.

(g) The term "stock index warrant" means a warrant on a stock index group listed pursuant to Rule 8.3.

Rule 8.3. Listing of Currency and Index Warrants

(a) The Exchange will submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of Currency and Index Warrants. All statements or representations contained in such rule filing regarding (a) the underlying reference assets, (b) limitations on the underlying reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If a series of currency and index warrants does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Article 22, Rule 4.

(b) Each warrant issue will be evaluated for listing against the following initial and continued listing criteria (except that the minimum term requirement in Rule 8.3(a)(2) must only be met on an initial basis):

- (1) *Size and Earnings of Warrant Issuer*—The warrant issuer will be expected to have a minimum tangible net worth in excess of \$250,000,000 and otherwise to exceed substantially the earnings requirements set forth in NYSE Arca Rule 5.2-E(c) (Basic Listing Requirements). In the alternative, the warrant issuer will be expected: (A) to have a minimum tangible net worth of \$150,000,000 and otherwise to exceed substantially the earnings requirements set forth in NYSE Arca Rule 5.2-E(c) (Basic

Listing Requirements), and (B) not to have issued warrants where the original issue price of all the issuer's index and currency warrant offerings (combined with index and currency warrant offerings of the issuer's affiliates) listed on a national securities exchange or traded through the facilities of Nasdaq exceeds 25% of the warrant issuer's net worth.

- (2) *Term*—One to five years from date of issuance.
- (3) *Distribution/Market Value*—(i) Minimum public distribution of 1,000,000 warrants together with a minimum of 400 public holders, and an aggregate market value of \$4,000,000; or (ii) Minimum public distribution of 2,000,000 warrants together with a minimum number of public warrant holders determined on a case by case basis, an aggregate market value of \$12,000,000 and an initial warrant price of \$6.
- (4) *Cash Settlement*—The warrants will be cash settled in U.S. dollars.
- (5) *A.M. Settlement*—The terms of stock index warrants for which 25% or more of the value of the underlying index is represented by securities that are traded primarily in the United States must provide that opening prices of the stocks comprising the index will be used to determine (A) the final settlement value (i.e., the settlement value for warrants that are exercised at expiration) and (B) the settlement value for such warrants that are exercised on either of the two business days preceding the day on which the final settlement value is to be determined.
- (6) *Automatic Exercise*—All currency and index warrants must include in their terms provisions specifying: (A) the time by which all exercise notices must be submitted, and (B) that all unexercised warrants that are in the money will be automatically exercised on their expiration date or on or promptly following the date on which such warrants are delisted by the Exchange (if such warrant issue has not been listed on another organized securities market in the United States.)
- (7) *Foreign Country Securities*—Foreign Country Securities or American Depositary Receipts ("ADRs") thereon that: (A) are not subject to a comprehensive surveillance agreement, and (B) have less than 50% of their global trading volume (in dollar value) within the United States, shall not, in the aggregate, represent more than 20% of the weight of the index, unless such index is otherwise approved for warrant or option trading.
- (8) *Changes in Number of Warrants Outstanding*—The Exchange expects that issuers of stock index warrants either will make arrangements with warrant transfer agents to advise the Exchange immediately of any change in the number of warrants outstanding due to the early exercise of such warrants or will provide this information themselves. With respect to stock index warrants for which 25% or more of the value of the underlying index is represented by securities traded primarily in the United States, such notice shall be filed with the Exchange no later than 1:30 p.m. Pacific Time, on the date when the settlement value for such

warrants is determined. Such notice shall be filed in such form and manner as may be prescribed by the Exchange from time to time.

Rule 8.4. Account Approval

No Participant will accept an order from a customer to purchase or sell a stock index, currency index or currency warrant unless the customer's account has been approved for options trading pursuant to NYSE Arca Rule 9.18-O(b).

Rule 8.5. Suitability

The provisions of NYSE Arca Rule 9.18-O(c) shall apply to recommendations in stock index, currency index and currency warrants and the term "option" as used therein shall be deemed for purposes of this Rule to include such warrants.

Rule 8.6. Discretionary Accounts

Article 9, Rule 21 will not apply to customer accounts insofar as a Participant exercises discretion to trade in stock index, currency index and currency warrants, and any such account shall instead be subject to the provisions of NYSE Arca Rule 9.18-O(e) with respect to such trading. For purposes of this Rule, the term "option" as used in NYSE Arca Rule 9.18-O(e) shall be deemed to include such warrants.

Rule 8.7. Supervision of Accounts

Rule 9.18-O(d) will apply to all customer accounts of a Participant in which transactions in stock index, currency index or currency warrants are effected. The term "option" as used in Rule 9.18-O(d) shall be deemed to include such warrants.

Rule 8.8. Customer Complaints

Rule 9.18-O(1) will apply to all customer complaints received by a Participant regarding stock index, currency index or currency warrants. The term "options" as used in Rule 9.18-O(1) shall be deemed to include such warrants.

Rule 8.9. Prior Approval of Certain Communications to Customers

(a) No Participant or person associated with a Participant shall utilize any advertisement, educational material, sales literature or other communication to any customer or member of the public concerning stock index, currency index or currency warrants that:

- (1) contains any untrue statement or omission of a material fact or is otherwise false or misleading;

(2) contains promises of specific results, exaggerated or unwarranted claims, opinions for which there is no reasonable basis or forecasts of future events that are unwarranted or that are not clearly labeled as forecasts; or

(3) contains hedge clauses or disclaimers that are not legible, that attempt to disclaim responsibility for the content of such literature or for opinions expressed therein, or that are otherwise inconsistent with such communications.

(b) All advertisements, sales literature and educational material issued by a Participant to any customer or member of the public pertaining to stock index, currency index or currency warrants shall comply with the requirements set forth in the Commentaries to NYSE Arca Rule 9.28-O. For purposes of this Rule, the term "option" as used in such Commentaries shall be deemed to include such warrants, and the term "The Options Clearing Corporation" as used in such Commentaries shall be deemed to mean the issuer(s) of such warrants.

(c) All advertisements, sales literature (except completed worksheets) and educational materials issued by a Participant to any customer or member of the public pertaining to stock index, currency index or currency warrants shall be approved in advance by a Compliance Registered Options Principal or designee thereof. Copies of such advertisements, literature or materials, together with the names of the persons who prepared them, the names of the persons who approved them and, in the case of sales literature, the source of any recommendations contained therein, shall be retained by the Participant and be kept in an easily accessible place for examination by the Exchange for a period of three years.

(d) In addition to the approval required by subsection (c) of this Rule, every advertisement and all educational material of a Participant pertaining to stock index, currency index and currency warrants shall be submitted to the Exchange at least ten days prior to use (or such shorter time as the Exchange may allow in particular instances) for approval and, if changed or expressly disapproved by the Exchange, shall be withheld from circulation until any changes specified by the Exchange have been made or, in the event of disapproval, until such material has been resubmitted for, and has received, Exchange approval. The requirements of this paragraph shall not be applicable to:

(1) advertisements or educational material submitted to another self-regulatory organization having comparable standards pertaining to such advertising or educational material; or

(2) advertisements in which the only reference to stock index, currency index or currency warrants is contained in a listing of services of a Participant.

(e) Definitions. For purposes of this Rule 8.9, the following definitions shall apply:

(1) The term "advertisement" shall include any sales material that reaches a mass audience through public media such as newspapers, periodicals, magazines, radio,

television, telephone recordings, motion pictures, audio or video devices, telecommunications devices, billboards, signs or through written sales communications to customers or the public.

- (2) The term "educational material" shall include any explanatory material distributed or made generally available to customers or the public that is limited to information describing the general nature of the stock index, currency index or currency warrant markets or one or more strategies.
- (3) The term "sales literature" shall include any written communication (not defined as an "advertisement" or as "educational material") distributed or made generally available to customers or the public that contains any analysis, performance report, projection or recommendation with respect to stock index, currency index or currency warrants, underlying indexes or market conditions, any standard forms of worksheets, or any seminar text that pertains to stock index, currency index or currency warrants and that is communicated to customers or the public at seminars, lectures or similar events.

Rule 8.10. Position Limits

(a) Except with prior written approval of the Exchange in each instance, no Participant will effect for any account in which such Participant has an interest or for the account of any partner, officer, director or employee thereof or for the account of any customer, a purchase or sale transaction (whether on the Exchange or on or through the facilities of, or otherwise subject to the rules of, another national securities exchange or national securities association) in a stock index warrant if the Participant has reason to believe that as a result of such transaction the Participant or partner, officer, director or employee thereof or customer would, acting alone or in concert with others, directly or indirectly, control an aggregate position in an index warrant issue, or in all warrants issued on the same stock index group, on the same side of the market, in excess of the following position limits:

- (1) As to index warrants overlying the same index with an initial offering price of \$10 or less, 15 million warrants; and
- (2) For stock index warrants with an initial issue price greater than ten dollars, positions in these warrants must be aggregated with positions in stock index warrants on the same index priced initially at or below ten dollars by dividing the original offering price of the index warrant price above ten dollars by ten and multiplying this number by the size of the index warrant position. For example, if an investor held 100,000 stock index warrants priced initially at \$20 per warrant, the size of this position for position limit purposes would be 200,000 or 100,000 times 20/10.

(b) Whenever the Exchange determines that a person or group of persons acting in concert holds or controls an aggregate position (whether long or short) in stock index warrants in excess of the applicable position limits established pursuant to paragraph (a)

of this Rule 8.10, it may direct all Participants carrying a position in stock index warrants for such person or persons to liquidate such position, as expeditiously as possible consistent with the maintenance of an orderly market, to the extent necessary to assure that such person or persons are in compliance with applicable position limits. Whenever such a directive is issued by the Exchange, no Participant receiving notice thereof shall accept any order to purchase or sell any stock index warrants based on the same stock index for the account of the person or persons named in such directive, unless in each instance the Exchange provides its express approval therefor, or until such directive is rescinded.

Commentary:

.01 The Exchange will not approve any transaction or the carrying of any positions which would exceed the limits established pursuant to this Rule, except in highly unusual circumstances. Requests for such approval must be accompanied by a detailed statement of the facts justifying an exception to such position limits.

.02 The Exchange may establish higher position limits for Market Maker transactions than those applicable with respect to other accounts. Whenever a Market Maker reasonably anticipates that he or she may exceed such position limits in the performance of his or her Market Maker functions, he or she must consult with and obtain the prior approval of the regulatory staff.

Rule 8.11. Exercise Limits

Except with the prior approval of the Exchange in each instance, no Participant will exercise, for any account in which such Participant has an interest, or for the account of any partner, officer, director or employee thereof, or, for the account of any customer, a long position in any stock index warrant dealt in on the Exchange if as a result thereof such Participant or partner, officer, director or employee thereof or customer, acting alone or in concert with others, directly or indirectly, has or will have exercised within any five (5) consecutive business days aggregate long positions in the number of stock index warrants set forth in Rule 8.10. The Exchange may from time to time institute other limitations concerning the exercise of stock index warrants. All such exercise limitations are separate and distinct from any other exercise limitations imposed by the issuers of index warrants.

Rule 8.12. Trading Halts or Suspensions

The Exchange will maintain surveillance procedures for currency and index warrants listed under Rule 8.3 and will consider the suspension of trading in, and will initiate delisting proceedings under Article 22, Rule 4 of, a series of currency or index warrants under any of the following circumstances:

- (i) whenever trading in underlying securities whose weighted value represents more than 20%, in the case of a broad based index, and 10% for all other indices, of the index value is halted or is suspended;

- (ii) all trading has been halted or suspended in the market that is the primary market for a plurality of the underlying stocks;
- (iii) the current calculation of the index derived from the current market prices of the stocks is not available;
- (iv) if any of the continued listing requirements set forth in Rule 8.3 are not continuously maintained;
- (v) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of Currency or Index Warrants and any of the statements or representations regarding (a) the description of the underlying reference asset, (b) limitations on the underlying reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
- (vi) other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market and the protection of investors are present.

Trading in currency or index warrants that have been the subject of a halt or suspension by the Exchange may resume if the Exchange determines that the conditions which led to the halt or suspension are no longer present, or that the interests of a fair and orderly market are best served by a resumption of trading.

Rule 8.13. Reporting of Warrant Positions

(a) Each Participant will file with the Exchange a report with respect to each account in which the Participant has an interest, each account of a partner, officer, director, or employee of such Participant and each customer account, that has established an aggregate position (whether long or short) of 100,000 warrants covering the same underlying index, currency or currency index, combining for purposes of this Rule: (1) long positions in put warrants and short positions in call warrants, and (2) short positions in put warrants with long positions in call warrants. The report shall be in such form as may be prescribed by the Exchange and shall be filed no later than the close of business on the next day following the day on which the transaction or transactions requiring the filing of such report occurred. Whenever a report shall be required to be filed with respect to an account pursuant to this Rule, the Participant filing the report will file with the Exchange such additional periodic reports with respect to such account as the Exchange may from time to time prescribe. In computing reportable positions, warrants on a stock index shall not be aggregated with: (1) warrants on any other stock index, (2) options on any stock index or (3) options or warrants on any stock or group of stocks included in such index.

(b) In addition to the reports required by subsection (a) of this Rule, each Participant shall report promptly to the Exchange any instance in which such Participant has reason to believe that a person, acting alone or in concert with others, has exceeded or is attempting to exceed the position limits prescribed in Rule 8.10 or the exercise limits prescribed in Rule 8.11.

(c) All reports required by this Rule shall be filed with the Exchange in such manner and form as prescribed by the Exchange.

Section 2. Portfolio Depositary Receipts

Rule 8.100. Portfolio Depositary Receipts

(a) Definitions.

- (1) *Portfolio Depositary Receipt.* The term "Portfolio Depositary Receipt" means a security (a) that is based on a unit investment trust ("Trust") that holds the securities that comprise an index or portfolio underlying a series of Portfolio Depositary Receipts; (b) that is issued by the Trust in a specified aggregate minimum number in return for a "Portfolio Deposit" consisting of specified numbers of shares of stock and/or a cash amount, a specified portfolio of fixed income securities and/or a cash amount and/or a combination of the above; (c) that, when aggregated in the same specified minimum number, may be redeemed from the Trust which will pay to the redeeming holder the stock and/or cash, fixed income securities and/or cash and/or a combination thereof then comprising the "Portfolio Deposit"; and (d) that pays holders a periodic cash payment corresponding to the regular cash dividends or distributions declared with respect to the component securities of the securities index or portfolio of securities underlying the Portfolio Depositary Receipts, less certain expenses and other charges as set forth in the Trust prospectus.
- (2) *Reporting Authority.* The term "Reporting Authority" in respect of a particular series of Portfolio Depositary Receipts means the Exchange, an institution (including the Trustee for a series of Portfolio Depositary Receipts), or a reporting service designated by the Exchange or by the exchange that lists a particular series of Portfolio Depositary Receipts (if the Exchange is trading such series pursuant to unlisted trading privileges) as the official source for calculating and reporting information relating to such series, including, but not limited to, any current index or portfolio value; the current value of the portfolio of securities required to be deposited to the Trust in connection with the issuance of Portfolio Depositary Receipts; the amount of any dividend equivalent payment or cash distribution to holders of Portfolio Depositary Receipts, net asset value, or other information relating to the creation, redemption or trading of Portfolio Depositary Receipts.
- (3) *US Component Stock.* The term "US Component Stock" shall mean an equity security that is registered under Sections 12(b) or 12(g) of the Securities Exchange Act of 1934 or an American Depositary Receipt, the underlying equity security of which is registered under Sections 12(b) or 12(g) of the Securities Exchange Act of 1934.
- (4) *Non-US Component Stock.* The term "Non-US Component Stock" shall mean an equity security that is not registered under Sections 12(b) or 12(g) of the Securities Exchange Act of 1934 and that is issued by an entity that (a) is not

organized, domiciled or incorporated in the United States, and (b) is an operating company (including Real Estate Investment Trusts (REITS) and income trusts, but excluding investment trusts, unit trusts, mutual funds, and derivatives).

(b) *Applicability.* This Rule is applicable only to Portfolio Depositary Receipts. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the Bylaws and all other Rules and policies of the Board of Directors are applicable to the trading on the Exchange of such securities. Portfolio Depositary Receipts are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

(c) *Disclosures.* The provisions of this subparagraph apply only to series of Portfolio Depositary Receipts that are the subject of an order by the Securities and Exchange Commission exempting such series from certain prospectus delivery requirements under Section 24(d) of the Investment Company Act of 1940 and are not otherwise subject to prospectus delivery requirements under the Securities Act of 1933. The Exchange will inform Participants regarding application of these provisions of this subparagraph to a particular series of Portfolio Depositary Receipts by means of an information circular prior to commencement of trading in such series.

Participants shall provide to all purchasers of a series of Portfolio Depositary Receipts a written description of the terms and characteristics of such securities, in a form approved by the Exchange, or prepared by the unit investment trust issuing such securities, not later than the time a confirmation of the first transaction in such series is delivered to such purchaser. In addition, Participants shall include such a written description with any sales material relating to a series of Portfolio Depositary Receipts that is provided to customers or the public. Any other written materials provided by a Participant to customers or the public making specific reference to a series of Portfolio Depositary Receipts as an investment vehicle must include a statement in substantially the following form: "A circular describing the terms and characteristics of [the series of Portfolio Depositary Receipts] is available from your broker. It is recommended that you obtain and review such circular before purchasing [the series of Portfolio Depositary Receipts]. In addition, upon request you may obtain from your broker a prospectus for [the series of Portfolio Depositary Receipts]."

A Participant carrying an omnibus account for a non-Participant broker-dealer is required to inform such non-Participant that execution of an order to purchase a series of Portfolio Depositary Receipts for such omnibus account will be deemed to constitute agreement by the non-Participant to make such written description available to its customers on the same terms as are directly applicable to Participants under this Rule.

Upon request of a customer, a Participant shall also provide a prospectus for the particular series of Portfolio Depositary Receipts.

(d) *Designation of an Index or Portfolio.* The trading of Portfolio Depositary Receipts based on one or more stock indexes or securities portfolios, whether by listing or pursuant to unlisted trading privileges, shall be considered on a case-by-case basis. The Portfolio Depositary Receipts based on each particular stock index or portfolio shall be

designated as a separate series and shall be identified by a unique symbol. The stocks that are included in an index or portfolio on which Portfolio Depositary Receipts are based shall be selected by the Exchange or by such other person as shall have a proprietary interest in and authorized use of such index or portfolio, and may be revised from time to time as may be deemed necessary or appropriate to maintain the quality and character of the index or portfolio.

(e) The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of Portfolio Depositary Receipts that do not otherwise meet the standards set forth in this rule. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

(f) *Initial and Continued Listing and/or Trading.* A Trust upon which a series of Portfolio Depositary Receipts is based will be traded on the Exchange, whether by listing or pursuant to unlisted trading privileges, subject to the following criteria:

(1) Initial Listing

- (i) The minimum number of Portfolio Depositary Receipts required to be outstanding at commencement of trading is set forth in Commentary .01 paragraph (d) of this Rule.
- (ii) The Exchange will obtain a representation from the issuer of each series of Portfolio Depositary Receipts that the net asset value per share for the series will be calculated daily and will be made available to all market participants at the same time.

(2) Continued Listing

- (i) The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Article 22, Rule 4 of, a Trust upon which a series of Portfolio Depositary Receipts is based under any of the following circumstances:
 - (A) if any of the continued listing requirements set forth in this Rule 8.100 are not continuously maintained;
 - (B) if the Exchange files separate proposals under 19(b) of the Securities Exchange Act of 1934 and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained;

- (C) if, following the initial twelve month period after the formation of a Trust and commencement of trading on the Exchange, the Trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Portfolio Depositary Receipts;
 - (D) if the value of the index or portfolio of securities on which the Trust is based is no longer calculated or available; or
 - (E) if such other event shall occur or condition exists which in the opinion of the Exchange, makes further dealings on the Exchange inadvisable.
- (ii) The Exchange will halt trading in a series of Portfolio Depositary Receipts if the circuit breaker parameters of Rule 7.12 have been reached. In exercising its discretion to halt or suspend trading in a series of Portfolio Depositary Receipts, the Exchange may consider factors such as the extent to which trading in the underlying securities is not occurring or whether other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present, in addition to other factors that may be relevant. The remainder of this paragraph (ii) shall apply only when the Exchange is the listing market for a series of Portfolio Depositary Receipts. If the Intraday Indicative Value (as defined in Commentary .01 to Rule 8.100) or the official index value applicable to that series of Portfolio Depositary Receipts is not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the Intraday Indicative Value or the index value occurs. If the interruption to the dissemination of the Intraday Indicative Value or the official index value persists past the trading day in which it occurred, the Exchange will halt trading no later than the beginning of the trading day following the interruption. Procedures for trading halts in connection with an interruption in the calculation or dissemination of the Intraday Indicative Value or the official index value for Portfolio Depositary Receipts are set forth in Rule 7.18.
- (iii) Upon termination of a Trust, the Exchange requires that Portfolio Depositary Receipts issued in connection with such Trust be removed from Exchange listing or have their unlisted trading privileges terminated. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of securities in the Trust falls below a specified amount.
- (3) Term—The stated term of the Trust shall be as stated in the Trust prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.
- (4) Trustee—The trustee must on an initial and continued listing basis be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for

any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

- (5) Voting—Voting rights shall be as set forth in the Trust prospectus. The trustee of a Trust may have the right to vote all of the voting securities of such Trust.

Commentary:

.01 Equity. The Exchange may approve a series of Portfolio Depositary Receipts for listing and/or trading (including pursuant to unlisted trading privileges) pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934. Portfolio Depositary Receipts listed pursuant to Rule 19b-4(e) shall satisfy the criteria set forth in (a)(A), (B) or (C) and (b) through (g) below.

(a) Eligibility Criteria for Index Components.

(A) US index or portfolio. Component stocks of an index or portfolio of US Component Stocks underlying a series of Portfolio Depositary Receipts listed pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 shall meet the following criteria on an initial and continued listing basis:

- (1) Component stocks that in the aggregate account for at least 90% of the weight of the index or portfolio each shall have a minimum market value of at least \$75 million;
- (2) Component stocks that in the aggregate account for at least 90% of the weight of the index or portfolio each shall have a minimum monthly trading volume during each of the last six months of at least 250,000 shares;
- (3) The most heavily weighted component stock shall not exceed 25% of the weight of the index or portfolio, and the five most heavily weighted component stocks shall not exceed 65% of the weight of the index or portfolio;
- (4) The index or portfolio shall include a minimum of 13 component stocks; and
- (5) All securities in the index or portfolio shall be US Component Stocks listed on a national securities exchange and shall be NMS Stocks as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934.

(B) International or global index or portfolio. Component stocks of an index or portfolio underlying a series of Portfolio Depositary Receipts listed pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 that consist of either (a) only Non-US Component Stocks or (b) both US Component Stocks and Non-US Component Stocks shall meet the following criteria on an initial and continued listing basis:

- (1) Component stocks that in the aggregate account for at least 90% of the weight of the index or portfolio each shall have a minimum market value of at least \$100 million;
- (2) Component stocks that in the aggregate account for at least 90% of the weight of the index or portfolio each shall have a minimum worldwide monthly trading volume during each of the last six months of at least 250,000 shares;
- (3) The most heavily weighted component stock shall not exceed 25% of the weight of the index or portfolio, and the five most heavily weighted component stocks shall not exceed 60% of the weight of the index or portfolio;
- (4) The index or portfolio shall include a minimum of 20 component stocks; and
- (5) Each US Component Stock shall be listed on a national securities exchange and shall be an NMS Stock as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934, and each Non-US Component Stock shall be listed and traded on an exchange that has last-sale reporting.

(C) Index or portfolio approved in connection with options or other derivative securities. For the initial and continued listing of a series of Portfolio Depositary Receipts pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934, the index or portfolio underlying a series of Portfolio Depositary Receipts shall have been reviewed and approved for trading of options, Portfolio Depositary Receipts, Investment Company Units, Index-Linked Exchangeable Notes or Index-Linked Securities by the Securities and Exchange Commission under Section 19(b) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Securities and Exchange Commission's approval order, including comprehensive surveillance sharing agreements with respect to Non-US Component Stocks and the requirements regarding dissemination of information, must continue to be satisfied. On an initial and continued listing basis, each component stock of the index or portfolio shall be either (i) a US Component Stock that is listed on a national securities exchange and is an NMS Stock as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934 or (ii) a Non-US Component Stock that is listed and traded on an exchange that has last-sale reporting.

(b) Index Methodology and Calculation. All requirements set forth in this paragraph must be satisfied on an initial and continued listing basis

- (1) The index underlying a series of Portfolio Depositary Receipts will be calculated based on either the market capitalization, modified market capitalization, price, equal-dollar or modified equal-dollar weighting methodology;

- (2) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor shall erect and maintain a "firewall" around the personnel who have access to information concerning changes and adjustments to the index and the index shall be calculated by a third party who is not a broker-dealer or fund advisor. In addition, any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index or portfolio composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index;
- (3) The current index value for Portfolio Depositary Receipts listed pursuant to (a) Commentary .01(a)(A) above will be widely disseminated by one or more major market data vendors at least every 15 seconds during the Core Trading Session (as defined in Rule 7.34); (b) Commentary .01(a)(B) above will be widely disseminated by one or more major market data vendors at least every 60 seconds during the Core Trading Session; or (c) Commentary .01(a)(C) above will be widely disseminated during the Core Trading Session by one or more major market data vendors at least every 15 seconds with respect to indexes containing only US Component Stocks and at least every 60 seconds with respect to indexes containing Non-US Component Stocks. If the official index value does not change during some or all of the period when trading is occurring on the Exchange (for example, for indexes of Non-US Component Stocks because of time zone differences or holidays in the countries where such indexes' component stocks trade), then the last official calculated index value must remain available throughout Exchange trading hours.

(c) Disseminated Information. One or more major market data vendors will disseminate for each series of Portfolio Depositary Receipts listed or traded on the Exchange an estimate, updated at least every 15 seconds, during the Core Trading Session of the value in U.S. dollars of a share of each series (the "Intraday Indicative Value"). The Intraday Indicative Value may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value. The Intraday Indicative Value will be updated at least every 15 seconds during the Core Trading Session to reflect changes in the exchange rate between the U.S. dollar and the currency in which any component stock is denominated. If the Intraday Indicative Value does not change during some or all of the period when trading is occurring on the Exchange, then the last official calculated Intraday Indicative Value must remain available throughout Exchange trading hours. All requirements set forth in this paragraph must be satisfied on an initial and continued listing basis.

(d) Initial Shares Outstanding. A minimum of 100,000 shares of a series of Portfolio Depositary Receipts is required to be outstanding at commencement of trading.

(e) Hours of Trading. The hours of trading for series of Portfolio Depositary Receipts are the same as those provided in Rule 7.34(a).

(f) Surveillance Procedures. The Exchange will implement written surveillance procedures for Portfolio Depositary Receipts.

(g) Creation and Redemption. For Portfolio Depositary Receipts listed pursuant to Commentary .01(a)(B) or (C) above, the statutory prospectus or the application for exemption from provisions of the Investment Company Act of 1940 for the series of Portfolio Depositary Receipts must state that the Trust must comply with the federal securities laws in accepting securities for deposits and satisfying redemptions with redemption securities, including that the securities accepted for deposits and the securities used to satisfy redemption requests are sold in transactions that would be exempt from registration under the Securities Act of 1933.

.02 Fixed Income. Fixed Income Securities are debt securities that are notes, bonds, debentures or evidence of indebtedness that include, but are not limited to, U.S. Department of Treasury securities ("Treasury Securities"), government-sponsored entity securities ("GSE Securities"), municipal securities, trust preferred securities, supranational debt and debt of a foreign country or a subdivision thereof. The Exchange may approve a series of Portfolio Depositary Receipts based on Fixed Income Securities for listing and pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided such portfolio or index (i) has been reviewed and approved for the trading of options, Investment Company Units, Portfolio Depositary Receipts, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order, continue to be satisfied or (ii) the following criteria is satisfied.

(a) Eligibility Criteria for Index Components. Components of an index or portfolio underlying a series of Portfolio Depositary Receipts listed pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 shall meet the following criteria on an initial and continued listing basis:

- (1) The index or portfolio must consist of Fixed Income Securities;
- (2) Components that in aggregate account for at least 75% of the weight of the index or portfolio each shall have a minimum original principal amount outstanding of \$100 million or more;
- (3) A component may be a convertible security, however, once the convertible security component converts to the underlying equity security, the component is removed from the index or portfolio;
- (4) No component fixed-income security (excluding Treasury Securities and GSE Securities) shall represent more than 30% of the weight of the index or portfolio, and the five most heavily weighted component fixed-income securities in the index or portfolio shall not in the aggregate account for more than 65% of the weight of the index or portfolio;
- (5) An underlying index or portfolio (excluding one consisting entirely of exempted securities) must include a minimum of 13 non-affiliated issuers; and
- (6) Component securities that in aggregate account for at least 90% of the weight of the index or portfolio must be either a) from issuers that are required to file

reports pursuant to Sections 13 and 15(d) of the Securities Exchange Act of 1934; b) from issuers that have a worldwide market value of its outstanding common equity held by non-affiliates of \$700 million or more; c) from issuers that have outstanding securities that are notes, bonds debentures, or evidence of indebtedness having a total remaining principal amount of at least \$1 billion; d) exempted securities as defined in Section 3(a)(12) of the Securities Exchange Act of 1934; or e) from issuers that are a government of a foreign country or a political subdivision of a foreign country.

(b) *Index Methodology and Calculation.* All requirements set forth in this paragraph must be satisfied on an initial and continued listing basis.

- (i) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor shall erect and maintain a "firewall" around the personnel who have access to information concerning changes and adjustments to the index;
- (ii) The current index value for Portfolio Depositary Receipts listed pursuant to Commentary .02(a) above will be widely disseminated by one or more major market data vendors at least once per day and if the index value does not change during some or all of the period when trading is occurring on the Exchange, the last official calculated index value must remain available throughout Exchange trading hours; and
- (iii) Any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index.

(c) *Disseminated Information.* One or more major market data vendors shall disseminate for each series of Portfolio Depositary Receipts listed pursuant to Commentary .02(a) above an estimate, updated at least every 15 seconds during the Core Trading Session, of the value of a share of each series (the "Intraday Indicative Value"). The Intraday Indicative Value may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value. The Intraday Indicative Value may be calculated by the Exchange or by an independent third party throughout the day using prices obtained from independent market data providers or other independent pricing sources such as a broker-dealer or price evaluation services. If the Intraday Indicative Value does not change during some or all of the period when trading is occurring on the Exchange, then the last official calculated Intraday Indicative Value must remain available throughout Exchange trading hours. All requirements set forth in this paragraph must be satisfied by the issuer on an initial and continued listing basis.

(d) *Initial Shares Outstanding.* The provisions of Commentary .01(d) above shall apply to series of Portfolio Depositary Receipts listed pursuant to Commentary .02(a) above.

(e) Hours of Trading. The provisions of Commentary .01(e) above shall apply to series of Portfolio Depositary Receipts listed pursuant to Commentary .02(a) above.

(f) Surveillance Procedures. The provisions of Commentary .01(f) above shall apply to series of Portfolio Depositary Receipts based on Fixed Income Securities that are listed and/or traded pursuant to UTP.

.03 The Exchange may approve a series of Portfolio Depositary Receipts based on a combination of indexes or an index or portfolio of component securities representing the U.S. or domestic equity market, the international equity market, and the fixed income market for listing and trading pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided (i) such portfolio or combination of indexes have been reviewed and approved for the trading of options, Investment Company Units, Portfolio Depositary Receipts, Index-Linked Exchangeable Notes or Index-Linked Securities by the Commission under Section 19(b) of the Securities Exchange Act of 1934 and rules thereunder and the conditions set forth in the Commission's approval order continue to be satisfied or (ii) each index or portfolio of equity and fixed income component securities separately meet either the criteria set forth in Commentary .01(a) or .02(a) above.

(a) Index Methodology and Calculation. All requirements set forth in this paragraph must be satisfied on an initial and continued listing basis.

- (i) If the index is maintained by a broker-dealer or fund advisor, the broker-dealer or fund advisor shall erect and maintain a "firewall" around the personnel who have access to information concerning changes and adjustments to the index;
- (ii) The current composite index value for Portfolio Depositary Receipts listed pursuant to Commentary .01(a) or .02(a) above shall be widely disseminated by one or more major market data vendors at least once every 15 seconds during the Core Trading Session, provided however, that (a) with respect to the Non-US Component Stocks of the combination index, the impact on the index is only required to be updated at least every 60 seconds during the Core Trading Session, and (b) with respect to the fixed income components of the combination index, the impact on the index is only required to be updated at least once each day; and
- (iii) Any advisory committee, supervisory board, or similar entity that advises a Reporting Authority or that makes decisions on the index composition, methodology and related matters, must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the applicable index.

(b) Other Applicable Provisions. The provisions of Commentary .01(c)-(g) shall also apply to series of Portfolio Depositary Receipts based on a combination of indexes or an index or portfolio of component securities representing the U.S. or domestic equity market, the international equity market, and the fixed income market.

Rule 8.100(f). Limitation of Liability of the Exchange

Neither the Exchange, the Reporting Authority nor any agent of the Exchange shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any current index or portfolio value, the current value of the portfolio of securities required to be deposited to the Trust; the amount of any dividend equivalent payment or cash distribution to holders of Portfolio Depositary Receipts; net asset value; or other information relating to the creation, redemption or trading of Portfolio Depositary Receipts, resulting from any negligent act or omission by the Exchange, or the Reporting Authority, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, or the Reporting Authority, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reporting of transactions in one or more underlying securities. The Exchange makes no warranty, express or implied, as to results to be obtained by any person or entity from the use of Portfolio Depositary Receipts or any underlying index or data included therein and the Exchange makes no express or implied warranties, and disclaims all warranties of merchantability or fitness for a particular purpose with respect to Portfolio Depositary Receipts or any underlying index or data included therein. This limitation of liability shall be in addition to any other limitation contained in the Exchange's Bylaws and Rules.

Rule 8.100(g). Nasdaq-100 Index

The Nasdaq Stock Market, Inc. ("Nasdaq") has licensed the use of the Nasdaq-100 Index[®] for certain purposes in connection with trading in a particular series of Portfolio Depositary Receipts on the Exchange (Nasdaq-100 SharesSM). Nasdaq and their affiliates do not guarantee the accuracy and/or completeness of the Nasdaq-100 Index or any data included therein. Nasdaq, the Exchange and their affiliates make no warranty, express or implied, as to results to be obtained by any person or entity from the use of the Nasdaq-100 Index or any data included therein in connection with the rights licensed or for any other use. Nasdaq, the Exchange and their affiliates make no express or implied warranties, and disclaim all warranties of merchantability or fitness for a particular purpose with respect to the Nasdaq-100 Index or any data included therein. Without limiting any of the foregoing, in no event shall Nasdaq, the Exchange and their affiliates have any liability for any lost profits or special, punitive, incidental, indirect or consequential damages, even if notified of the possibility of such damages. In addition, Nasdaq, the Exchange and their affiliates shall have no liability for any damages, claims, losses or expenses caused by any errors or delays in calculating or disseminating the Nasdaq-100 Index.

Commentary:

.01 The Exchange will trade, pursuant to unlisted trading privileges, Portfolio Depositary Receipts based on the Standard and Poor's Corporation's S&P 500 Index, known as SPDRs.

.02 The Exchange will trade, pursuant to unlisted trading privileges, Portfolio Depositary Receipts based on the S&P MidCap 400 Index, known as MidCap SPDRs.

.03 The Exchange will trade, pursuant to unlisted trading privileges, Portfolio Depositary Receipts based on the Nasdaq-100 Index, known as Nasdaq-100.

Rule 8.200. Trust Issued Receipts

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Trust Issued Receipts that meet the criteria of this Rule. The Exchange may submit a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Trust Issued Receipts that do not meet the standards set forth in Commentary .01 to this Rule 8.200. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements. If an issue of Trust Certificates does not satisfy these requirements, the Exchange may halt trading in the securities and will initiate delisting proceedings pursuant to Article 22, Rule 4.

(b) Definitions. A Trust Issued Receipt is a security (1) that is issued by a trust ("Trust") which holds specific securities deposited with the Trust; (2) that, when aggregated in some specified minimum number, may be surrendered to the Trust by the beneficial owner to receive the securities; and (3) that pay beneficial owners dividends and other distributions on the deposited securities, if any are declared and paid to the trustee ("Trustee") by an issuer of the deposited securities.

(c) Designation. The Exchange may trade, whether by listing or pursuant to unlisted trading privileges, Trust Issued Receipts based on one or more securities. The Trust Issued Receipts based on particular securities shall be designated as a separate series and shall be identified by a unique symbol. The securities that are included in a series of Trust Issued Receipts shall be selected by the Exchange or by such other person as shall have a proprietary interest in such Trust Issued Receipts.

(d) Initial and Continued Listing and/or Trading. Trust Issued Receipts will be traded on the Exchange subject to application of the following criteria:

- (1) Commencement of Trading—For each Trust, the Exchange will establish a minimum number of Trust Issued Receipts required to be outstanding at the time of commencement of trading on the Exchange.
- (2) Continued Trading—The Exchange will consider the suspension of trading in or termination of unlisted trading privileges for, and will initiate delisting proceedings under Article 22, Rule 4 of, a Trust upon which a series of Trust Issued Receipts is based under any of the following circumstances:
 - (A) if, following the initial twelve month period following formation of a Trust and commencement of trading on the Exchange, the Trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Trust Issued Receipts;

- (B) if, following the initial twelve month period following formation of a Trust and commencement of trading on the Exchange, the Trust has fewer than 50,000 receipts issued and outstanding;
- (C) if, following the initial twelve month period following formation of a Trust and commencement of trading on the Exchange, the market value of all receipts issued and outstanding is less than \$1,000,000;
- (D) if any of the continued listing requirements set forth in this Rule 8.200 are not continuously maintained; or
- (E) if the Exchange files separate proposals under 19(b) of the Securities Exchange Act of 1934 and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained;
- (F) if any other event shall occur or condition exists which, in the opinion of the Exchange, makes further dealings on the Exchange inadvisable.

Upon termination of a Trust, the Exchange requires that Trust Issued Receipts issued in connection with such trust be removed from listing or have their unlisted trading privileges terminated. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of securities in the Trust falls below a specified amount.

- (3) Term—The stated term of the Trust shall be as stated in the Trust prospectus; however, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.
- (4) Trustee—The trustee must on an initial and continued listing basis be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, as qualified trust company or banking institution must be appointed co-trustee.
- (5) Voting—Voting rights shall be as set forth in the Trust prospectus.

(e) Participants. Participants shall provide to all purchasers of newly issued Trust Issued Receipts a prospectus for the series of Trust Issued Receipts.

(f) Applicability. This Rule is applicable only to Trust Issued Receipts. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the Bylaws and all other rules and procedures of the Board of Directors shall be applicable to the trading on the Exchange of such securities. Trust Issued Receipts are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

Commentary:

.01 The Exchange may approve trust issued receipts for trading, whether by listing or pursuant to unlisted trading privileges, pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934, provided that the following criteria (other than clause (f) which need only be satisfied on an initial listing basis) are satisfied on an initial and continued listing basis:

- (a) each security underlying the trust issued receipt must be registered under Section 12 of the Exchange Act;
- (b) each security underlying the trust issued receipt must have a minimum public float of at least \$150 million;
- (c) each security underlying the trust issued receipt must be listed on a national securities exchange or traded through the facilities of Nasdaq as a reported national market system security;
- (d) each security underlying the trust issued receipt must have an average daily trading volume of at least 100,000 shares during the preceding sixty-day trading period;
- (e) each security underlying the trust issued receipt must have an average daily dollar value of shares traded during the preceding sixty-day trading period of at least \$1 million; and
- (f) the most heavily weighted security in the trust issued receipt cannot initially represent more than 20% of the overall value of the trust issued receipt.

.02

- (a) The provisions of this Commentary apply only to Trust Issued Receipts that invest in "Investment Shares" or "Financial Instruments" as defined below. Rules that reference Trust Issued Receipts shall also apply to Trust Issued Receipts investing in Investment Shares or "Financial Instruments" .
- (b) **Definitions.** The following terms as used in this Commentary shall, unless the context otherwise requires, have the meanings herein specified:
 - (1) *Investment Shares.* The term "Investment Shares" means a security (a) that is issued by a trust, partnership, commodity pool or other similar entity that invests in any combination of futures contracts, options on futures contracts, forward contracts, commodities, swaps or high credit quality short-term fixed income securities or other securities; and (b) issued and redeemed daily at net asset value in amounts correlating to the number of receipts created and redeemed in a specified aggregate minimum number.
 - (2) *Futures Contract.* The term "futures contract" is commonly known as a "contract of sale of a commodity for future delivery" set forth in Section 2(a) of the Commodity Exchange Act.

- (3) Forward Contract. A forward contract is a contract between two parties to purchase and sell a specific quantity of a commodity at a specified price with delivery and settlement at a future date. Forwards are traded over-the-counter ("OTC") and not listed on a futures exchange.
- (4) Financial Instruments. The term "Financial Instruments" means any combination of investments, including cash; securities; options on securities and indices; futures contracts; options on futures contracts; forward contracts; equity caps, collars and floors; and swap agreements.
- (c) **Designation.** The Exchange may list and trade Trust Issued Receipts investing in Investment Shares or Financial Instruments. Each issue of a Trust Issued Receipt based on a particular Investment Share shall be designated as a separate series and shall be identified by a unique symbol.
- (d) **Initial and Continued Listing.** Trust Issued Receipts based on Investment Shares or Financial Instruments will be listed and traded on the Exchange subject to application of the following criteria:
 - (1) Initial Listing—The Exchange will establish a minimum number of receipts required to be outstanding at the time of commencement of trading on the Exchange.
 - (2) Continued Listing—The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Article 22, Rule 4 of, Trust Issued Receipts based on an Investment Share or Financial Instruments under any of the following circumstances:
 - (i) if following the initial twelve month period following the commencement of trading of the shares, (A) the Issuer has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Trust Issued Receipts; (B) if the Issuer has fewer than 50,000 securities or shares issued and outstanding; or (C) if the market value of all securities or shares issued and outstanding is less than \$1,000,000;
 - (ii) if the value of an underlying index or portfolio is no longer calculated or available on at least a 15-second delayed basis or the Exchange stops providing a hyperlink on its website to any such asset or investment value;
 - (iii) if the Indicative Value is no longer made available on at least a 15-second delayed basis;
 - (iv) if any of the continued listing requirements set forth in this Rule 8.200 are not continuously maintained;

- (v) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Trust Issued Receipts based on separate Investment Shares or Financial Instruments and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
- (vi) if such other event shall occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

Upon termination of the Trust, the Exchange requires that Trust Issued Receipts issued in connection with such Trust be removed from Exchange listing. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of the Trust falls below a specified amount.

- (3) Term—The stated term of the Trust shall be as stated in the prospectus. However, such entity may be terminated under such earlier circumstances as may be specified in the Trust prospectus.
- (4) Trustee—The following requirements apply on an initial and continued listing basis:
 - (i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.
 - (ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.
- (5) Voting—Voting rights shall be as set forth in the applicable Trust prospectus.

(e) Market Maker Accounts.

- (1) The Market Maker in Trust Issued Receipts must file, with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading the underlying physical asset or commodity, related futures or options on futures, or any other related derivatives, which the Market Maker may have or over which it may exercise investment discretion. No Market Maker in the Trust Issued Receipts shall trade in the underlying physical asset or commodity, related

futures or options on futures, or any other related derivatives, in an account in which a Market Maker, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

(2) In addition to the existing obligations under Exchange rules regarding the production of books and records (see, e.g. Article 11, Rule 2), the Market Maker in Trust Issued Receipts shall make available to the Exchange such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts in the underlying physical asset or commodity, related futures or options on futures, or any other related derivatives, as may be requested by the Exchange.

(f) Limitation of Exchange Liability. Neither the Exchange nor any agent of the Exchange shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying asset or commodity value, the current value of the underlying asset or commodity if required to be deposited to the Trust in connection with issuance of Trust Issued Receipts; net asset value; or other information relating to the purchase, redemption or trading of Trust Issued Receipts, resulting from any negligent act or omission by the Exchange or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in an underlying asset or commodity.

(g) The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before listing and trading Trust Issued Receipts based on separate Investment Shares or Financial Instruments. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Rule 8.201. Commodity-Based Trust Shares

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Commodity-Based Trust Shares that meet the criteria of this Rule.

(b) Applicability. This Rule is applicable only to Commodity-Based Trust Shares. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the trust issued receipts rules, Bylaws, and all other rules and procedures of the Board of Directors shall be applicable to the trading on the Exchange of such securities. Commodity-Based Trust Shares are included within the definition

of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

(c) Definitions. The following terms as used in the Rules shall, unless the context otherwise requires, have the meaning herein specified:

(1) *Commodity-Based Trust Shares.* The term "Commodity-Based Trust Shares" means a security (a) that is issued by a trust ("Trust") that holds (1) a specified commodity deposited with the Trust, or (2) a specified commodity and, in addition to such specified commodity, cash; (b) that is issued by such Trust in a specified aggregate minimum number in return for a deposit of a quantity of the underlying commodity and/or cash; and (c) that, when aggregated in the same specified minimum number, may be redeemed at a holder's request by such Trust which will deliver to the redeeming holder the quantity of the underlying commodity and/or cash.

(2) *Commodity.* The term "commodity" is defined in Section 1a(9) of the Commodity Exchange Act.

(d) *Designation of an Underlying Commodity.* The Exchange may trade, either by listing or pursuant to unlisted trading privileges, Commodity-Based Trust Shares based on an underlying commodity. Each issue of a Commodity-Based Trust Share shall be designated as a separate series and shall be identified by a unique symbol.

(e) *Initial and Continued Listing.* Commodity-Based Trust Shares will be listed and traded on the Exchange subject to application of the following criteria:

(1) *Initial Listing*—the Exchange will establish a minimum number of Commodity-Based Trust Shares required to be outstanding at the time of commencement of trading on the Exchange.

(2) *Continued Listing*—The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Article 22, Rule 4 of, such series under any of the following circumstances:

- (i) if, following the initial twelve month period following commencement of trading on the Exchange of Commodity-Based Trust Shares, the Trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Commodity-Based Trust Shares; or
- (ii) if, following the initial twelve month period following commencement of trading on the Exchange of Commodity-Based Trust Shares, the Trust has fewer than 50,000 receipts issued and outstanding; or
- (iii) if, following the initial twelve month period following commencement of trading on the Exchange of Commodity-Based Trust Shares, the market value of all receipts issued and outstanding is less than \$1,000,000; or

- (iv) if the value of the underlying commodity is no longer calculated or available on at least a 15-second delayed basis from a source unaffiliated with the sponsor, Trust, custodian or the Exchange or the Exchange stops providing a hyperlink on its Web site to any such unaffiliated commodity value;
- (v) if the Indicative Trust Value is no longer made available on at least a 15-second delayed basis;
- (vi) if any of the continued listing requirements set forth in this Rule 8.201 are not continuously maintained;
- (vii) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Commodity-Based Trust Shares and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
- (viii) if such other event shall occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

Upon termination of a Trust, the Exchange requires that Commodity-Based Trust Shares issued in connection with such entity Trust be removed from Exchange listing. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of the Trust falls below a specified amount.

- (3) Term—The stated term of the Trust shall be as stated in the Trust prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.
- (4) Trustee—The following requirements apply on an initial and continued listing basis:
 - (i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.
 - (ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.
- (5) Voting—Voting rights shall be as set forth in the applicable Trust prospectus.

(f) Limitation of Exchange Liability. Neither the Exchange nor any agent of the Exchange shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying commodity value, the

current value of the underlying commodity required to be deposited to the Trust in connection with issuance of Commodity-Based Trust Shares; resulting from any negligent act or omission by the Exchange, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange, its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in an underlying commodity.

(g) *Market Maker Accounts.* A Market Maker in Commodity-Based Trust Shares with no exposure to a non-U.S. currency or currencies must file with the Exchange in a manner prescribed by the Exchange and keep current a list identifying all accounts for trading in an underlying commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives, which the Market Maker may have or over which it may exercise investment discretion. A Market Maker in Commodity-Based Trust Shares with exposure to one or more non-U.S. currencies ("Underlying FX") also must file with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading in Underlying FX and derivatives overlying Underlying FX which the Market Maker may have or over which it may exercise investment discretion, as well as a list of all commodity and commodity-related accounts referenced above. No Market Maker in Commodity-Based Trust Shares shall trade in a commodity, Underlying FX or any related derivative in an account that the Market Maker (1) directly or indirectly controls trading activities or has a direct interest in the profits or losses thereof, (2) is required by this rule to disclose to the Exchange, and (3) has not reported to the Exchange.

In addition to the existing obligations under Exchange rules regarding the production of books and records, the Market Maker in Commodity-Based Trust Shares shall make available to the Exchange such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts for trading the underlying physical commodity, related commodity futures or options on commodity futures, applicable Underlying FX, or any other related commodity or applicable Underlying FX derivatives, as may be requested by the Exchange.

Commentary:

.01 A Commodity-Based Trust Share is a Trust Issued Receipt that holds a specified commodity deposited with the Trust.

.02 The Exchange requires that Participants provide all purchasers of newly issued Commodity-Based Trust Shares a prospectus for the series of Commodity-Based Trust Shares.

.03 Transactions in Commodity-Based Trust Shares will occur during the trading hours specified in Rule 7.34.

.04 The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before trading, either by listing or pursuant to unlisted trading privileges, Commodity-Based Trust Shares. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Rule 8.202. Currency Trust Shares

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Currency Trust Shares that meet the criteria of this Rule.

(b) Applicability. This Rule is applicable only to Currency Trust Shares. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the trust issued receipts rules, Bylaws, and all other rules and procedures of the Board of Directors shall be applicable to the trading on the Exchange of such securities. Currency Trust Shares are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

(c) Currency Trust Shares. The term "Currency Trust Shares" as used in the Rules shall, unless the context otherwise requires, mean a security that (a) is issued by a trust ("Trust") that holds a specified non-U.S. currency or currencies deposited with the Trust; (b) when aggregated in some specified minimum number may be surrendered to the Trust by an Authorized Participant (as defined in the Trust's prospectus) to receive the specified non-U.S. currency or currencies; and (c) pays beneficial owners interest and other distributions on the deposited non-U.S. currency or currencies, if any, declared and paid by the Trust.

(d) Designation of Non-U.S. Currency. The Exchange may trade, either by listing or pursuant to unlisted trading privileges, Currency Trust Shares that hold a specified non-U.S. currency or currencies. Each issue of Currency Trust Shares shall be designated as a separate series and shall be identified by a unique symbol.

(e) Initial and Continued Listing. Currency Trust Shares will be listed and traded on the Exchange subject to application of the following criteria:

(1) *Initial Listing*—the Exchange will establish a minimum number of Currency Trust Shares required to be outstanding at the time of commencement of trading on the Exchange.

(2) *Continued Listing*—The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Article 22, Rule 4 of, such series under any of the following circumstances:

(i) if, following the initial 12 month period following commencement of trading on the Exchange of Currency Trust Shares, the Trust has more than 60 days remaining until

termination and there are fewer than 50 record and/or beneficial holders of Currency Trust Shares; or

(ii) if, following the initial 12 month period following commencement of trading on the Exchange of Currency Trust Shares, the Trust has fewer than 50,000 Currency Trust Shares issued and outstanding; or

(iii) if, following the initial 12 month period following commencement of trading on the Exchange of Currency Trust Shares, the market value of all Currency Trust Shares issued and outstanding is less than \$1,000,000; or

(iv) if the value of the applicable non-U.S. currency is no longer calculated or available on at least a 15-second delayed basis from a source unaffiliated with the sponsor, Trust, custodian or the Exchange or the Exchange stops providing a hyperlink on its Web site to any such unaffiliated applicable non-U.S. currency value;

(v) if the Indicative Trust Value is no longer made available on at least a 15-second delayed basis;

(vi) if any of the continued listing requirements set forth in this Rule 8.202 are not continuously maintained;

(vii) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Currency Trust Shares and any of the statements or representations regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or

(viii) if such other event shall occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

Upon termination of a Trust, the Exchange requires that Currency Trust Shares issued in connection with such entity Trust be removed from Exchange listing. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of the Trust falls below a specified amount.

(3) Term—The stated term of the Trust shall be as stated in the Trust prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.

(4) Trustee—The following requirements apply on an initial and continued listing basis:

(i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) Voting—Voting rights shall be as set forth in the applicable Trust prospectus.

(f) Limitation of Exchange Liability. Neither the Exchange nor any agent of the Exchange shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any applicable non-U.S. currency value; the current value of the applicable non-U.S. currency required to be deposited to the Trust in connection with issuance of Currency Trust Shares; net asset value; or any other information relating to the purchase, redemption, or trading of the Currency Trust Shares, resulting from any negligent act or omission by the Exchange, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange, its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in an applicable non-U.S. currency.

(g) Market Maker Accounts. A Market Maker in Currency Trust Shares must file with the Exchange in a manner prescribed by the Exchange and keep current a list identifying all accounts for trading in the applicable non-U.S. currency, options, futures or options on futures on such currency, or any other derivatives based on such currency, which the Market Maker may have or over which it may exercise investment discretion. No Market Maker shall trade in the applicable non-U.S. currency, options, futures or options on futures on such currency, or any other derivatives based on such currency, in an account in which a Market Maker, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

In addition to the existing obligations under Exchange rules regarding the production of books and records, the Market Maker in Currency Trust Shares shall make available to the Exchange such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts for trading the applicable non-U.S. currency, options, futures or options on futures on such currency, or any other derivatives based on such currency, as may be requested by the Exchange.

(h) The Exchange may submit a rule filing pursuant to Section 19(b)(2) of the Securities Exchange Act of 1934 ("Act") to permit the listing and trading of Currency Trust Shares that do not otherwise meet the standards set forth in Commentary .04, below. All statements or representations contained in such rule filing regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Commentary:

.01 A Currency Trust Share is a Trust Issued Receipt that holds a specified non-U.S. currency or currencies deposited with the Trust.

.02 The Exchange requires that Participants provide all purchasers of newly issued Currency Trust Shares a prospectus for the series of Currency Trust Shares.

.03 Transactions in Currency Trust Shares will occur during the trading hours specified in Rule 7.34.

.04 The Exchange may approve an issue of Currency Trust Shares for listing and/or trading (including pursuant to unlisted trading privileges) pursuant to Rule 19b-4(e) under the Act. Such issue shall satisfy the criteria set forth in this rule and below on an initial and continued listing basis (except that the requirement in subparagraph (a) below need only be satisfied on an initial basis).

(a) A minimum of 100,000 shares of a series of Currency Trust Shares is required to be outstanding at commencement of trading.

(b) The value of the applicable non-U.S. currency, currencies or currency index must be disseminated by one or more major market data vendors on at least a 15-second delayed basis.

(c) The Indicative Trust Value must be calculated and widely disseminated by the Exchange or one or more major market data vendors on at least a 15-second basis during the Core Trading Session as defined in Rule 7.34.

(d) The Exchange will implement written surveillance procedures applicable to Currency Trust Shares.

.05 If the value of a Currency Trust Share is based in whole or in part on an index that is maintained by a broker-dealer, the broker-dealer shall erect and maintain a "firewall" around the personnel responsible for the maintenance of such index or who have access to information concerning changes and adjustments to the index, and the index shall be calculated by a third party who is not a broker-dealer.

Any advisory committee, supervisory board or similar entity that advises an index licensor or administrator or that makes decisions regarding the index or portfolio composition, methodology and related matters must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material, non-public information regarding the applicable index or portfolio.

.06 Equity Trading Rules

Currency Trust Shares will be subject to the Exchange's equity trading rules.

.07 Trading Halts

If the Indicative Trust Value, or the value of the non-U.S. currency or currencies or the currency index applicable to a series of Currency Trust Shares is not being disseminated as required, the Exchange may halt trading during the day on which such interruption first occurs. If such interruption persists past the trading day in which it occurred, the Exchange will halt trading no later than the beginning of the trading day following the interruption. If the Exchange becomes aware that the net asset value applicable to a series

of Currency Trust Shares is not being disseminated to all market participants at the same time, it will halt trading in such series until such time as the net asset value is available to all market participants.

Rule 8.203. Commodity Index Trust Shares

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Commodity Index Trust Shares that meet the criteria of this Rule.

(b) Applicability. This Rule is applicable only to Commodity Index Trust Shares. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the trust issued receipts rules, Bylaws, and all other rules and procedures of the Board of Directors shall be applicable to the trading on the Exchange of such securities. Commodity Index Trust Shares are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

(c) Commodity Index Trust Shares. The term "Commodity Index Trust Shares" as used in the Rules shall, unless the context otherwise requires, mean a security that (a) is issued by a trust ("Trust") that (i) is a commodity pool as defined in the Commodity Exchange Act and regulations thereunder, and that is managed by a commodity pool operator registered with the Commodity Futures Trading Commission, and (ii) that holds long positions in futures contracts on a specified commodity index, or interests in a commodity pool which, in turn, holds such long positions; (b) when aggregated in some specified minimum number may be surrendered to the Trust by the beneficial owner to receive positions in futures contracts on a specified index and cash or short term securities. The term "futures contract" is commonly known as a "contract of sale of a commodity for future delivery" set forth in Section 2(a) of the Commodity Exchange Act.

(d) Designation. The Exchange may trade, either by listing or pursuant to unlisted trading privileges, Commodity Index Trust Shares based on one or more securities. The Commodity Index Trust Shares based on particular securities shall be designated as a separate series and shall be identified by a unique symbol.

(e) Initial and Continued Listing. Commodity Index Trust Shares will be listed and traded on the Exchange subject to application of the following criteria:

- (1) *Initial Listing*—the Exchange will establish a minimum number of Commodity Index Trust Shares required to be outstanding at the time of commencement of trading on the Exchange.
- (2) *Continued Listing*— the Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Article 22, Rule 4 of, a series of Commodity Index Trust Shares under any of the following circumstances:
 - (i) following the initial twelve-month period beginning upon the commencement of trading of the Commodity Index Trust Shares, there are

fewer than 50 record and/or beneficial holders of Commodity Index Trust Shares;

- (ii) if the value of the applicable underlying index is no longer calculated or available on at least a 15-second delayed basis from a source unaffiliated with the sponsor, the Trust or the trustee of the Trust; or
- (iii) if the net asset value for the trust is no longer disseminated to all market participants at the same time;
- (iv) if the Indicative Trust Value is no longer made available on at least a 15-second delayed basis;
- (v) if any of the continued listing requirements set forth in this Rule 8.203 are not continuously maintained;
- (vi) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Commodity Index Trust Shares and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
- (vii) if such other event shall occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

Upon termination of a Trust, the Exchange requires that Commodity Index Trust Shares issued in connection with such entity Trust be removed from Exchange listing. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of the Trust falls below a specified amount.

- (3) Term—The stated term of the Trust shall be as stated in the Trust prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.
- (4) Trustee—The following requirements apply on an initial and continued listing basis:
 - (i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.
 - (ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.
- (5) Voting—Voting rights shall be as set forth in the applicable Trust prospectus.

(f) Limitation of Exchange Liability. Neither the Exchange nor any agent of the Exchange shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any applicable underlying index value; the current value of the applicable positions or interests required to be deposited to the Trust in connection with issuance of Commodity Index Trust Shares; net asset value; or any other information relating to the purchase, redemption, or trading of the Commodity Index Trust Shares, resulting from any negligent act or omission by the Exchange, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange, its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in the applicable positions or interests.

(g) Market Maker Accounts. A Market Maker in Commodity Index Trust Shares must file with the Exchange in a manner prescribed by the Exchange and keep current a list identifying all accounts for trading in the applicable physical commodities included in, or options, futures or options on futures on, an index underlying an issue of Commodity Index Trust Shares or any other derivatives based on such index or based on any commodity included in such index, which the Market Maker may have or over which it may exercise investment discretion. No Market Maker shall trade in the applicable physical commodities included in, or options, futures or options on futures on, an index underlying an issue of Commodity Index Trust Shares or any other derivatives based on such index or based on any commodity included in such index, in an account in which a Market Maker, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

In addition to the existing obligations under Exchange rules regarding the production of books and records, the Market Maker in Commodity Index Trust Shares shall make available to the Exchange such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts for trading the applicable physical commodities included in, or options, futures or options on futures on, an index underlying an issue of Commodity Index Trust Shares or any other derivatives based on such index or based on any commodity included in such index, as may be requested by the Exchange.

Commentary:

.01 A Commodity Index Trust Share is a Trust Issued Receipt that holds long positions in futures contracts on a specified commodity index, or interests in a commodity pool which, in turn, holds such long positions, deposited with the Trust.

.02 The Exchange requires that Participants provide all purchasers of newly issued Commodity Index Trust Shares a prospectus for the series of Commodity Index Trust Shares.

.03 Transactions in Commodity Index Trust Shares will occur during the trading hours specified in Rule 7.34.

.04 The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before trading, either by listing or pursuant to unlisted trading privileges, Commodity Index Trust Shares. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Rule 8.204. Commodity Futures Trust Shares

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Commodity Futures Trust Shares that meet the criteria of this Rule.

(b) *Applicability.* This Rule is applicable only to Commodity Futures Trust Shares. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the trust issued receipts rules, Bylaws, and all other rules and procedures of the Board of Directors shall be applicable to the trading on the Exchange of such securities. Commodity Futures Trust Shares are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

(c) *Commodity Futures Trust Shares.* The term "Commodity Futures Trust Shares" as used in the Rules shall, unless the context otherwise requires, mean a security that (i) is issued by a trust ("Trust") that (1) is a commodity pool as defined in the Commodity Exchange Act and regulations thereunder, and that is managed by a commodity pool operator registered with the Commodity Futures Trading Commission, and (2) holds positions in futures contracts that track the performance of a specified commodity, or interests in a commodity pool which, in turn, holds such positions; and (ii) is issued and redeemed daily in specified aggregate amounts at net asset value. The term "futures contract" is a "contract of sale of a commodity for future delivery" set forth in Section 2(a) of the Commodity Exchange Act. The term "commodity" is defined in Section 1(a)(4) of the Commodity Exchange Act.

(d) *Designation of an Underlying Commodity Futures Contract.* The Exchange may trade, either by listing or pursuant to unlisted trading privileges, Commodity Futures Trust Shares based on an underlying commodity futures contract. Each issue of Commodity Futures Trust Shares shall be designated as a separate series and shall be identified by a unique symbol.

(e) *Initial and Continued Listing.* Commodity Futures Trust Shares will be listed and traded on the Exchange subject to application of the following criteria:

- (1) *Initial Listing*—The Exchange will establish a minimum number of Commodity Futures Trust Shares required to be outstanding at the time of commencement of trading on the Exchange.

(2) Continued Listing—The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Article 22, Rule 4 of, a series of Commodity Futures Trust Shares under any of the following circumstances:

- (i) if, following the initial twelve-month period beginning upon the commencement of trading of the Commodity Futures Trust Shares: (A) the Trust has fewer than 50,000 Commodity Futures Trust Shares issued and outstanding; or (B) the market value of all Commodity Futures Trust Shares issued and outstanding is less than \$1,000,000, or (C) there are fewer than 50 record and/or beneficial holders of Commodity Futures Trust Shares;
- (ii) if the value of the underlying futures contracts is no longer calculated or available on at least a 15-second delayed basis during the Exchange's Core Trading Session, as defined in Rule 7.34(a), from a source unaffiliated with the sponsor, the Trust or the trustee of the Trust;
- (iii) if the net asset value for the Trust is no longer disseminated to all market participants at the same time;
- (iv) if the Indicative Trust Value is no longer disseminated on at least a 15-second delayed basis during the Exchange's Core Trading Session, as defined in Rule 7.34(a);
- (v) if any of the continued listing requirements set forth in this Rule 8.204 are not continuously maintained;
- (vi) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Commodity Futures Trust Shares and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
- (vii) if such other event shall occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

Upon termination of a Trust, the Exchange requires that Commodity Futures Trust Shares issued in connection with such trust be removed from Exchange listing. A Trust will terminate in accordance with the provisions of the Trust prospectus.

- (3) **Term** —The stated term of the Trust shall be as stated in the prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.
- (4) **Trustee** —The following requirements apply on an initial and continued listing basis:

- (i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.
- (ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) Voting—Voting rights shall be as set forth in the applicable Trust prospectus.

(f) Market Maker Accounts.

- (1) The Market Maker in Commodity Futures Trust Shares must file, with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading the underlying commodity, related futures or options on futures, or any other related derivatives, which the Participant acting as registered Market Maker may have or over which it may exercise investment discretion. No Participant acting as registered Market Maker in the Commodity Futures Trust Shares shall trade in the underlying commodity, related futures or options on futures, or any other related derivatives, in an account in which a Market Maker, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.
- (2) In addition to the existing obligations under Exchange rules regarding the production of books and records (see, e.g., Article 11, Rule 2), the Market Maker in Commodity Futures Trust Shares shall make available to the Exchange such books, records or other information pertaining to transactions by such entity or any limited partner, officer or approved person thereof, registered or non-registered employee affiliated with such entity for its or their own accounts in the underlying commodity, related futures or options on futures, or any other related derivatives, as may be requested by the Exchange.

(g) Limitation of Exchange Liability. Neither the Exchange, the Reporting Authority nor any agent of the Exchange shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying futures contract value; the current value of positions or interests if required to be deposited to the Trust in connection with issuance of Commodity Futures Trust Shares; net asset value; or other information relating to the purchase, redemption or trading of Commodity Futures Trust Shares, resulting from any negligent act or omission by the Exchange, or the Reporting Authority, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, or the Reporting Authority, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reporting of transactions in an underlying futures contract.

(h) The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before listing and trading separate and distinct Commodity Futures Trust Shares designated on different underlying futures contracts. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Commentary:

.01 The Exchange requires that Participants provide all purchasers of newly issued Commodity Futures Trust Shares a prospectus for the series of Commodity Futures Trust Shares.

.02 Transactions in Commodity Futures Trust Shares will occur during the trading hours specified in Rule 7.34.

.03 If the Indicative Trust Value or the value of the underlying futures contract is not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the Indicative Trust Value or the value of the underlying futures contract occurs. If the interruption to the dissemination of the Indicative Trust Value or the value of the underlying futures contract persists past the trading day in which it occurred, the Exchange will halt trading no later than the beginning of the trading day following the interruption.

In addition, if the Exchange becomes aware that the net asset value with respect to a series of Commodity Futures Trust Shares is not disseminated to all market participants at the same time, it will halt trading in such series until such time as the net asset value or the Disclosed Portfolio is available to all market participants.

.04 The Exchange's rules governing the trading of equity securities apply.

.05 The Exchange will implement written surveillance procedures for Commodity Futures Trust Shares.

Rule 8.300. Partnership Units

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Partnership Units that meet the criteria of this Rule.

(b) **Definitions** . The following terms as used in the Rule shall, unless the context otherwise requires, have the meanings herein specified:

(1) **Commodity**. The term "commodity" is defined in Section 1(a)(4) of the Commodity Exchange Act.

(2) **Partnership Units**. The term "Partnership Units" for purposes of this Rule means a security (a) that is issued by a partnership that invests in any combination of futures contracts, options on futures contracts, forward contracts, commodities

and/or securities; and (b) that is issued and redeemed daily in specified aggregate amounts at net asset value.

(c) **Designation** . The Exchange may list and trade Partnership Units based on an underlying asset, commodity or security. Each issue of a Partnership Unit shall be designated as a separate series and shall be identified by a unique symbol.

(d) **Initial and Continued Listing**. Partnership Units will be listed and/or traded on the Exchange subject to application of the following criteria:

- (1) Initial Listing—The Exchange will establish a minimum number of Partnership Units required to be outstanding at the time of commencement of trading on the Exchange.
- (2) Continued Listing—The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Article 22, Rule 4 of, Partnership Units under any of the following circumstances:
 - (i) if following the initial twelve month period following the commencement of trading of Partnership Units, (A) the partnership has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Partnership Units; (B) if the partnership has fewer than 50,000 Partnership Units issued and outstanding; or (C) if the market value of all Partnership Units issued and outstanding is less than \$1,000,000;
 - (ii) if the value of the underlying benchmark investment, commodity or asset is no longer calculated or available on at least a 15-second delayed basis or the Exchange stops providing a hyperlink on its website to any such investment, commodity, or asset value;
 - (iii) if the Indicative Partnership Value is no longer made available on at least a 15-second delayed basis;
 - (iv) if any of the continued listing requirements set forth in this Rule 8.300 are not continuously maintained;
 - (v) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Partnership Units and any of the statements or representations regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
 - (vi) if such other event shall occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

Upon termination of a partnership, the Exchange requires that Partnership Units issued in connection with such partnership be removed from Exchange listing.

A partnership will terminate in accordance with the provisions of the partnership prospectus.

- (3) Term—The stated term of the partnership shall be as stated in the prospectus. However, such entity may be terminated under such earlier circumstances as may be specified in the Partnership prospectus.
- (4) General Partner—The following requirements apply on an initial and continued listing basis:
 - (i) The general partner of a partnership must be an entity having substantial capital and surplus and the experience and facilities for handling partnership business. In cases where, for any reason, an individual has been appointed as general partner, a qualified entity must also be appointed as general partner.
 - (ii) No change is to be made in the general partner of a listed issue without prior notice to and approval of the Exchange.
- (5) Voting—Voting rights shall be as set forth in the applicable partnership prospectus.

(e) **Market Maker Accounts.**

- (1) The Market Maker in Partnership Units must file, with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading the underlying asset or commodity, related futures or options on futures, or any other related derivatives, which the Participant acting as registered Market Maker may have or over which it may exercise investment discretion. No Participant acting as registered Market Maker in the Partnership Units shall trade in the underlying asset or commodity, related futures or options on futures, or any other related derivatives, in an account in which a Market Maker, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.
- (2) In addition to the existing obligations under Exchange rules regarding the production of books and records (see, e.g. Article 11, Rule 2), the Market Maker in Partnership Units shall make available to the Exchange such books, records or other information pertaining to transactions by such entity or any limited partner, officer or approved person thereof, registered or non-registered employee affiliated with such entity for its or their own accounts in the underlying asset or commodity, related futures or options on futures, or any other related derivatives, as may be requested by the Exchange.

(f) **Limitation of Exchange Liability.** Neither the Exchange nor any agent of the Exchange shall have any liability for damages, claims, losses or expenses caused by any

errors, omissions, or delays in calculating or disseminating any underlying asset or commodity value, the current value of the underlying asset or commodity if required to be deposited to the partnership in connection with issuance of Partnership Units; net asset value; or other information relating to the purchase, redemption or trading of Partnership Units, resulting from any negligent act or omission by the Exchange or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in an underlying asset or commodity.

(g) The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before listing and trading separate and distinct Partnership Units designated on different underlying investments, commodities and/or assets. All statements or representations contained in such rule filing regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Commentary:

.01 The Exchange requires that Equity Trading Permit holders provide to all purchasers of newly issued Partnership Units a prospectus for the series of Partnership Units.

Rule 8.400. Paired Trust Shares

(a) Applicability. The provisions in this Rule are applicable only to Paired Trust Shares. In addition, except to the extent inconsistent with this Rule, or unless the context otherwise requires, the rules and procedures of the Board of Directors shall be applicable to the trading on the Exchange of such securities. Paired Trust Shares are included within the definition of "security," "securities" and "derivative products" as such terms are used in the Rules of the Exchange.

(b) Definitions. The following terms as used in the Rules shall, unless the context otherwise requires, have the meanings herein specified:

- (1) Paired Trust Shares. Two distinct types of securities are included in the term "Paired Trust Shares." The term Paired Trust Shares refers to: (i) both "Holding Shares" and "Tradeable Shares," as defined below, or (ii) solely Trading Shares, as defined below.

(A) Holding Shares and Tradeable Shares

- (i) Holding Shares. The term "Holding Share" means a security (a) that is issued by either of a matched pair of trusts ("Holding Trusts") whose respective underlying values move in opposite directions as the value of a specified Reference Price (defined in

Rule 8.400(c)) varies from its starting level, (b) that is issued in exchange for cash, (c) a majority (but not necessarily all) of which will be acquired and deposited in a related Tradeable Trust (as defined herein), (d) the issuance proceeds of which are invested and reinvested in highly rated short-term financial instruments that mature prior to the next scheduled income distribution date for the security and that serve the functions of (i) securing the contractual obligations between the two paired Holding Trusts, (ii) covering the trust's expenses, and (iii) if any amount remains, providing periodic income distributions to investors, based on income (after expenses) from the financial instruments held by the paired Holding Trusts,¹ (e) that represents a beneficial interest in the Holding Trust that issued it, (f) the value of which is determined by the underlying value of the related Holding Trust, which underlying value will either (1) increase as a result of an increase in the Reference Price and decrease as a result of a decrease in the Reference Price (in the case of an "Up Holding Share" issued by an "Up Holding Trust") or (2) increase as a result of a decrease in the Reference Price and decrease as the result of an increase in the Reference Price (in the case of a "Down Holding Share" issued by the paired "Down Holding Trust"), (g) whose issuing Holding Trust enters into one or more settlement contracts² and an income distribution agreement³ with the other paired Holding Trust, (h) that, when timely aggregated in a specified minimum number or amount of securities, along with a specified multiple of that number or amount of securities issued by the other paired Holding Trust (these minimum specified amounts together constituting a "Creation Unit" of the paired Holding Shares), may be redeemed for a distribution of cash and/or securities on specified dates by authorized parties, and (i) that may be subject to early mandatory redemption of all Holding Shares prior to the final scheduled termination date under specified circumstances.

- (ii) Tradeable Shares. The term "Tradeable Share" means a security (a) that is issued by a trust ("Tradeable Trust") in exchange for the deposit of Holding Shares (or cash, which cash is then used to purchase Holding Shares) into the Tradeable Trust, with the Holding Shares that are held by the Tradeable Trust being either (1) Up Holding Shares (in the case of an "Up Tradeable Share" issued by an "Up Tradeable Trust") or (2) "Down Holding Shares" (in the case of a "Down Tradeable Share" issued by a "Down Tradeable Trust"), (b) that represents an undivided beneficial interest in the Tradeable Trust that issued it, (c) the distributions on which (which are solely pass through distributions received on the Holding Shares that are held by the issuing Tradeable Trust) will thereby either (1) increase as a result of an increase in the Reference Price and decrease as a result of a

decrease in the Reference Price (in the case of an Up Tradeable Share) or (2) increase as a result of a decrease in the Reference Price and decrease as the result of an increase in the Reference Price (in the case of a Down Tradeable Share), in each case as a result of the corresponding change in the underlying value of the Holding Trust (see paragraph (b)(2) of this rule) whose Holding Shares are held by the issuing Tradeable Trust, (d) that may have an exchange feature that will allow authorized parties to exchange such Tradeable Shares for the underlying Holding Shares that are held by the Tradeable Trust that issued the Tradeable Shares and that can be redeemed for cash and/or securities (any such redemption to be done in specified aggregates called Creation Units that include Holding Shares issued by the other paired Holding Trust, as described in the preceding paragraph), and (e) that may be subject to early mandatory redemption of all Tradeable Shares prior to the final scheduled termination date under specified circumstances.

(B) Trading Shares. The term "Trading Share" means a security (a) that is issued by either of a matched pair of trusts ("Trading Trusts") whose respective underlying values move in opposite directions as the value of a specified Reference Price (defined in Rule 8.400(c)) varies from its starting level, (b) that is issued in exchange for cash, (c) the issuance proceeds of which are invested and reinvested in highly rated short-term financial instruments that mature prior to the next scheduled income distribution date for the security and that serve the functions of (i) securing the contractual obligations between the two paired Trading Trusts, (ii) covering the trust's expenses, and (iii) if any amount remains, providing periodic income distributions to investors, based on income (after expenses) from the financial instruments held by the paired Trading Trusts, (d) that represents a beneficial interest in the Trading Trust that issued it, (e) the value of which is determined by the underlying value of the related Trading Trust, which underlying value will either (i) increase as a result of an increase in the Reference Price and decrease as a result of a decrease in the Reference Price (in the case of an "Up Trading Share" issued by an "Up Trading Trust") or (ii) increase as a result of a decrease in the Reference Price and decrease as the result of an increase in the Reference Price (in the case of a "Down Trading Share" issued by the paired "Down Trading Trust"), (f) whose issuing Trading Trust enters into one or more settlement contracts and an income distribution agreement with the other paired Trading Trust, (g) that, when timely aggregated in a specified minimum number or amount of securities, along with a specified multiple of that number or amount of securities issued by the other paired Trading Trust (these minimum specified amounts together constituting a "Creation Unit" of the paired Trading Shares), may be redeemed for a distribution of cash and/or securities on specified dates by authorized parties, and (h) that may be subject to early mandatory redemption of all

Trading Shares prior to the final scheduled termination date under specified circumstances.

(c) Designation of an Underlying Reference Price. The Exchange may list and trade Paired Trust Shares whose values are determined based on the value of a "Reference Price," which is an index or other numerical variable that may measure assets, prices or other economic interests. The mechanism that incorporates the value of the Reference Price into the value determination for the Paired Trust Shares consists of one or more settlement contracts and an earnings distribution agreement that are entered into by and between the paired Holding Trusts that issue the Holding Shares or by and between the paired Trading Trusts that issue the Trading Shares, as the case may be. Each issue of Paired Trust Shares shall be designated as a separate series and shall be identified by a unique symbol.

(d) Initial and Continued Listing. Paired Trust Shares will be listed and traded on the Exchange subject to application of the following criteria:

(1) Initial Listing

- (i) For each Holding Trust, Tradeable Trust or Trading Trust, the Exchange will establish a minimum number of Paired Trust Shares required to be outstanding at the time of commencement of trading on the Exchange.
- (ii) The Exchange will obtain a representation on behalf of the trusts for each series of Paired Trust Shares that the underlying value per share of each Up Holding Share, Down Holding Share, Up Tradeable Share and Down Tradeable Share (in the case of a series with Holding Shares and Tradeable Shares) or each Up Trading Share and Down Trading Share (in the case of a series with Trading Shares) will be calculated daily and will be made available to all market participants at the same time.

(2) Continued Listing—The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will initiate delisting proceedings under Article 22, Rule 4 of, any series of Paired Trust Shares under any of the following circumstances:

- (i) if following the initial twelve month period following the commencement of trading of the shares, (A) a Tradeable Trust or a Trading Trust, as the case may be, has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Up Tradeable Shares or Down Tradeable Shares, or Up Trading Shares or Down Trading Shares, as the case may be; (B) if a Tradeable Trust has fewer than 50,000 Up Tradeable Shares or Down Tradeable Shares issued and outstanding, or if a Trading Trust has fewer than 50,000 Up Trading Shares or Down Trading Shares issued and outstanding; or (C) if the combined market value of all shares issued and outstanding for a matched pair of Holding Trusts, Tradeable Trusts or Trading Trusts representing opposite positions in the value of a Reference Price is less than \$1,000,000;

- (ii) if the intraday value of the Reference Price, as specified in the prospectus for the series of Paired Trust Shares, is no longer calculated or available on at least a 15-second delayed basis during the time such Paired Trust Shares trade on the Exchange from a source unaffiliated with the sponsor, custodian, depositor, Tradeable Trust, Trading Trust, Holding Trust or the Exchange that is a major market data vendor (e.g., Reuters or Bloomberg), as applicable; provided, however, that, for a series of Paired Trust Shares for which the value of the Reference Price is not updated intraday, such value shall be calculated and available once each trading day;
- (iii) unless a series of Paired Trust Shares has been approved for listing and trading by the Commission under Section 19(b) of the Securities Exchange Act of 1934 without the requirement that an intraday indicative value be made available as set forth in this subparagraph (iii), if the intraday indicative value of the underlying value of each listed Up Holding Share, Down Holding Share, Up Tradeable Share or Down Tradeable Share (in the case of a series with Holding Shares and Tradeable Shares) or each Up Trading Share and Down Trading Share (in the case of a series with Trading Shares), as the case may be, is no longer made available on at least a 15-second delayed basis by a major market data vendor during the time the Tradeable Shares or Trading Shares trade on the Exchange;
- (iv) if a substitute index or other replacement benchmark is selected for the determination of the Reference Price, unless the Exchange files with the Commission a related proposed rule change pursuant to Rule 19b-4 under the Securities Exchange Act of 1934 seeking approval to continue trading the Tradeable Shares or Trading Shares, as the case may be, and such rule change is approved by the Commission;
- (v) if any of the continued listing requirements set forth in this Rule 8.400 are not continuously maintained;
- (vi) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Paired Trust Shares and any of the statements or representations regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
- (vii) if such other event shall occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

The Exchange will halt trading in a series of Paired Trust Shares if the circuit breaker parameters of Rule 7.12 have been reached. In exercising its discretion to halt or suspend trading in a series of Paired Trust Shares, the Exchange may consider factors such as the extent to which trading in the underlying securities is not occurring or whether other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly

market are present, in addition to other factors that may be relevant. The remainder of this paragraph shall apply only when the Exchange is the listing market for a series of Paired Trust Shares. If the intraday indicative value of the underlying value allocable to an Up Tradeable Share or Down Tradeable Share (in the case of a series with Holding Shares and Tradeable Shares) or to an Up Trading Share or Down Trading Share (in the case of a series with Trading Shares) or the intraday value of the Reference Price applicable to that series of Paired Trust Shares is not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the intraday indicative value of such underlying value allocation or the intraday value of the applicable Reference Price occurs. If the interruption to the dissemination of the intraday indicative value of such underlying value allocation or the intraday value of the applicable Reference Price persists past the trading day in which it occurred, the Exchange will halt trading no later than the beginning of the trading day following the interruption.

Upon termination of a Holding Trust, Tradeable Trust or Trading Trust, the Exchange requires that Paired Trust Shares issued in connection with such trust be removed from Exchange listing. A Holding Trust, Tradeable Trust or Trading Trust may terminate in accordance with the provisions of the trust prospectus under circumstances specified therein.

(3) Term—The stated term of a Holding Trust, Tradeable Trust or Trading Trust shall be as stated in the trust prospectus. However, a trust may be terminated under such earlier circumstances as may be specified in the trust prospectus.

(4) Trustee—The following requirements apply on an initial and continued listing basis:

- (i) The trustee of a Holding Trust, Tradeable Trust or Trading Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.
- (ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) Voting—Voting rights shall be as set forth in the applicable Holding Trust, Tradeable Trust or Trading Trust prospectus.

(e) Market Maker Accounts.

- (1) The Market Maker in Paired Trust Shares must file, with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all accounts for trading the asset, commodity or other economic interest underlying the Reference Price, related options, related futures or options on futures, or any other related derivatives, which the Participant acting as registered Market Maker may have or over which it may exercise investment discretion. No Market Maker in the Paired Trust Shares shall trade in the asset, commodity or other economic interest underlying the Reference Price, related options, related futures or options

on futures, or any other related derivatives, in an account in which a Market Maker, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

- (2) In addition to the existing obligations under Exchange rules regarding the production of books and records (see, e.g., Article 11, Rule 2), the Market Maker in Paired Trust Shares shall make available to the Exchange such books, records or other information pertaining to transactions by such entity or any limited partner, officer or approved person thereof, registered or non-registered employee affiliated with such entity for its or their own accounts in the asset, commodity or other economic interest underlying the Reference Price, related options, related futures or options on futures, or any other related derivatives, as may be requested by the Exchange.

(f) Limitation of Exchange Liability. Neither the Exchange nor any agent of the Exchange shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any Reference Price value, the underlying values of the trusts; distribution values; or other information relating to the purchase, redemption or trading of Paired Trust Shares, resulting from any negligent act or omission by the Exchange or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in an underlying economic variable.

Commentary:

.01 The Exchange requires that Participants provide to all purchasers of newly issued Paired Trust Shares a prospectus for the series of Paired Trust Shares.

.02 Transactions in Paired Trust Shares will occur during the trading hours specified in Rule 7.34.

.03 The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before listing and trading Paired Trust Shares designated on different Reference Prices. All statements or representations contained in such rule filing regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Footnotes

¹The periodic distributions from each Holding Trust will be made immediately following the periodic transfer of income distribution agreement as described in clause (g) of this definition.

²When Holding Shares are redeemed in a paired optional redemption or upon early or final termination, the shares will be redeemed between the paired Holding Trusts so that the Holding Shares of each Holding Trust may be redeemed in proportion to their respective ownership.

³The income distribution agreement between the two Holding Trusts provides for the periodic transfer between the two Holding Trusts of the income from the financial instruments held by that Holding Trust, with the amount of each periodic transfer based on the number of shares held by each Holding Trust at the end of the period following the previous periodic transfer of such income between the paired Holding Trusts.

Rule 8.500. Trust Units

(a) Applicability. The provisions in this Rule are applicable only to Trust Units. In addition, except to the extent inconsistent with this Rule, or unless the context otherwise requires, the rules and procedures of the Board of Directors shall be applicable to the trading on the Exchange of such securities. Trust Units are included within the definition of "security," "securities" and "derivative products" as such terms are used in the Rules of the Exchange.

(b) Definitions. The following terms as used in this Rule shall, unless the context otherwise requires, have the meanings herein specified:

(1) Commodity. The term "commodity" is defined in Section 1(a)(4) of the Commodity Exchange Act.

(2) Trust Units. The term "Trust Units" for purposes of this Rule means a security that is issued by a trust or other similar entity that is constituted as a commodity pool that holds investments comprising or otherwise based on any combination of futures contracts, options on futures contracts, forward contracts, swap contracts, commodities and/or securities.

(c) Designation. The Exchange may list and trade Trust Units based on an underlying asset, commodity, security or portfolio. Each issue of a Trust Unit shall be designated as a separate series and shall be identified by a unique symbol.

(d) Initial and Continued Listing. Trust Units will be listed and/or traded on the Exchange subject to application of the following criteria:

(1) Initial Listing.

(i) The Exchange will establish a minimum number of Trust Units required to be outstanding at the time of commencement of trading on the Exchange.

(ii) The Exchange will obtain a representation from the issuer of each series of Trust Units that the net asset value per share for the series will be calculated daily and will be made available to all market participants at the same time.

(2) Continued Listing.

- (i) The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will commence delisting proceedings under Article 22, Rule 4 of, Trust Units under any of the following circumstances:
 - (A) if following the initial twelve month period following the commencement of trading of Trust Units, (A) the trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Trust Units; (B) if the trust has fewer than 50,000 Trust Units issued and outstanding; or (C) if the market value of all Trust Units issued and outstanding is less than \$1,000,000;
 - (B) if any of the continued listing requirements set forth in this Rule 8.500 are not continuously maintained;
 - (C) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Trust Units and any of the statements or representations regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
 - (D) if such other event shall occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.
- (ii) The Exchange will halt trading in a series of Trust Units if the circuit breaker parameters in Rule 7.12 have been reached. In exercising its discretion to halt or suspend trading in a series of Trust Units, the Exchange may consider any relevant factors. In particular, if the portfolio and net asset value per share are not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the portfolio holdings or net asset value per share occurs. If the interruption to the dissemination of the portfolio holdings or net asset value per share persists past the trading day in which it occurred, the Exchange will halt trading no later than the beginning of the trading day following the interruption.

Upon termination of a trust, the Exchange requires that Trust Units issued in connection with such trust be removed from Exchange listing. A trust will terminate in accordance with the provisions of the prospectus.

- (3) Term—The stated term of the trust shall be as stated in the prospectus. However, such entity may be terminated under such earlier circumstances as may be specified in the prospectus.

(4) Trustee—The following requirements apply on an initial and continued listing basis:

- (i) The trustee of a trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.
- (ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) Voting—Voting rights shall be as set forth in the prospectus.

(e) Limitation of Exchange Liability. Neither the Exchange nor any agent of the Exchange shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying portfolio value; net asset value; or other information relating to the purchase, redemption or trading of Trust Units, resulting from any negligent act or omission by the Exchange or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in the Trust Units.

(f) Market Maker Accounts. A Market Maker in Trust Units must file with the Exchange in a manner prescribed by the Exchange and keep current a list identifying all accounts for trading in an underlying commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives, which the Market Maker may have or over which it may exercise investment discretion. No Market Maker shall trade in an underlying commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives, in an account in which a Market Maker, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

In addition to the existing obligations under Exchange rules regarding the production of books and records, the Market Maker in Trust Units shall make available to the Exchange such books, records or other information pertaining to transactions by such entity or registered or non-registered employee affiliated with such entity for its or their own accounts for trading the underlying physical commodity, related commodity futures or options on commodity futures, or any other related commodity derivatives, as may be requested by the Exchange.

Commentary:

.01 The Exchange requires that Participants provide to all purchasers of newly issued Trust Units a prospectus for the series of Trust Units.

.02 Transactions in Trust Units will occur during the trading hours specified in Rule 7.34.

.03 The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before listing and trading separate and distinct Trust Units designated on different underlying investments, commodities, assets and/or portfolios. All statements or representations contained in such rule filing regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Rule 8.600. Managed Fund Shares

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Managed Fund Shares that meet the criteria of this Rule.

(b) Applicability. This Rule is applicable only to Managed Fund Shares. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the rules and procedures of the Board of Directors shall be applicable to the trading on the Exchange of such securities. Managed Fund Shares are included within the definition of "security" or "securities" as such terms are used in the Rules of the Exchange.

(c) Definitions. The following terms as used in the Rules shall, unless the context otherwise requires, have the meanings herein specified:

(1) Managed Fund Share. The term "Managed Fund Share" means a security that (a) represents an interest in a registered investment company ("Investment Company") organized as an open-end management investment company or similar entity, that invests in a portfolio of securities selected by the Investment Company's investment adviser consistent with the Investment Company's investment objectives and policies; (b) is issued in a specified aggregate minimum number in return for a deposit of a specified portfolio of securities and/or a cash amount with a value equal to the next determined net asset value; and (c) when aggregated in the same specified minimum number, may be redeemed at a holder's request, which holder will be paid a specified portfolio of securities and/or cash with a value equal to the next determined net asset value.

(2) Disclosed Portfolio. The term "Disclosed Portfolio" means the identities and quantities of the securities and other assets held by the Investment Company that will form the basis for the Investment Company's calculation of net asset value at the end of the business day. The website for each series of Managed Fund Shares shall disclose the following information regarding the Disclosed Portfolio, to the extent applicable:

(A) ticker symbol;

(B) CUSIP or other identifier;

(C) description of the holding;

- (D) with respect to holdings in derivatives, the identity of the security, commodity, index or other asset upon which the derivative is based;
 - (E) the strike price for any options;
 - (F) the quantity of each security or other asset held as measured by:
 - (i) par value,
 - (ii) notional value,
 - (iii) number of shares,
 - (iv) number of contracts, and
 - (v) number of units;
 - (G) maturity date;
 - (H) coupon rate;
 - (I) effective date;
 - (J) market value; and
 - (K) percentage weighting of the holding in the portfolio.
- (3) Portfolio Indicative Value. The term "Portfolio Indicative Value" is the estimated indicative value of a Managed Fund Share based on current information regarding the value of the securities and other assets in the Disclosed Portfolio.
- (4) Reporting Authority. The term "Reporting Authority" in respect of a particular series of Managed Fund Shares means the Exchange, an institution, or a reporting service designated by the Exchange or by the exchange that lists a particular series of Managed Fund Shares (if the Exchange is trading such series pursuant to unlisted trading privileges) as the official source for calculating and reporting information relating to such series, including, but not limited to, the Portfolio Indicative Value; the Disclosed Portfolio; the amount of any cash distribution to holders of Managed Fund Shares, net asset value, or other information relating to the issuance, redemption or trading of Managed Fund Shares. A series of Managed Fund Shares may have more than one Reporting Authority, each having different functions.
- (5) Normal Market Conditions. The term "normal market conditions" includes, but is not limited to, the absence of trading halts in the applicable financial markets generally; operational issues (e.g., systems failure) causing dissemination of inaccurate market information; or force majeure type events such as natural or manmade disaster, act of God, armed conflict, act of terrorism, riot or labor disruption or any similar intervening circumstance.

(d) Initial and Continued Listing—Managed Fund Shares will be listed and traded on the Exchange subject to application of the following criteria:

(1) Initial Listing—Each series of Managed Fund Shares will be listed and traded on the Exchange subject to application of the following initial listing criteria:

(A) For each series, the Exchange will establish a minimum number of Managed Fund Shares required to be outstanding at the time of commencement of trading on the Exchange.

(B) The Exchange will obtain a representation from the issuer of each series of Managed Fund Shares that the net asset value per share for the series will be calculated daily and that the net asset value and the Disclosed Portfolio will be made available to all market participants at the same time.

(C) All Managed Fund Shares shall have a stated investment objective, which shall be adhered to under normal market conditions.

(2) Continued Listing—Each series of Managed Fund Shares will be listed and traded on the Exchange subject to application of the following continued listing criteria:

(A) Portfolio Indicative Value. The Portfolio Indicative Value for Managed Fund Shares will be widely disseminated by one or more major market data vendors at least every 15 seconds during the Core Trading Session (as defined in Rule 7.34).

(B) Disclosed Portfolio.

(i) The Disclosed Portfolio will be disseminated at least once daily and will be made available to all market participants at the same time.

(ii) The Reporting Authority that provides the Disclosed Portfolio must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the actual components of the portfolio.

(C) Suspension of trading or removal. The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will commence delisting proceedings under Article 22, Rule 4 of, a series of Managed Fund Shares under any of the following circumstances:

(i) if, following the initial twelve-month period after commencement of trading on the Exchange of a series of Managed Fund Shares, there are fewer than 50 beneficial holders of the series of Management Fund Shares;

- (ii) if the value of the Portfolio Indicative Value is no longer calculated or available or the Disclosed Portfolio is not made available to all market participants at the same time;
- (iii) if the Investment Company issuing the Managed Fund Shares has failed to file any filings required by the Securities and Exchange Commission or if the Exchange is aware that the Investment Company is not in compliance with the conditions of any exemptive order or no-action relief granted by the Securities and Exchange Commission to the Investment Company with respect to the series of Managed Fund Shares;
- (iv) if any of the continued listing requirements set forth in Rule 8.600 are not continuously maintained;
- (v) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Managed Fund Shares that do not otherwise meet the standards set forth in this Rule 8.600 and any of the statements or representations regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing are not continuously maintained; or
- (vi) if such other event shall occur or condition exists which, in the opinion of the Exchange, makes further dealings on the Exchange inadvisable.

(D) Trading Halt. If the Portfolio Indicative Value (as defined in Rule 8.600(c)(3)) of a series of Managed Fund Shares is not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the Portfolio Indicative Value occurs. If the interruption to the dissemination of the Portfolio Indicative Value persists past the trading day in which it occurred, the Exchange will halt trading no later than the beginning of the trading day following the interruption. If a series of Managed Fund Shares is trading on the Exchange, the Exchange will halt trading in that series as specified in Rule 7.18. In addition, if the Exchange becomes aware that the net asset value or the Disclosed Portfolio with respect to a series of Managed Fund Shares is not disseminated to all market participants at the same time, it will halt trading in such series until such time as the net asset value or the Disclosed Portfolio is available to all market participants.

(E) Termination. Upon termination of an Investment Company, the Exchange requires that Managed Fund Shares issued in connection with such entity be removed from Exchange listing.

(F) Voting. Voting rights shall be as set forth in the applicable Investment Company prospectus.

(e) Limitation of Exchange Liability. Neither the Exchange, the Reporting Authority, nor any agent of the Exchange shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any current portfolio value; the current value of the portfolio of securities required to be deposited to the open-end management investment company in connection with issuance of Managed Fund Shares; the amount of any dividend equivalent payment or cash distribution to holders of Managed Fund Shares; net asset value; or other information relating to the purchase, redemption, or trading of Managed Fund Shares, resulting from any negligent act or omission by the Exchange, the Reporting Authority or any agent of the Exchange, or any act, condition, or cause beyond the reasonable control of the Exchange, its agent, or the Reporting Authority, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission, or delay in the reports of transactions in one or more underlying securities.

Commentary:

.01 The Exchange may approve Managed Fund Shares for listing and/or trading (including pursuant to unlisted trading privileges) pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934. Components of a series of Managed Fund Shares listed pursuant to Rule 19b-4(e) shall satisfy the criteria set forth in this Rule 8.600 upon initial listing and on a continual basis. The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before the listing and trading of a series of Managed Fund Shares with components that do not satisfy the criteria set forth in this Commentary .01 or components other than those specified below. All statements or representations contained in such rule filing regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

(a) Equity-Equity securities include the following: U.S. Component Stocks (as described in Rule 5.2(j)(3)); Non-U.S. Component Stocks (as described in Rule 5.2(j)(3)); Derivative Securities Products (i.e., Investment Company Units and securities described in Section 2 of Rule 8); and Index-Linked Securities that qualify for Exchange listing and trading under Rule 5.2(j)(6). For Derivative Securities Products and Index-Linked Securities, no more than 25% of the equity weight of the portfolio shall consist of leveraged and/or inverse leveraged Derivative Securities Products or Index-Linked Securities. The securities described in Rule 5.2(j)(3), Rule 5.2(j)(6) and Section 2 of Rule 8, as referenced above, shall include securities listed on another national securities exchange pursuant to substantially equivalent listing rules. To the extent that a portfolio includes convertible securities, the equity security into which such security is converted shall meet the criteria of this Commentary .01(a) after converting.

(1) U.S. Component Stocks. The component stocks of the equity portion of a portfolio that are U.S. Component Stocks shall meet the following criteria initially and on a continuing basis:

(A) Component stocks (excluding Derivative Securities Products and Index-Linked Securities) that in the aggregate account for at least 90% of the equity weight of the portfolio (excluding such Derivative Securities Products and Index-Linked Securities) each shall have a minimum market value of at least \$75 million;

(B) Component stocks (excluding Derivative Securities Products and Index-Linked Securities) that in the aggregate account for at least 70% of the equity weight of the portfolio (excluding such Derivative Securities Products and Index-Linked Securities) each shall have a minimum monthly trading volume of 250,000 shares, or minimum notional volume traded per month of \$25,000,000, averaged over the last six months;

(C) The most heavily weighted component stock (excluding Derivative Securities Products and Index-Linked Securities) shall not exceed 30% of the equity weight of the portfolio, and, to the extent applicable, the five most heavily weighted component stocks (excluding Derivative Securities Products and Index-Linked Securities) shall not exceed 65% of the equity weight of the portfolio;

(D) Where the equity portion of the portfolio does not include Non-U.S. Component Stocks, the equity portion of the portfolio shall include a minimum of 13 component stocks; provided, however, that there shall be no minimum number of component stocks if (i) one or more series of Derivative Securities Products or Index-Linked Securities constitute, at least in part, components underlying a series of Managed Fund Shares, or (ii) one or more series of Derivative Securities Products or Index-Linked Securities account for 100% of the equity weight of the portfolio of a series of Managed Fund Shares;

(E) Except as provided herein, equity securities in the portfolio shall be U.S. Component Stocks listed on a national securities exchange and shall be NMS Stocks as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934; and

(F) American Depositary Receipts ("ADRs") in a portfolio may be exchange-traded or nonexchange-traded. However, no more than 10% of the equity weight of a portfolio shall consist of non-exchange-traded ADRs.

(2) Non-U.S. Component Stocks. The component stocks of the equity portion of a portfolio that are Non-U.S. Component Stocks shall meet the following criteria initially and on a continuing basis:

- (A) Non-U.S. Component Stocks each shall have a minimum market value of at least \$100 million;
- (B) Non-U.S. Component Stocks each shall have a minimum global monthly trading volume of 250,000 shares, or minimum global notional volume traded per month of \$25,000,000, averaged over the last six months;
- (C) The most heavily weighted Non-U.S. Component stock shall not exceed 25% of the equity weight of the portfolio, and, to the extent applicable, the five most heavily weighted Non-U.S. Component Stocks shall not exceed 60% of the equity weight of the portfolio;
- (D) Where the equity portion of the portfolio includes Non-U.S. Component Stocks, the equity portion of the portfolio shall include a minimum of 20 component stocks; provided, however, that there shall be no minimum number of component stocks if (i) one or more series of Derivative Securities Products or Index-Linked Securities constitute, at least in part, components underlying a series of Managed Fund Shares, or (ii) one or more series of Derivative Securities Products or Index-Linked Securities account for 100% of the equity weight of the portfolio of a series of Managed Fund Shares; and
- (E) Each Non-U.S. Component Stock shall be listed and traded on an exchange that has last-sale reporting.

(b) Fixed Income - Fixed income securities are debt securities that are notes, bonds, debentures or evidence of indebtedness that include, but are not limited to, U.S. Department of Treasury securities ("Treasury Securities"), government-sponsored entity securities ("GSE Securities"), municipal securities, trust preferred securities, supranational debt and debt of a foreign country or a subdivision thereof, investment grade and high yield corporate debt, bank loans, mortgage and asset backed securities, and commercial paper. To the extent that a portfolio includes convertible securities, the fixed income security into which such security is converted shall meet the criteria of this Commentary .01(b) after converting. The components of the fixed income portion of a portfolio shall meet the following criteria initially and on a continuing basis:

- (1) Components that in the aggregate account for at least 75% of the fixed income weight of the portfolio each shall have a minimum original principal amount outstanding of \$100 million or more;
- (2) No component fixed-income security (excluding Treasury Securities and GSE Securities) shall represent more than 30% of the fixed income weight of the portfolio, and the five most heavily weighted component fixed income securities in the portfolio (excluding Treasury Securities and GSE Securities) shall not in the aggregate account for more than 65% of the fixed income weight of the portfolio;
- (3) An underlying portfolio (excluding exempted securities) that includes fixed income securities shall include a minimum of 13 non-affiliated issuers, provided,

however, that there shall be no minimum number of non-affiliated issuers required for fixed income securities if at least 70% of the weight of the portfolio consists of equity securities as described in Commentary .01(a) above;

- (4) Component securities that in aggregate account for at least 90% of the fixed income weight of the portfolio must be either (a) from issuers that are required to file reports pursuant to Sections 13 and 15(d) of the Securities Exchange Act of 1934; (b) from issuers that have a worldwide market value of its outstanding common equity held by non-affiliates of \$700 million or more; (c) from issuers that have outstanding securities that are notes, bonds debentures, or evidence of indebtedness having a total remaining principal amount of at least \$1 billion; (d) exempted securities as defined in Section 3(a)(12) of the Securities Exchange Act of 1934; or (e) from issuers that are a government of a foreign country or a political subdivision of a foreign country; and
- (5) Non-agency, non-GSE and privately-issued mortgage-related and other asset-backed securities components of a portfolio shall not account, in the aggregate, for more than 20% of the weight of the portfolio.

(c) Cash and Cash Equivalents. Cash equivalents shall include short-term instruments with maturities of less than 3 months (as described herein). In addition, a portfolio may hold cash.

- (1) There shall be no limitation to the percentage of the portfolio invested in such holdings.
- (2) Short-term instruments shall include the following:
 - (i) U.S. Government securities, including bills, notes and bonds differing as to maturity and rates of interest, which are either issued or guaranteed by the U.S. Treasury or by U.S. Government agencies or instrumentalities;
 - (ii) certificates of deposit issued against funds deposited in a bank or savings and loan association;
 - (iii) bankers' acceptances, which are short-term credit instruments used to finance commercial transactions;
 - (iv) repurchase agreements and reverse repurchase agreements;
 - (v) bank time deposits, which are monies kept on deposit with banks or savings and loan associations for a stated period of time at a fixed rate of interest;
 - (vi) commercial paper, which are short-term unsecured promissory notes; and
 - (vii) money market funds.

(d) Listed Derivatives. The portfolio may hold listed derivatives, including futures, options and swaps on commodities, currencies and financial instruments (e.g., stocks,

fixed income, interest rates, and volatility) or a basket or index of any of the foregoing. There shall be no limitation to the percentage of the portfolio invested in such holdings, subject to the following requirements:

- (1) in the aggregate, at least 90% of the weight of such holdings invested in futures, exchange-traded options, and listed swaps shall, on both an initial and continuing basis, consist of futures, options, and swaps for which the Exchange may obtain information via the Intermarket Surveillance Group ("ISG") from other members or affiliates of the ISG or for which the principal market is a market with which the Exchange has a comprehensive surveillance sharing agreement. (For purposes of calculating this limitation, a portfolio's investment in listed derivatives will be calculated as the aggregate gross notional value of the listed derivatives.); and
- (2) the aggregate gross notional value of listed derivatives based on any five or fewer underlying reference assets shall not exceed 65% of the weight of the portfolio (including gross notional exposures), and the aggregate gross notional value of listed derivatives based on any single underlying reference asset shall not exceed 30% of the weight of the portfolio (including gross notional exposures).

(e) Over-the-Counter ("OTC") Derivatives. The portfolio may hold OTC derivatives, including forwards, options and swaps on commodities, currencies and financial instruments (e.g., stocks, fixed income, interest rates, and volatility) or a basket or index of any of the foregoing; however, on both an initial and continuing basis, no more than 20% of the assets in the portfolio may be invested in OTC derivatives. For purposes of calculating this limitation, a portfolio's investment in OTC derivatives will be calculated as the aggregate gross notional value of the OTC derivatives.

(f) To the extent that listed or OTC derivatives are used to gain exposure to individual equities and/or fixed income securities, or to indexes of equities and/or indexes of fixed income securities, the aggregate gross notional value of such exposure shall meet the criteria set forth in Commentary .01(a) and .01(b) (including gross notional exposures), respectively.

.02 Transactions in Managed Fund Shares will occur during the trading hours specified in Rule 7.34(a).

.03 Surveillance Procedures. The Exchange will implement written surveillance procedures for Managed Fund Shares.

.04 Creation and Redemption. For Managed Fund Shares based on an international or global portfolio, the statutory prospectus or the application for exemption from provisions of the Investment Company Act of 1940 for the series of Managed Fund Shares must state that the series of Managed Fund Shares must comply with the federal securities laws in accepting securities for deposits and satisfying redemptions with redemption securities, including that the securities accepted for deposits and the securities used to satisfy redemption requests are sold in transactions that would be exempt from registration under the Securities Act of 1933.

.05 Disclosures. The provisions of this subparagraph apply only to series of Managed Fund Shares that are the subject of an order by the Securities and Exchange Commission exempting such series from certain prospectus delivery requirements under Section 24(d) of the Investment Company Act of 1940 and are not otherwise subject to prospectus delivery requirements under the Securities Act of 1933. The Exchange will inform Participants regarding application of these provisions of this subparagraph to a particular series of Managed Fund Shares by means of an information circular prior to commencement of trading in such series.

The Exchange requires that Participants provide to all purchasers of a series of Managed Fund Shares a written description of the terms and characteristics of those securities, in a form prepared by the open-end management investment company issuing such securities, not later than the time a confirmation of the first transaction in such series is delivered to such purchaser. In addition, Participants shall include such a written description with any sales material relating to a series of Units that is provided to customers or the public. Any other written materials provided by a Participant to customers or the public making specific reference to a series of Managed Fund Shares as an investment vehicle must include a statement in substantially the following form: "A circular describing the terms and characteristics of (the series of Managed Fund Shares) has been prepared by the (open-end management investment company name) and is available from your broker. It is recommended that you obtain and review such circular before purchasing (the series of Managed Fund Shares)."

A Participant carrying an omnibus account for a non-Participant is required to inform such non-Participant that execution of an order to purchase a series of Managed Fund Shares for such omnibus account will be deemed to constitute agreement by the non-Participant to make such written description available to its customers on the same terms as are directly applicable to Participants under this rule.

Upon request of a customer, a Participant shall also provide a prospectus for the particular series of Managed Fund Shares.

.06 If the investment adviser to the Investment Company issuing Managed Fund Shares is affiliated with a broker-dealer, such investment adviser shall erect and maintain a "fire wall" between the investment adviser and the broker-dealer with respect to access to information concerning the composition and/or changes to such Investment Company portfolio. Personnel who make decisions on the Investment Company's portfolio composition must be subject to procedures designed to prevent the use and dissemination of material nonpublic information regarding the applicable Investment Company portfolio.

Rule 8.601. Active Proxy Portfolio Shares

(a) The Exchange shall consider for trading, whether by listing or pursuant to unlisted trading privileges, Active Proxy Portfolio Shares that meet the criteria of this Rule.

(b) Applicability. This Rule is applicable only to Active Proxy Portfolio Shares. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the

rules and procedures of the Board of Directors shall be applicable to the trading on the Exchange of such securities. Active Proxy Portfolio Shares are included within the definition of “security” or “securities” as such terms are used in the Rules of the Exchange.

(c) Definitions. The following terms as used in the Rules shall, unless the context otherwise requires, have the meanings herein specified:

- (1) Active Proxy Portfolio Shares. The term “Active Proxy Portfolio Share” means a security that (a) is issued by a investment company registered under the Investment Company Act of 1940 (“Investment Company”) organized as an open end management investment company that invests in a portfolio of securities selected by the Investment Company’s investment adviser consistent with the Investment Company’s investment objectives and policies; (b) is issued in a specified minimum number of shares , or multiples thereof, in return for a deposit by the purchaser of the Proxy Portfolio or Custom Basket, as applicable, and/or cash with a value equal to the next determined net asset value (“NAV”); (c) when aggregated in the same specified minimum number of Active Proxy Portfolio Shares, or multiples thereof, may be redeemed at a holder’s request in return for the Proxy Portfolio or Custom Basket, as applicable, and/or cash to the holder by the issuer with a value equal to the next determined NAV; and (d) the portfolio holdings for which are disclosed within at least 60 days following the end of every fiscal quarter.
- (2) Actual Portfolio. The term “Actual Portfolio” means the identities and quantities of the securities and other assets held by the Investment Company that shall form the basis for the Investment Company’s calculation of NAV at the end of the business day.
- (3) Proxy Portfolio. The term “Proxy Portfolio” means a specified portfolio of securities, other financial instruments and/or cash designed to track closely the daily performance of the Actual Portfolio of a series of Active Proxy Portfolio Shares as provided in the exemptive relief pursuant to the Investment Company Act of 1940 applicable to such series. The website for each series of Active Proxy Portfolio Shares shall disclose the information regarding the Proxy Portfolio as provided in the exemptive relief pursuant to the Investment Company Act of 1940 applicable to such series, including the following, to the extent applicable:
 - (i) Ticker symbol;
 - (ii) CUSIP or other identifier;
 - (iii) Description of holding;
 - (iv) Quantity of each security or other asset held; and
 - (v) Percentage weighting of the holding in the portfolio.

- (4) Custom Basket. For purposes of this rule, the term “Custom Basket” means a portfolio of securities that is different from the Proxy Portfolio and is otherwise consistent with the exemptive relief issued pursuant to the Investment Company Act of 1940 applicable to a series of Active Proxy Portfolio Shares.
- (5) Reporting Authority. The term “Reporting Authority” in respect of a particular series of Active Proxy Portfolio Shares means the Exchange, an institution, or a reporting service designated by the Exchange or by the exchange that lists a particular series of Active Proxy Portfolio Shares (if the Exchange is trading such series pursuant to unlisted trading privileges) as the official source for calculating and reporting information relating to such series, including, but not limited to, NAV, the Actual Portfolio, Proxy Portfolio, Custom Basket, or other information relating to the issuance, redemption or trading of Active Proxy Portfolio Shares. A series of Active Proxy Portfolio Shares may have more than one Reporting Authority, each having different functions.
- (6) Normal Market Conditions. The term "normal market conditions" includes, but is not limited to, the absence of trading halts in the applicable financial markets generally; operational issues (e.g., systems failure) causing dissemination of inaccurate market information; or force majeure type events such as natural or manmade disaster, act of God, armed conflict, act of terrorism, riot or labor disruption or any similar intervening circumstance.

(d) Initial and Continued Listing. Active Proxy Portfolio Shares shall be listed and traded on the Exchange subject to application of the following criteria:

- (1) Initial Listing. Each series of Active Proxy Portfolio Shares shall be listed and traded on the Exchange subject to application of the following initial listing criteria:
 - (A) For each series, the Exchange shall establish a minimum number of Active Proxy Portfolio Shares required to be outstanding at the time of commencement of trading on the Exchange.
 - (B) The Exchange shall obtain a representation from the issuer of each series of Active Proxy Portfolio Shares that (i) the NAV per share for the series shall be calculated daily, (ii) the NAV, the Proxy Portfolio, and the Actual Portfolio shall be made publicly available to all market participants at the same time, and (iii) the issuer and any person acting on behalf of the series of Active Proxy Portfolio Shares will comply with Regulation Fair Disclosure under the Securities Exchange Act of 1934, including with respect to any Custom Basket.
 - (C) All Active Proxy Portfolio Shares shall have a stated investment objective, which shall be adhered to under normal market conditions.

(2) Continued Listing. Each series of Active Proxy Portfolio Shares shall be listed and traded on the Exchange subject to application of the following continued listing criteria:

(A) Actual Portfolio.

- (i) The Actual Portfolio shall be publicly disseminated within at least 60 days following the end of every fiscal quarter and shall be made publicly available to all market participants at the same time.

(B) Proxy Portfolio and Custom Basket.

- (i) The Proxy Portfolio shall be made publicly available on the website for each series of Active Proxy Portfolio Shares at least once daily and shall be made available to all market participants at the same time.
- (ii) With respect to each Custom Basket utilized by a series of Active Proxy Portfolio Shares, each business day, before the opening of trading in the Core Trading Session (as defined in Rule 7.34 (a)), the investment company shall make publicly available on its website the composition of any Custom Basket transacted on the previous business day, except a Custom Basket that differs from the applicable Proxy Portfolio only with respect to cash.

(C) Suspension of trading or removal. The Exchange will consider the suspension of trading in, and will commence delisting proceedings under Article 22, Rule 4 for, a series of Active Proxy Portfolio Shares under any of the following circumstances:

- (i) if any of the continued listing requirements set forth in Rule 8.601 are not continuously maintained;
- (ii) if either the Proxy Portfolio or Actual Portfolio is not made available to all market participants at the same time;
- (iii) if, following the initial twelve month period after commencement of trading on the Exchange of a series of Active Proxy Portfolio Shares, there are fewer than 50 beneficial holders of such series of Active Proxy Portfolio Shares;
- (iv) if the Exchange is notified, or otherwise becomes aware, that the Investment Company has failed to file any filings required by the Commission or is not in compliance with the conditions of any currently applicable exemptive order or no action relief granted by the Commission or Commission staff to the Investment Company with respect to a series of Active Proxy Portfolio Shares;

- (v) if any of the statements or representations regarding (a) the description of the portfolio, (b) limitations on portfolio holdings, or (c) the applicability of Exchange listing rules, specified in the Exchange's rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Active Proxy Portfolio Shares, is not continuously maintained; or
- (vi) if such other event shall occur or condition exists which, in the opinion of the Exchange, makes further dealings on the Exchange inadvisable.

(D) Trading Halt.

- (i) The Exchange may consider all relevant factors in exercising its discretion to halt trading in a series of Active Proxy Portfolio Shares. Trading may be halted because of market conditions or for reasons that, in the view of the Exchange, make trading in the series of Active Proxy Portfolio Shares inadvisable. These may include: (a) the extent to which trading is not occurring in the securities and/or the financial instruments composing the Proxy Portfolio and/or Actual Portfolio, or (b) whether other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present.
- (ii) If a series of Active Proxy Portfolio Shares is trading on the Exchange, the Exchange shall halt trading in that series as specified in Rule 7.18.
- (iii) If the Exchange becomes aware that the NAV, Proxy Portfolio or Actual Portfolio with respect to a series of Active Proxy Portfolio Shares is not made available to all market participants at the same time, the Exchange shall halt trading in such series until such time as the NAV, Proxy Portfolio or Actual Portfolio is available to all market participants at the same time, as applicable.

(E) Termination. Upon termination of an Investment Company, the Exchange requires that Active Proxy Portfolio Shares issued in connection with such entity be removed from Exchange listing.

(F) Voting. Voting rights shall be as set forth in the applicable Investment Company prospectus.

(e) Limitation of Exchange Liability. Neither the Exchange, the Reporting Authority, when the Exchange is acting in the capacity of a Reporting Authority, nor any agent of the Exchange shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any current portfolio value; the current value of the portfolio of securities required to be deposited to the Investment Company in connection with issuance of Active Proxy Portfolio Shares; the

amount of any dividend equivalent payment or cash distribution to holders of Active Proxy Portfolio Shares; NAV; or other information relating to the purchase, redemption, or trading of Active Proxy Portfolio Shares, resulting from any negligent act or omission by the Exchange, the Reporting Authority, when the Exchange is acting in the capacity of a Reporting Authority, or any agent of the Exchange, or any act, condition, or cause beyond the reasonable control of the Exchange, its agent, or the Reporting Authority, when the Exchange is acting in the capacity of a Reporting Authority, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission, or delay in the reports of transactions in one or more underlying securities.

Commentary:

.01 The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before the listing and trading of a series of Active Proxy Portfolio Shares. All statements or representations contained in such rule filing regarding (a) the description of the portfolio, (b) limitations on portfolio holdings, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

.02 Transactions in Active Proxy Portfolio Shares shall occur during the trading hours specified in Rule 7.34(a).

.03 Surveillance Procedures. The Exchange will implement and maintain written surveillance procedures for Active Proxy Portfolio Shares. As part of these surveillance procedures, the Investment Company's investment adviser will, upon request by the Exchange or FINRA, on behalf of the Exchange, make available to the Exchange or FINRA the daily Actual Portfolio holdings of each series of Active Proxy Portfolio Shares.

.04 If the investment adviser to the Investment Company issuing Active Proxy Portfolio Shares is registered as a broker-dealer or is affiliated with a broker-dealer, such investment adviser will erect and maintain a "fire wall" between the investment adviser and personnel of the broker-dealer or broker-dealer affiliate, as applicable, with respect to access to information concerning the composition and/or changes to such Investment Company's Actual Portfolio, Proxy Portfolio, and/or Custom Basket, as applicable. Any person related to the investment adviser or Investment Company who makes decisions pertaining to the Investment Company's Actual Portfolio, Proxy Portfolio, and/or Custom Basket, as applicable, or has access to non-public information regarding the Investment Company's Actual Portfolio, the Proxy Portfolio, and/or the Custom Basket, as applicable, or changes thereto must be subject to procedures reasonably designed to prevent the use and dissemination of material non-public information regarding the Actual Portfolio, the Proxy Portfolio, and/or the Custom Basket, as applicable, or changes thereto.

.05 Any person or entity, including a custodian, Reporting Authority, distributor, or administrator, who has access to non-public information regarding the Investment Company's Actual Portfolio, the Proxy Portfolio, or the Custom Basket, as applicable, or changes thereto, must be subject to procedures reasonably designed to prevent the use and dissemination of material non-public information regarding the applicable Investment Company Actual Portfolio, the Proxy Portfolio, or the Custom Basket, as applicable, or changes thereto. Moreover, if any such person or entity is registered as a broker-dealer or affiliated with a broker-dealer, such person or entity will erect and maintain a "fire wall" between the person or entity and the broker-dealer with respect to access to information concerning the composition and/or changes to such Investment Company Actual Portfolio, Proxy Portfolio, or Custom Basket, as applicable.

Rule 8.700. Managed Trust Securities

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Managed Trust Securities that meet the criteria of this Rule.

(b) **Applicability.** This Rule is applicable only to Managed Trust Securities. Managed Trust Securities are included within the definition of "security" or "securities" as such terms are used in the Bylaws and Rules of the Exchange.

(c) **Definitions .** The following terms as used in the Rules shall, unless the context otherwise requires, have the meanings herein specified:

- (1) Managed Trust Securities. The term "Managed Trust Securities" as used in the Rules shall, unless the context otherwise requires, mean a security that is registered under the Securities Act of 1933, as amended, and (i) is issued by a trust ("Trust"), or any series thereof, that (1) is a commodity pool as defined in the Commodity Exchange Act and regulations thereunder, is not registered or required to be registered as an investment company under the Investment Company Act of 1940, as amended, and is managed by a commodity pool operator registered with the Commodity Futures Trading Commission, and (2) holds long and/or short positions in exchange-traded futures contracts and/or certain currency forward contracts and/or swaps selected by the Trust's advisor consistent with the Trust's investment objectives, which will only include exchange-traded futures contracts involving commodities, commodity indices, currencies, currency indices, stock indices, the Cboe Volatility Index (VIX), the EURO STOXX 50 Volatility Index (VSTOXX), fixed income indices, interest rates and sovereign, private and mortgage or asset backed debt instruments, and/or forward contracts on specified currencies, and/or swaps on stock indices, fixed income indices, commodity indices, VIX, VSTOXX, commodities, currencies, currency indices, or interest rates, each as disclosed in the Trust's prospectus as such may be amended from time to time, and cash and cash equivalents; and (ii) is issued and redeemed continuously in specified aggregate amounts at the next applicable net asset value.

- (2) Disclosed Portfolio. The term "Disclosed Portfolio" means the identities and quantities of the securities and other assets held by the Trust that will form the basis for the Trust's calculation of net asset value at the end of the business day.
- (3) Intraday Indicative Value. The term "Intraday Indicative Value" is the estimated indicative value of a Managed Trust Security based on current information regarding the value of the securities and other assets in the Disclosed Portfolio.
- (4) Reporting Authority. The term "Reporting Authority" in respect of a particular series of Managed Trust Securities means the Exchange, an institution, or a reporting or information service designated by the Exchange or by the Trust or the exchange that lists a particular series of Managed Trust Securities (if the Exchange is trading such series pursuant to unlisted trading privileges) as the official source for calculating and reporting information relating to such series, including, but not limited to, the Intraday Indicative Value; the Disclosed Portfolio; the amount of any cash distribution to holders of Managed Trust Securities, net asset value, or other information relating to the issuance, redemption or trading of Managed Trust Securities. A series of Managed Trust Securities may have more than one Reporting Authority, each having different functions.

(d) ***Designation*** . The Exchange may trade, either by listing or pursuant to unlisted trading privileges, Managed Trust Securities based on the underlying portfolio of exchange-traded futures, and/or swaps, and/or certain currency forward contracts described in the related prospectus. Each issue of Managed Trust Securities shall be designated as a separate trust or series and shall be identified by a unique symbol.

(e) ***Initial and Continued Listing***. Managed Trust Securities will be listed and traded on the Exchange subject to application of the following criteria:

- (1) Initial Listing—Each series of Managed Trust Securities will be listed and traded on the Exchange subject to application of the following initial listing criteria:

- (A) The Exchange will establish a minimum number of Managed Trust Securities required to be outstanding at the time of commencement of trading on the Exchange.

- (B) The Exchange will obtain a representation from the issuer of each series of Managed Trust Securities that the net asset value per share for the series will be calculated daily and that the net asset value and the Disclosed Portfolio will be made available to all market participants at the same time.

- (2) Continued Listing—Each series of Managed Trust Securities will be listed and traded on the Exchange subject to application of the following continued listing criteria:

- (A) Intraday Indicative Value. The Intraday Indicative Value for Managed Trust Securities will be widely disseminated by one or more major market

data vendors at least every 15 seconds during the Core Trading Session (as defined in Rule 7.34).

(B) Disclosed Portfolio.

- (i) The Disclosed Portfolio will be disseminated at least once daily and will be made available to all market participants at the same time.
- (ii) The Reporting Authority that provides the Disclosed Portfolio must implement and maintain, or be subject to, procedures designed to prevent the use and dissemination of material non-public information regarding the actual components of the portfolio.

(C) Suspension of trading or removal. The Exchange will maintain surveillance procedures for securities listed under this rule and will consider the suspension of trading in, and will commence delisting proceedings under Article 22, Rule 4 of, a series of Managed Trust Securities under any of the following circumstances:

- (i) if, following the initial twelve-month period beginning upon the commencement of trading of the Managed Trust Securities: (A) the Trust has fewer than 50,000 Managed Trust Securities issued and outstanding; or (B) the market value of all Managed Trust Securities issued and outstanding is less than \$1,000,000, or (C) there are fewer than 50 record and/or beneficial holders of Managed Trust Securities;
- (ii) if the Intraday Indicative Value for the Trust is no longer calculated or available or the Disclosed Portfolio is not made available to all market participants at the same time;
- (iii) if the Trust issuing the Managed Trust Securities has failed to file any filings required by the Securities and Exchange Commission or if the Exchange is aware that the Trust is not in compliance with the conditions of any exemptive order or no-action relief granted by the Securities and Exchange Commission to the Trust with respect to the series of Managed Trust Securities;
- (iv) if any of the continued listing requirements set forth in Rule 8.700 are not continuously maintained;
- (v) if the Exchange submits a rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Managed Trust Securities and any of the statements or representations regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of

Exchange listing rules specified in such rule filing are not continuously maintained; or

- (vi) if such other event shall occur or condition exists which in the opinion of the Exchange makes further dealings on the Exchange inadvisable.

(D) Trading Halt. If the Intraday Indicative Value of a series of Managed Trust Securities is not being disseminated as required, the Exchange may halt trading during the day in which the interruption to the dissemination of the Intraday Indicative Value occurs. If the interruption to the dissemination of the Intraday Indicative Value persists past the trading day in which it occurred, the Exchange will halt trading no later than the beginning of the trading day following the interruption. If a series of Managed Trust Securities is trading on the Exchange pursuant to unlisted trading privileges, the Exchange will halt trading in that series as specified in Rule 7.18. In addition, if the Exchange becomes aware that the net asset value or the Disclosed Portfolio with respect to a series of Managed Trust Securities is not disseminated to all market participants at the same time, it will halt trading in such series until such time as the net asset value or the Disclosed Portfolio is available to all market participants.

(E) Upon termination of a Trust, the Exchange requires that Managed Trust Securities issued in connection with such trust be removed from Exchange listing. A Trust will terminate in accordance with the provisions of the Trust prospectus.

(3) **Term** —The stated term of the Trust shall be as stated in the prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.

(4) **Trustee** —The following requirements apply on an initial and continued listing basis:

- (i) The trustee of a Trust must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.
- (ii) No change is to be made in the trustee of a listed issue without prior notice to and approval of the Exchange.

(5) Voting—Voting rights shall be as set forth in the applicable Trust prospectus.

(f) Market Maker Accounts.

(1) The Market Maker in Managed Trust Securities must file, with the Exchange, in a manner prescribed by the Exchange, and keep current a list identifying all

accounts for trading the underlying commodity or applicable currency, related futures or options on futures, or any other related derivatives, which the Participant acting as registered Market Maker may have or over which it may exercise investment discretion. No Participant acting as registered Market Maker in the Managed Trust Securities shall trade in the underlying commodity or applicable currency, related futures or options on futures, or any other related derivatives, in an account in which a Market Maker, directly or indirectly, controls trading activities, or has a direct interest in the profits or losses thereof, which has not been reported to the Exchange as required by this Rule.

- (2) In addition to the existing obligations under Exchange rules regarding the production of books and records (see, e.g., Article 11, Rule 2), the Market Maker in Managed Trust Securities shall make available to the Exchange such books, records or other information pertaining to transactions by such entity or any limited partner, officer or approved person thereof, registered or non-registered employee affiliated with such entity for its or their own accounts in the underlying commodity or applicable currency, related futures or options on futures, or any other related derivatives, as may be requested by the Exchange.

(g) **Limitation of Exchange Liability.** Neither the Exchange, the Reporting Authority nor any agent of the Exchange shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any underlying futures contract value; the current value of positions or interests if required to be deposited to the Trust in connection with issuance of Managed Trust Securities; net asset value; or other information relating to the purchase, redemption or trading of Managed Trust Securities, resulting from any negligent act or omission by the Exchange, or the Reporting Authority, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, or the Reporting Authority, including, but not limited to, fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reporting of transactions in an underlying futures contract.

(h) The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before listing and trading separate and distinct Managed Trust Securities. All statements or representations contained in such rule filing regarding (a) the description of the index, portfolio or reference asset, (b) limitations on index or portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.

Commentary:

.01 The Exchange requires that Participants provide all purchasers of newly issued Managed Trust Securities a prospectus for the series of Managed Trust Securities.

.02 Transactions in Managed Trust Securities will occur during the trading hours specified in Rule 7.34.

.03 The Exchange's rules governing the trading of equity securities apply.

.04 The Exchange will implement written surveillance procedures for Managed Trust Securities.

.05 If the Trust's advisor is affiliated with a broker-dealer, the broker-dealer shall erect and maintain a "fire wall" around the personnel who have access to information concerning changes and adjustments to the Disclosed Portfolio. Personnel who make decisions on the Trust's portfolio composition must be subject to procedures designed to prevent the use and dissemination of material nonpublic information regarding the applicable Trust portfolio.

Rule 8.900. Managed Portfolio Shares

(a) The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Managed Portfolio Shares that meet the criteria of this Rule.

(b) Applicability. This Rule is applicable only to Managed Portfolio Shares. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the rules and procedures of the Board of Directors shall be applicable to the trading on the Exchange of such securities. Managed Portfolio Shares are included within the definition of "security" or "securities" as such terms are used in the Rules of the Exchange.

- (1) The Exchange will file separate proposals under Section 19(b) of the Securities Exchange Act of 1934 before the listing and trading of a series of Managed Portfolio Shares. All statements or representations contained in such rule filing regarding (a) the description of the portfolio or reference asset, (b) limitations on portfolio holdings or reference assets, or (c) the applicability of Exchange listing rules specified in such rule filing will constitute continued listing requirements. An issuer of such securities must notify the Exchange of any failure to comply with such continued listing requirements.
- (2) Transactions in Managed Portfolio Shares shall occur during the trading hours specified in Rule 7.34(a).
- (3) Surveillance Procedures. The Exchange will implement and maintain written surveillance procedures for Managed Portfolio Shares. As part of these surveillance procedures, the Investment Company's investment adviser will upon request by the Exchange or FINRA, on behalf of the Exchange, make available to the Exchange or FINRA the daily portfolio holdings of each series of Managed Portfolio Shares.
- (4) If the investment adviser to the Investment Company issuing Managed Portfolio Shares is registered as a broker-dealer or is affiliated with a broker-dealer, such investment adviser will erect and maintain a "fire wall" between the investment adviser and personnel of the broker-dealer or broker-dealer affiliate, as applicable,

with respect to access to information concerning the composition of and/or changes to such Investment Company portfolio and/or the Creation Basket. Any person related to the investment adviser or Investment Company who makes decisions pertaining to the Investment Company's portfolio composition or has access to information regarding the Investment Company's portfolio composition or changes thereto or the Creation Basket must be subject to procedures designed to prevent the use and dissemination of material non-public information regarding the applicable Investment Company portfolio or changes thereto or the Creation Basket.

- (5) Any person or entity, including an AP Representative, custodian, Reporting Authority, distributor, or administrator, who has access to non-public information regarding the Investment Company's portfolio composition or changes thereto or the Creation Basket, must be subject to procedures reasonably designed to prevent the use and dissemination of material nonpublic information regarding the applicable Investment Company portfolio or changes thereto or the Creation Basket. Moreover, if any such person or entity is registered as a broker-dealer or affiliated with a broker-dealer, such person or entity will erect and maintain a "fire wall" between the person or entity and the broker-dealer with respect to access to information concerning the composition and/or changes to such Investment Company portfolio or Creation Basket.

(c) Definitions. The following terms as used in the Rules shall, unless the context otherwise requires, have the meanings herein specified:

- (1) Managed Portfolio Share. The term "Managed Portfolio Share" means a security that (a) represents an interest in an investment company registered under the Investment Company Act of 1940 ("Investment Company") organized as an open-end management investment company, that invests in a portfolio of securities selected by the Investment Company's investment adviser consistent with the Investment Company's investment objectives and policies; (b) is issued in a Creation Unit, or multiples thereof, in return for a designated portfolio of instruments (and/or an amount of cash) with a value equal to the next determined net asset value and delivered to the Authorized Participant (as defined in the Investment Company's Form N-1A filed with the Commission) through a Confidential Account; (c) when aggregated into a Redemption Unit, or multiples thereof, may be redeemed for a designated portfolio of instruments (and/or an amount of cash) with a value equal to the next determined net asset value delivered to the Confidential Account for the benefit of the Authorized Participant; and (d) the portfolio holdings for which are disclosed within at least 60 days following the end of every fiscal quarter.
- (2) Verified Intraday Indicative Value. The term "Verified Intraday Indicative Value" is the indicative value of a Managed Portfolio Share based on all of the holdings of a series of Managed Portfolio Shares as of the close of business on the prior business day and, for corporate actions, based on the applicable holdings as of the opening of business on the current business day, priced and disseminated in one second intervals during the Core Trading Session by the Reporting Authority.

- (3) AP Representative. The term “AP Representative” means an unaffiliated broker-dealer, with which an Authorized Participant has signed an agreement to establish a Confidential Account for the benefit of such Authorized Participant, that will deliver or receive, on behalf of the Authorized Participant, all consideration to or from the Investment Company in a creation or redemption. An AP Representative will not be permitted to disclose the Creation Basket to any person, including the Authorized Participants.
- (4) Confidential Account. The term “Confidential Account” means an account owned by an Authorized Participant and held with an AP Representative on behalf of the Authorized Participant. The account will be established and governed by contractual agreement between the AP Representative and the Authorized Participant solely for the purposes of creation and redemption, while keeping confidential the Creation Basket constituents of each series of Managed Portfolio Shares, including from the Authorized Participant. The books and records of the Confidential Account will be maintained by the AP Representative on behalf of the Authorized Participant.
- (5) Creation Basket. The term “Creation Basket” means on any given business day the names and quantities of the specified instruments (and/or an amount of cash) that are required for an AP Representative to deposit in-kind on behalf of an Authorized Participant in exchange for a Creation Unit and the names and quantities of the specified instruments (and/or an amount of cash) that will be transferred in-kind to an AP Representative on behalf of an Authorized Participant in exchange for a Redemption Unit, which will be identical and will be transmitted to each AP Representative before the commencement of trading.
- (6) Creation Unit. The term “Creation Unit” means a specified minimum number of Managed Portfolio Shares issued by an Investment Company at the request of an Authorized Participant in return for a designated portfolio of instruments and/or cash.
- (7) Redemption Unit. The term “Redemption Unit” means a specified minimum number of Managed Portfolio Shares that may be redeemed to an Investment Company at the request of an Authorized Participant in return for a portfolio of instruments and/or cash.
- (8) Reporting Authority. The term "Reporting Authority" in respect of a particular series of Managed Portfolio Shares means the Exchange, an institution, or a reporting service designated by the Exchange or by the exchange that lists a particular series of Managed Portfolio Shares (if the Exchange is trading such series pursuant to unlisted trading privileges), as the official source for calculating and reporting information relating to such series, including, but not limited to, the net asset value, the Verified Intraday Indicative Value, or other information relating to the issuance, redemption or trading of Managed Portfolio Shares. A series of Managed Portfolio Shares may have more than one Reporting Authority, each having different functions.

(9) Normal Market Conditions. The term “Normal Market Conditions” includes, but is not limited to, the absence of trading halts in the applicable financial markets generally; operations issues (e.g., systems failure) causing dissemination of inaccurate market information; or force majeure type events such as natural or man-made disaster, act of God, armed conflict, act of terrorism, riot or labor disruptions or any similar intervening circumstance.

(d) Initial and Continued Listing. Managed Portfolio Shares will be listed and traded on the Exchange subject to application of the following criteria:

(1) Initial Listing. Each series of Managed Portfolio Shares will be listed and traded on the Exchange subject to application of the following initial listing criteria:

(A) For each series, the Exchange will establish a minimum number of Managed Portfolio Shares required to be outstanding at the time of commencement of trading on the Exchange.

(B) The Exchange will obtain a representation from the Investment Company that issues each series of Managed Portfolio Shares that the net asset value per share for the series will be calculated daily and that the net asset value will be made available to all market participants at the same time.

(C) All Managed Portfolio Shares shall have a stated investment objective, which shall be adhered to under Normal Market Conditions.

(2) Continued Listing. Each series of Managed Portfolio Shares will be listed and traded on the Exchange subject to application of the following continued listing criteria:

(A) Verified Intraday Indicative Value. The Verified Intraday Indicative Value for Managed Portfolio Shares will be widely disseminated by the Reporting Authority and/or by one or more major market data vendors in one second intervals during the Core Trading Session, and will be disseminated to all market participants at the same time.

(B) Suspension of trading or removal. The Exchange will consider the suspension of trading in, and will commence delisting proceedings under Article 22, Rule 4 for, a series of Managed Portfolio Shares under any of the following circumstances:

(i) if, following the initial twelve-month period after commencement of trading on the Exchange of a series of Managed Portfolio Shares, there are fewer than 50 beneficial holders of the series of Managed Portfolio Shares;

(ii) if the Exchange has halted trading in a series of Managed Portfolio Shares because the Verified Intraday Indicative Value is interrupted pursuant to Rule 8.900(d)(2)(C)(ii) and such

interruption persists past the trading day in which it occurred or is no longer available;

- (iii) if the Exchange has halted trading in a series of Managed Portfolio Shares because the net asset value with respect to such series of Managed Portfolio Shares is not disseminated to all market participants at the same time, the holdings of such series of Managed Portfolio Shares are not made available on at least a quarterly basis as required under the 1940 Act, or such holdings are not made available to all market participants at the same time pursuant to Rule 8.900(d)(2)(C)(ii) and such issue persists past the trading day in which it occurred;
- (iv) if the Exchange has halted trading in a series of Managed Portfolio Shares pursuant to Rule 8.900(d)(2)(C)(i), such issue persists past the trading day in which it occurred;
- (v) if the Investment Company issuing the Managed Portfolio Shares has failed to file any filings required by the Commission or if the Exchange is aware that the Investment Company is not in compliance with the conditions of any currently applicable exemptive order or no-action relief granted by the Commission or Commission staff to the Investment Company with respect to the series of Managed Portfolio Shares;
- (vi) if any of the continued listing requirements set forth in Rule 8.900 are not continuously maintained;
- (vii) if any of the statements or representations regarding (a) the description of the portfolio, (b) limitations on portfolio holdings, or (c) the applicability of Exchange listing rules, specified in the Exchange's rule filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 to permit the listing and trading of a series of Managed Portfolio Shares, are not continuously maintained; or
- (viii) if such other event shall occur or condition exists which, in the opinion of the Exchange, makes further dealings on the Exchange inadvisable.

(C) Trading Halt.

- (i) The Exchange may consider all relevant factors in exercising its discretion to halt trading in a series of Managed Portfolio Shares. Trading may be halted because of market conditions or for reasons that, in the view of the Exchange, make trading in the series of Managed Portfolio Shares inadvisable. These may include: (a) the extent to which trading is not occurring in the securities and/or the financial instruments composing the portfolio; or (b) whether other

unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present.

- (ii) If the Exchange becomes aware that: (a) the Verified Intraday Indicative Value of a series of Managed Portfolio Shares is not being calculated or disseminated in one second intervals, as required; (b) the net asset value with respect to a series of Managed Portfolio Shares is not disseminated to all market participants at the same time; (c) the holdings of a series of Managed Portfolio Shares are not made available on at least a quarterly basis as required under the 1940 Act; or (d) such holdings are not made available to all market participants at the same time (except as otherwise permitted under the currently applicable exemptive order or no action relief granted by the Commission or Commission staff to the Investment Company with respect to the series of Managed Portfolio Shares), it will halt trading in such series until such time as the Verified Intraday Indicative Value, the net asset value, or the holdings are available, as required.

(D) Termination. Upon termination of an Investment Company, the Exchange requires that Managed Portfolio Shares issued in connection with such entity be removed from Exchange listing.

(E) Voting. Voting rights shall be as set forth in the applicable Investment Company prospectus and/or statement of additional information.

(e) Limitation of Exchange Liability. Neither the Exchange, the Reporting Authority, when the Exchange is acting in the capacity of a Reporting Authority, nor any agent of the Exchange shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any current portfolio value; the current value of the portfolio of securities required to be deposited to the open end management investment company in connection with issuance of Managed Portfolio Shares; the Verified Intraday Indicative Value; the amount of any dividend equivalent payment or cash distribution to holders of Managed Portfolio Shares; net asset value; or other information relating to the purchase, redemption, or trading of Managed Portfolio Shares, resulting from any negligent act or omission by the Exchange, the Reporting Authority when the Exchange is acting in the capacity of a Reporting Authority, or any agent of the Exchange, or any act, condition, or cause beyond the reasonable control of the Exchange, its agent, or the Reporting Authority, when the Exchange is acting in the capacity of a Reporting Authority, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission, or delay in the reports of transactions in one or more underlying securities.

(f) Disclosures. The provisions of this subparagraph apply only to series of Managed Portfolio Shares that are the subject of an order by the Commission exempting such series from certain prospectus delivery requirements under Section 24(d) of the Investment

Company Act of 1940 and are not otherwise subject to prospectus delivery requirements under the Securities Act of 1933. The Exchange will inform its Participants regarding application of this subparagraph to a particular series of Managed Portfolio Shares by means of an information circular prior to commencement of trading in such series.

The Exchange requires that Participants provide to all purchasers of a series of Managed Portfolio Shares a written description of the terms and characteristics of those securities, in a form prepared by the open-end management investment company issuing such securities, not later than the time a confirmation of the first transaction in such series is delivered to such a purchaser. In addition, Participants shall include such a written description with any sales material relating to a series of Managed Portfolio Shares that is provided to customers or the public. Any other written materials provided by a Participant to customers or the public making specific reference to a series of Managed Portfolio Shares as an investment vehicle must include a statement in substantially the following form: "A circular describing the terms and characteristics of (the series of Managed Portfolio Shares) has been prepared by the (open-end management investment company name) and is available from your broker. It is recommended that you obtain and review such circular before purchasing (the series of Managed Portfolio Shares)."

A Participant carrying an omnibus account for a non-Participant broker-dealer is required to inform such non-Participant that execution of an order to purchase a series of Managed Portfolio Shares for such omnibus account will be deemed to constitute agreement by the non-Participant to make such written description available to its customers on the same terms as are directly applicable to Participants under this rule.

Upon request of a customer, a Participant shall also provide a prospectus for the particular series of Managed Portfolio Shares.

RULE 9 RESERVED

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ARTICLE 22 Listed Securities

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Rule 24. [Investment Company Units]

The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, units of trading ("Units") that meet the criteria of this Rule. A Unit is a security that represents an interest in a registered investment company ("Investment Company") that could be organized as a unit investment trust, an open-end management investment company, or a similar entity.

(a) Original Unit Listing Standards

- (1) The Investment Company must:

- (A) hold securities (including fixed income securities) comprising, or otherwise based on or representing an interest in, an index or portfolio of securities; or
- (B) hold securities in another registered investment company that holds securities as described in (A) above.

An index or portfolio may be revised as necessary or appropriate to maintain the quality and character of the index or portfolio.

- (2) The Investment Company must issue Units in a specified aggregate number in return for a deposit (the "Deposit") consisting of either:
 - (A) a specified number of shares of securities (or, if applicable, a specified portfolio of fixed income securities) that comprise the index or portfolio, or are otherwise based on or represent an investment in securities comprising such index or portfolio, and/or a cash amount; or
 - (B) shares of a registered investment company, as described in clause (a)(1)(A) above, and/or a cash amount.
- (3) Units must be redeemable, directly or indirectly, from the Investment Company for securities (including fixed income securities) and/or cash then comprising the Deposit. Units must pay holders periodic cash payments corresponding to the regular cash dividends or distributions declared with respect to the securities held by the Investment Company, less applicable expenses and charges.
- (4) For each series, the Exchange will establish a minimum number of Units required to be outstanding at the time of commencement of trading on the Exchange.

(b) Underlying Indices and Portfolios

The Exchange may trade, whether by listing or pursuant to unlisted trading privileges, specified series of Units, with each Series based on a specified index or portfolio of securities. The value of the index or portfolio must be calculated and disseminated to the public at least once per business day; provided that, if the securities representing at least half the value of the index or portfolio are securities of a single country other than the United States, then the value of the index or portfolio may be calculated and disseminated to the public at least once per day that is a business day in that country.

(c) Form of Certificates

Units either may be certificated or may be issued in the form of a single global certificate.

(d) Continued Listing Criteria

The Exchange will consider the suspension of trading and delisting (if applicable) of a series of Units in any of the following circumstances:

1. Following the initial twelve-month period beginning upon the commencement of trading of a series of Units, there are fewer than 50 record and/or beneficial holders of Units for 30 or more consecutive trading days;
2. The value of the index or portfolio of securities on which the series is based is no longer calculated or available; or
3. Such other event shall occur or condition exist that, in the opinion of the Exchange, makes further dealings on the Exchange inadvisable.

In addition, the Exchange will remove Units from trading and listing (if applicable) upon termination of the issuing Investment Company or upon the termination of listing of the Units on their primary market, if the primary market is not the Exchange.

• • • *Interpretations and Policies:*

.01 The Exchange will trade, pursuant to unlisted trading privileges, investment company units based on the FT/S&P-Actuaries World Indices, known as CountryBaskets. Notwithstanding anything in Rule 24(a)(4) to the contrary, for the Japan series of CountryBaskets, 500,000 Units, representing 2 Creation Units, will be required to be outstanding prior to the commencement of trading.

.02 The Exchange will trade, pursuant to unlisted trading privileges, investment company units based on certain Morgan Stanley Capital International Indices, known as WEBS.

.03 The Exchange will trade, pursuant to unlisted trading privileges, nine series of Select Sector SPDRs under this Rule 24.

.04 The Exchange may approve a series of Units for trading, whether by listing or pursuant to unlisted trading privileges, pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934, provided each of the following criteria is satisfied:

(a) Eligibility Criteria for Index Components. Upon the initial listing of a series of Units on the Exchange, or if the Exchange is trading the Units pursuant to unlisted trading privileges, upon the initial listing on the primary exchange, each component of an index or portfolio underlying a series of Units shall meet the following criteria:

- (1) Component stocks that in the aggregate account for at least 90% of the weight of the index or portfolio shall have a minimum market value of at least \$75 million;
- (2) The component stocks shall have a minimum monthly trading volume during each of the last six months of at least 250,000 shares for stocks representing at least 90% of the weight of the index or portfolio;
- (3) The most heavily weighted component stock cannot exceed 25% of the weight of the index or portfolio, and the five most heavily weighted component stocks cannot exceed 65% of the weight of the index or portfolio;

- (4) The underlying index or portfolio must include a minimum of 13 stocks; and
- (5) All securities in an underlying index or portfolio must be listed on a national securities exchange or the Nasdaq Stock Market (including the Nasdaq Capital Market).

(b) Index Methodology and Calculation.

- (1) The index underlying a series of Units will be calculated based on either the market capitalization, modified market capitalization, price, equal-dollar or modified equal-dollar weighting methodology;
- (2) If the index is maintained by a broker-dealer, the broker-dealer shall erect a "fire wall" around the personnel who have access to information concerning changes and adjustments to the index and the index shall be calculated by a third party who is not a broker-dealer; and
- (3) The current index value will be disseminated every 15 seconds over the Consolidated Tape Association's Network B.

(c) Disseminated Information. The Reporting Authority will disseminate for each series of Units an estimate, updated every 15 seconds, of the value of a share of each series. This may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value.

(d) Initial Shares Outstanding. A minimum of 100,000 shares of a series of Units is required to be outstanding at the time of commencement of trading on the Exchange.

(e) Trading Increment. The trading increment may vary among different series of Units, but will be set at \$.01.

(f) Surveillance Procedures. The Exchange will implement written surveillance procedures for Units.

.05 This Interpretation and Policy .05 applies only to series of Investment Company Units that are the subject of an order by the Commission exempting those series from certain prospectus delivery requirements under Section 24(d) of the Investment Company Act of 1940. The Exchange will inform Participants regarding application of this Interpretation and Policy to a particular series of Investment Company Units by means of an information circular prior to the beginning of trading in that series.

The Exchange requires that Participants provide to all purchasers of a services of Investment Company Units a written description of the terms and characteristics of those securities, in a form approved by the Exchange, not later than the time a confirmation of the first transaction in that series is delivered to that purchaser. In addition, Participants shall include such a written description with any sales material relating to a series of Investment Company Units that is provided to customers or the public. Any other written

materials provided by a Participant to customers or the public making specific reference to a series of Investment Company Units as an investment vehicle must include a statement in substantially the following form: "A circular describing the terms and conditions of [the series of Investment Company Units] is available from your broker. It is recommended that you obtain and review such circular before purchasing [the series of Investment Company Units]. In addition, upon request, you may obtain from your broker a prospectus for [the series of Investment Company Units]."

A Participant carrying an omnibus account for a non-Participant broker-dealer is required to inform such non-Participant that execution of an order to purchase a series of Investment Company Units for such omnibus account will be deemed to constitute agreement by the non-Participant to make such written description available to its customers on the same terms as are directly applicable to Participants under this rule.

Upon request of a customer, a Participant shall also provide a prospectus for the particular series of Investment Company Units.

Rule 25. Portfolio Depositary Receipts

(a) Definitions.

- (1) **Portfolio Depositary Receipt.** The term "Portfolio Depositary Receipt" means a security (A) that is based on a unit investment trust ("Trust") which holds the securities which comprise an index or portfolio underlying a series of Portfolio Depositary Receipts; (B) that is issued by the Trust in a specified aggregate minimum number in return for a "Portfolio Deposit" consisting of specified numbers of shares of stock plus a cash amount; (C) that, when aggregated in the same specified minimum number, may be redeemed from the Trust which will pay to the redeeming holder the stock and cash then comprising the "Portfolio Deposit"; and (D) that pays holders a periodic cash payment corresponding to the regular cash dividends or distributions declared with respect to the component securities of the stock index or portfolio of securities underlying the Portfolio Depositary Receipts, less certain expenses and other charges as set forth in the Trust prospectus.
- (2) **Reporting Authority.** The term "Reporting Authority" in respect of a particular series of Portfolio Depositary Receipts means the Exchange, an institution (including the Trustee for a series of Portfolio Depositary Receipts), or a reporting service designated by the Exchange or by the exchange that lists a particular series of Portfolio Depositary Receipts (if the Exchange is trading such series pursuant to unlisted trading privileges) as the official source for calculating and reporting information relating to such series, including, but not limited to, any current index or portfolio value; the current value of the portfolio of securities required to be deposited to the Trust in connection with issuance of Portfolio Depositary Receipts; the amount of any dividend equivalent payment or cash distribution to holders of Portfolio Depositary Receipts, net asset value, or other

information relating to the creation, redemption or trading of Portfolio Depositary Receipts.

(b) Applicability. This Rule is applicable only to Portfolio Depositary Receipts. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the bylaws and all other rules and policies of the Board of Directors shall be applicable to the trading on the Exchange of such securities. Portfolio Depositary Receipts are included within the definition of "security" or "securities" as such terms are used in the bylaws and Rules of the Exchange.

(c) Participants shall provide to all purchasers of a series of Portfolio Depositary Receipts a written description of the terms and characteristics of such securities, in a form approved by the Exchange, not later than the time a confirmation of the first transaction in such series is delivered to such purchaser. In addition, Participants shall include such a written description with any sales material relating to a series of Portfolio Depositary Receipts that is provided to customers or the public. Any other written materials provided by a Participant to customers or the public making specific reference to a series of Portfolio Depositary Receipts as an investment vehicle must include a statement in substantially the following form: "A circular describing the terms and characteristics of (the series of Portfolio Depositary Receipts) is available from your broker. It is recommended that you obtain and review such circular before purchasing (the series of Portfolio Depositary Receipts). In addition, upon request you may obtain from your broker a prospectus for (the series of Portfolio Depositary Receipts)."

A Participant carrying an omnibus account for a non-Participant broker-dealer is required to inform such non-Participant that execution of an order to purchase a series of Portfolio Depositary Receipts for such omnibus account will be deemed to constitute agreement by the non-Participant to make such written description available to its customers on the same terms as are directly applicable to Participants under this rule.

Upon request of a customer, a Participant shall also provide a prospectus for the particular series of Portfolio Depositary Receipts.

(d) Reserved

(e) Designation of an Index or Portfolio. The trading of Portfolio Depositary Receipts based on one or more stock indexes or securities portfolios, whether by listing or pursuant to unlisted trading privileges, shall be considered on a case by case basis. The Portfolio Depositary Receipts based on each particular stock index or portfolio shall be designated as a separate series and shall be identified by a unique symbol. The stocks that are included in an index or portfolio on which Portfolio Depositary Receipts are based shall be selected by the Exchange or by such other person as shall have a proprietary interest in and authorized use of such index or portfolio, and may be revised from time to time as may be deemed necessary or appropriate to maintain the quality and character of the index or portfolio.

(f) Initial and Continued Listing and/or Trading. A Trust upon which a series of Portfolio Depositary Receipts is based will be traded on the Exchange, whether by listing or pursuant to unlisted trading privileges, subject to application of the following criteria:

- (1) Commencement of Trading - For each Trust, the Exchange will establish a minimum number of Portfolio Depositary Receipts required to be outstanding at the time of commencement of trading on the Exchange.
- (2) Continued Trading - Following the initial twelve month period following formation of a Trust and commencement of trading on the Exchange, the Exchange will consider the suspension of trading in or removal from listing of or termination of unlisted trading privileges for a Trust upon which a series of Portfolio Depositary Receipt is based under any of the following circumstances:
 - (A) if the Trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Portfolio Depositary Receipts for 30 or more consecutive trading days; or
 - (B) if the value of the index or portfolio of securities on which the Trust is based is no longer calculated or available; or
 - (C) if such other event shall occur or condition exists which is the opinion of the Exchange, makes further dealings on the Exchange inadvisable.

Upon termination of a Trust, the Exchange requires that Portfolio Depositary Receipts issued in connection with such Trust be removed from Exchange listing or have their unlisted trading privileges terminated. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of securities in the Trust falls below a specified amount.

- (3) Term—The stated term of the Trust shall be as stated in the Trust prospectus. However, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.
- (4) Trustee—The trustee must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.
- (5) Voting—Voting rights shall be as set forth in the Trust prospectus. The Trustee of a Trust may have the right to vote all of the voting securities of such Trust.

Limitation of Exchange Liability

(g) Neither the Exchange, the Reporting Authority nor any agent of the Exchange shall have any liability for damages, claims, losses or expenses caused by any errors, omissions, or delays in calculating or disseminating any current index or portfolio value,

the current value of the portfolio of securities required to be deposited to the Trust; the amount of any dividend equivalent payment or cash distribution to holders of Portfolio Depositary Receipts; net asset value; or other information relating to the creation, redemption or trading of Portfolio Depositary Receipts, resulting from any negligent act or omission by the Exchange, or the Reporting Authority, or any agent of the Exchange, or any act, condition or cause beyond the reasonable control of the Exchange or its agent, or the Reporting Authority, including, but not limited to, an act of God; fire; flood; extraordinary weather conditions; war; insurrection; riot; strike; accident; action of government; communications or power failure; equipment or software malfunction; or any error, omission or delay in the reports of transactions in one or more underlying securities. The Exchange makes no warranty, express or implied, as to results to be obtained by any person or entity from the use of Portfolio Depositary Receipts or any underlying index or data included therein and the Exchange makes no express or implied warranties, and disclaims all warranties of merchantability or fitness for a particular purpose with respect to Portfolio Depositary Receipts or any underlying index or data included therein. This limitation of liability shall be in addition to any other limitation contained elsewhere in the Rules.

(h) The Nasdaq Stock Market, Inc. ("Nasdaq") has licensed the use of the Nasdaq-100 Index(R) for certain purposes in connection with trading in a particular series of Portfolio Depositary Receipts on the Exchange. Nasdaq and its affiliates do not guarantee the accuracy and/or completeness of the Nasdaq-100 Index or any data included therein. Nasdaq, the Exchange and their affiliates make no warranty, express or implied, as to results to be obtained by any person or entity from the use of the Nasdaq-100 Index or any data included therein in connection with the rights licensed or for any other use. Nasdaq, the Exchange and their affiliates make no express or implied warranties, and disclaim all warranties of merchantability or fitness for a particular purpose with respect to the Nasdaq-100 Index or any data included therein. Without limiting any of the foregoing, in no event shall Nasdaq, the Exchange and their affiliates have any liability for any lost profits or special, punitive, incidental, indirect, or consequential damages, even if notified of the possibility of such damages. In addition, Nasdaq, the Exchange and their affiliates shall have no liability for any damages, claims, losses or expenses caused by any errors or delays in calculating or disseminating the Nasdaq-100 Index.

.01 The Exchange may approve a series of Portfolio Depositary Receipts for trading, whether by listing or pursuant to unlisted trading privileges, pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934, provided each of the following criteria is satisfied:

(a) Eligibility Criteria for Index Components. Upon the initial listing of a series of Portfolio Depositary Receipts on the Exchange, or if the Exchange is trading the Portfolio Depositary Receipts pursuant to unlisted trading privileges, upon the initial listing on the primary exchange, the component stocks of an index or portfolio underlying such series of Portfolio Depositary Receipts shall meet the following criteria:

- (1) Component stocks that in the aggregate account for at least 90% of the weight of the index or portfolio shall have a minimum market value of at least \$75 million;

- (2) The component stocks shall have a minimum monthly trading volume during each of the last six months of at least 250,000 shares for stocks representing at least 90% of the weight of the index or portfolio;
- (3) The most heavily weighted component stock cannot exceed 25% of the weight of the index or portfolio, and the five most heavily weighted component stocks cannot exceed 65% of the weight of the index or portfolio;
- (4) The underlying index or portfolio must include a minimum of 13 stocks; and
- (5) All securities in an underlying index or portfolio must be listed on a national securities exchange or the Nasdaq Stock Market (including the Nasdaq Capital Market).

(b) Index Methodology and Calculation.

- (1) The index underlying a series of Portfolio Depositary Receipts will be calculated based on either the market capitalization, modified market capitalization, price, equal-dollar or modified equal-dollar weighting methodology;
- (2) If the index is maintained by a broker-dealer, the broker-dealer shall erect a "fire wall" around the personnel who have access to information concerning changes and adjustments to the index and the index shall be calculated by a third party who is not a broker-dealer; and
- (3) The current index value will be disseminated every 15 seconds over the Consolidated Tape Association's Network B.

(c) Disseminated Information. The Reporting Authority will disseminate for each series of Portfolio Depositary Receipts an estimate, updated every 15 seconds, of the value of a share of each series. This may be based, for example, upon current information regarding the required deposit of securities and cash amount to permit creation of new shares of the series or upon the index value.

(d) Initial Shares Outstanding. A minimum of 100,000 shares of a series of Portfolio Depositary Receipts is required to be outstanding at the time of commencement of trading on the Exchange.

(e) Trading Increment. The minimum trading increment for a series of Portfolio Depositary Receipts shall be \$.01.

(f) Surveillance Procedures. The Exchange will implement written surveillance procedures for Portfolio Depositary Receipts.

Rule 26. Equity-Linked Debt Securities

The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, equity-linked debt securities ("ELDS") that meet the criteria of this rule.

ELDS are limited term non-convertible debt obligations of an issuer where the value of the debt is based, at least in part, on the value of another issuer's common stock or non-convertible preferred stock.

(a) ELDS Issuer Listing Standards

- (1) If the ELDS issuer is a company listed on the Exchange, it must be a company in good standing (i.e., meet the Exchange's Tier I or Tier II general listing criteria). If the ELDS issuer is an affiliate of a company listed on the Exchange, the company listed on the Exchange must be a company in good standing. If the ELDS issuer is not listed on the Exchange, the ELDS issuer must meet the size and earnings requirements set forth in the Exchange's Tier I or Tier II Listing Rules. (Sovereign issuers will be evaluated on a case-by-case basis).
- (2) The ELDS issuer must, in all cases, have either
 - A. A minimum tangible net worth of \$250 million; or
 - B. A minimum tangible net worth of \$150 million and the original issue price of the ELDS, combined with all of the issuer's other ELDS listed on a national securities exchange or otherwise publicly traded in the United States, may not be greater than 25 percent of the issuer's net worth at the time of issuance.

(b) ELDS Listing Standards. The issue must have:

- (1) At least 1 million ELDS outstanding.
- (2) At least 400 holders.
- (3) An aggregate market value of at least \$4 million.
- (4) A minimum life of one year.

(c) Linked Equity Listing Standards. An equity security on which the value of the debt is based must:

- (1) Have either:
 - (A) a market capitalization of at least \$3 billion and a trading volume of at least 2.5 million shares in the one-year period preceding the listing of the ELDS; or
 - (B) a market capitalization of at least \$1.5 billion and a trading volume of at least 10 million shares in the one-year period preceding the listing of the ELDS; or

- (C) a market capitalization of at least \$500 million and trading volume of at least 15 million shares in the one-year preceding the listing of the ELDS.
- (2) Be issued by a company that has a continuous reporting obligation under the Securities Exchange Act of 1934, as amended, and be listed on a national securities exchange or traded through the facilities of a national securities association and be subject to last sale reporting.
- (3) Be issued either by:
 - (A) a U.S. company; or
 - (B) a non-U.S. company (including a company that is traded in the United States through American Depositary Receipts ("ADRs")) if there are at least 2000 holders of the security, and either
 - (i) the Exchange, or, if the ELDS is to be traded pursuant to unlisted trading privileges, any other national securities exchange that is the primary U.S. market for such security, has in place with the primary exchange in the country where the security is primarily traded (or, in the case of a sponsored ADR, the primary exchange in the home country where the security underlying the ADR is primarily traded) an effective comprehensive surveillance information sharing agreement,
 - (ii) the "Relative U.S. Volume" is at least 50 percent (for purposes of this subsection, the term "Relative U.S. Volume" shall mean the ratio of (a) the combined trading volume, on a share-equivalent basis, of the security and related securities (including ADRs overlying such security) in the United States and in any other market with which the Exchange (for ELDS that are listed on the Exchange) or with which any other national securities exchange that is the primary U.S. market for such ELDS (if the ELDS is to be traded on the Exchange pursuant to unlisted trading privileges) has in place an effective, comprehensive surveillance information sharing agreement to (b) the world-wide trading volume in such securities, or
 - (iii) during the six months preceding the listing of the ELDS on the Exchange (or for ELDS traded on the Exchange pursuant to unlisted trading privileges, preceding the listing of the ELDS on the primary U.S. market for such security), the following trading volume standards were met:
 - (a) the combined trading volume of the security (including the security itself, any ADR overlying the security (adjusted on a share equivalent basis) and any other classes of stock related to the underlying security) in the United States is at

least 20 percent of the combined world-wide trading volume in the security and in related securities,

- (b) the average daily trading volume for the security (or, if traded in the form of an ADR, the ADR overlying such security) in the U.S. market is 100,000 or more shares, and
- (c) the trading volume for the security (or, if traded in the form of an ADR, the ADR overlying such security) is at least 60,000 per day in the U.S. market on a majority of the trading days during the six-month period.

(d) Limits on Number of ELDS. The issuance of ELDS relating to any underlying U.S. security may not exceed five percent of the total outstanding shares of such underlying security. The issuance of ELDS relating to any underlying non-U.S. security or sponsored ADR may not exceed: (1) two percent of the total worldwide outstanding shares of such security if at least 20 percent of the worldwide trading volume in the security and related securities during the six-month period preceding the date of listing occurs in the U.S. market; or (2) three percent of the total worldwide outstanding shares of such security if at least 50 percent of the worldwide trading volume in the security and related securities during the six-month period preceding the date of listing occurs in the U.S. market; or (3) five percent of the total worldwide outstanding shares of such security if at least 70 percent of the worldwide trading volume in the security and related securities during the six-month period preceding the date of listing on the Exchange (for ELDS that are listed on the Exchange) or listing on the national securities exchange that is the primary U.S. market for such ELDS (if the ELDS is to be traded on the Exchange pursuant to unlisted trading privileges) occurs in the U.S. market.

If an issuer proposes to issue ELDS that relate to more than the allowable percentages of the underlying security specified in this subsection (d), then the Exchange, in consultation with the staff of the Division of Market Regulation of the Securities and Exchange Commission, will evaluate the maximum percentage of ELDS that may be issued on a case-by-case basis.

• • • *Interpretation and Policies*

.01 Form of Circular to Participants

Prior to the commencement of trading of any new ELDS on the Exchange, the Exchange will issue a circular, substantially in the form set forth below:

Equity-Based Debt Security Participant Circular

Date:

Circular to Participants

Equity-linked debt securities ("ELDS") of _____ Corporation have been approved for Exchange [listing or trading pursuant to unlisted trading privileges] and will commence trading on [date]. The ELDS are debt securities where the amount payable at maturity is based on the then-current price of [the linked security].

(a) The ELDS will trade with the ticker symbol _____. ELDS are securities that have certain unique characteristics, and investors should be afforded an explanation of such special characteristics and risks attendant to trading thereof, including:

(b) At maturity, holders of ELDS will receive [description of payment].

(c) Because the amount of principal returned when ELDS matures depends on the price of [the linked security], the possibility exists that an ELDS holder may lose some or all of the principal amount of his ELDS investment.

(d) ELDS will trade "Flat" (that is, without the payment of accrued interest) and in round lots of 100.

(e) ELDS are solely the obligation of [the issuer]. Holders of ELDS may look only to [the issuer] for payments of interest and principal, and not to [the issuer of the linked security].

(f) Both [the issuer and the issuer of the linked security] are listed on [insert appropriate markets] and are subject to the continuous reporting obligations of the Securities Exchange Act of 1934, as amended (the "1934 Act"). Interested persons may obtain copies of reports, proxy statements and other materials filed by [the two issuers] pursuant to the 1934 Act at the offices of the Securities and Exchange Commission.

Before a Participant or person associated with such Participant undertakes to recommend a transaction in the ELDS, such Participant should make a determination that such ELDS are suitable for such customer and the person making the recommendation should have a reasonable basis for believing, at the time of making the recommendation, that the customer has such knowledge and experience in financial matters that he may reasonably be expected to be capable of evaluating the risks and the special characteristics of the recommended transaction and is financially able to bear the risks of the recommended transaction.

Any questions regarding the suitability of customer accounts should be directed to at (312) 663- . Inquiries with respect to the ELDS themselves should be directed to at (312) 663-.

Rule 27. Trust Issued Receipts

The Exchange will consider for trading, whether by listing or pursuant to unlisted trading privileges, Trust Issued Receipts that meet the criteria of this Rule.

(a) *Definitions.* A Trust Issued Receipt is a security (1) that is issued by a trust ("Trust") which holds specific securities deposited with the Trust; (2) that, when aggregated in

some specified minimum number, may be surrendered to the Trust by the beneficial owner to receive the securities; and (3) that pays beneficial owners dividends and other distributions on the deposited securities, if any are declared and paid to the trustee ("Trustee") by an issuer of the deposited securities.

(b) *Designation.* The Exchange may trade, whether by listing or pursuant to unlisted trading privileges, Trust Issued Receipts based on one or more securities. The Trust Issued Receipts based on particular securities shall be designated as a separate series and shall be identified by a unique symbol. The securities that are included in a series of Trust Issued Receipts shall be selected by the Exchange or by such other person as shall have a proprietary interest in such Trust Issued Receipts.

(c) *Initial and Continued Listing.* Trust Issued Receipts will be traded on the Exchange subject to application of the following criteria:

- (1) Initial Listing—For each Trust, the Exchange will establish a minimum number of Trust Issued Receipts required to be outstanding at the time of commencement of trading on the Exchange.
- (2) Continued Listing—Following the initial twelve month period following formation of a Trust and commencement of trading on the Exchange, the Exchange will consider the suspension of trading in or removal from listing of a Trust upon which a series of Trust Issued Receipts is based under any of the following circumstances:
 - (A) if the Trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Trust Issued Receipts for 30 or more consecutive trading days;
 - (B) if the Trust has fewer than 50,000 receipts issued and outstanding;
 - (C) if the market value of all receipts issued and outstanding is less than \$1,000,000; or
 - (D) if any other event shall occur or condition exists which, in the opinion of the Exchange, makes further dealings on the Exchange inadvisable.

Upon termination of a Trust, the Exchange requires that Trust Issued Receipts issued in connection with such Trust be removed from Exchange listing. A Trust may terminate in accordance with the provisions of the Trust prospectus, which may provide for termination if the value of securities in the Trust falls below a specified amount.

- (3) Term—The stated term of the Trust shall be as stated in the Trust prospectus; however, a Trust may be terminated under such earlier circumstances as may be specified in the Trust prospectus.
- (4) Trustee—The trustee must be a trust company or banking institution having substantial capital and surplus and the experience and facilities for handling

corporate trust business. In cases where, for any reason, an individual has been appointed as trustee, a qualified trust company or banking institution must be appointed co-trustee.

(5) Voting—Voting rights shall be as set forth in the Trust prospectus.

(d) *Participant obligations.* Participants shall provide to all purchasers of newly issued Trust Issued Receipts a prospectus for the series of Trust Issued Receipts.

(e) *Applicability of Rule 27.* This Rule is applicable only to Trust Issued Receipts. Except to the extent inconsistent with this Rule, or unless the context otherwise requires, the provisions of the bylaws and all other rules and policies of the Board of Directors shall be applicable to the trading on the Exchange of such securities. Trust Issued Receipts are included within the definition of "security" or "securities" as such terms are used in the bylaws and Rules of the Exchange.

• • • *Interpretation and Policies*

.01 The Exchange may approve trust issued receipts for trading, whether by listing or pursuant to unlisted trading privileges, pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934, provided that the following criteria are satisfied:

- (a) Each security underlying the trust issued receipt must be registered under Section 12 of the Exchange Act;
- (b) Each security underlying the trust issued receipt must have a minimum public float of at least \$150 million;
- (c) Each security underlying the trust issued receipt must be listed on a national securities exchange or traded through the facilities of Nasdaq as a reported national market system security;
- (d) Each security underlying the trust issued receipt must have an average daily trading volume of at least 100,000 shares during the preceding sixty-day trading period;
- (e) Each security underlying the trust issued receipt must have an average daily dollar value of shares traded during the preceding sixty-day trading period of at least \$1 million; and
- (f) The most heavily weighted security in the trust issued receipt cannot initially represent more than 20% of the overall value of the trust issued receipt.

.02 The eligibility requirements for Component Securities that are represented by a series of Trust Issued Receipts and that became part of the Trust Issued Receipt when the security was either: (a) distributed by a company already included as a Component Security in the series of Trust Issued Receipts; or (b) received in exchange for the securities of a company previously included as a Component Security that is no longer

outstanding due to a merger, consolidation, corporate combination or other event, shall be as follows:

- (1) the Component Security must be listed on a national securities exchange or traded through the facilities of Nasdaq and a reported national market system security;
- (2) the Component Security must be registered under section 12 of the Exchange Act; and
- (3) the Component Security must have a Standard & Poor's Sector Classification that is the same as the Standard & Poor's Sector Classification represented by Component Securities included in the Trust Issued Receipt at the time of the distribution or exchange.

Rule 28.]Additional Requirements for Listed Securities Issued by Intercontinental Exchange, Inc. or its Affiliates.

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Rule 25[9]. Erroneously Awarded Compensation

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