

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-57356; File No. SR-Amex-2007-115)

February 20, 2008

Self-Regulatory Organizations; American Stock Exchange LLC; Notice of Filing and Order Granting Accelerated Approval of a Proposed Rule Change, as Modified by Amendment Nos. 1 and 2 Thereto, to List and Trade Shares of the SPDR® Barclays Capital Global Inflation Linked Exchange-Traded Fund

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that on October 29, 2007, the American Stock Exchange LLC (“Amex” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I and II below, which Items have been substantially prepared by the Exchange. On January 4, 2008, the Exchange filed Amendment No. 1 to the proposed rule change. On January 30, 2008, the Exchange filed Amendment No. 2 to the proposed rule change. This order provides notice of the proposed rule change, as amended, and approves the proposed rule change, as modified by Amendment Nos. 1 and 2 thereto, on an accelerated basis.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to list and trade shares (“Shares”) of the SPDR® Barclays Capital Global Inflation Linked Exchange-Traded Fund (“Fund”).³ The text of the proposed rule change is available at the Exchange’s principal office, the Commission’s Public Reference Room, and www.amex.com.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ The Fund is a series of the SPDR® Series Trust (formerly streetTRACKS Series Trust, the “Trust”), an investment company registered under the Investment Company Act of 1940 (“1940 Act”).

II. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Exchange included statements concerning the purpose of, and basis for, the proposed rule change, and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item III below. The Exchange has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange proposes to list and trade Shares of the Fund pursuant to Amex Rule 1000A-AEMI and Amex Rules 1001A through 1005A, which provide listing standards for Index Fund Shares.⁴ The Shares represent an interest in the investment portfolio of the Fund and are registered under the Act. The Fund’s investment objective is to provide investment results that, before fees and expenses, correspond generally to the price and yield performance of the World Government TIPS Index, an index that tracks the inflation-protected sector of the global bond market. The Fund employs an indexing approach seeking to substantially replicate, before fees and expenses, the price and yield performance of the Barclays World Government Inflation-Linked Bond Index (“Index”).⁵ The Index measures the performance of the major government

⁴ An Index Fund Share is a security that is issued by an open-end management investment company based on a portfolio of stocks or fixed-income securities or a combination thereof that seeks to provide investment results that correspond generally to the price and yield performance or total return performance of a specified foreign or domestic stock index, fixed-income securities index, or combination thereof. See Amex Rule 1000A-AEMI(b)(1).

⁵ Barclays Capital, which created and manages the Index, is the investment banking division of Barclays Bank PLC, which is regulated by the Financial Services Authority of the United Kingdom.

inflation-linked bond markets and is constructed from a selection of country/currency indices based on rating and size. The Index is designed to include only those markets in which a global government linker⁶ fund is likely to invest and includes the following ten countries: United Kingdom, Australia, Canada, Sweden, United States, France, Italy, Japan, Germany, and Greece.

The Exchange represents that the Fund does not satisfy the generic listing standards in Commentary .03(a)(5) to Amex Rule 1000A-AEMI, which requires that the underlying index or portfolio (excluding one consisting entirely of exempted securities) must include a minimum of 13 non-affiliated issuers.⁷ Currently, the Index only includes ten non-affiliated issuers. Except for Commentary .03(a)(5) to Amex Rule 1000A-AEMI, Amex states that the Shares currently satisfy all applicable generic listing standards for Index Fund Shares based on Fixed Income Securities.⁸ The Exchange further represents that the continued listing standards for Index Fund Shares under Amex Rule 1002A(b) are applicable to the Shares.⁹ The issuer of the Shares, the

⁶ A linker is an inflation-linked bond.

⁷ The generic listing requirements under Commentary .03 to Amex Rule 1000A-AEMI permit the listing and trading of Index Fund Shares pursuant to Rule 19b-4(e) under the Act (17 CFR 240.19b-4(e)). Rule 19b-4(e) provides that the listing and trading of a new derivative securities product by a self-regulatory organization (“SRO”) shall not be deemed a proposed rule change, pursuant to Rule 19b-4(c)(1), if the Commission has approved, pursuant to Section 19(b) of the Act, the SRO’s trading rules, procedures, and listing standards for the product class that would include the new derivatives securities product, and the SRO has a surveillance program for the product class.

⁸ 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, government-sponsored entity securities, municipal securities, trust preferred securities, supranational debt, and debt of a foreign country or a subdivision thereof. See Commentary .03 to Amex Rule 1000A-AEMI.

⁹ Pursuant to Amex Rule 1002A(a)(i), the Exchange has established a minimum of 200,000 Shares to be outstanding at the start of trading. The Exchange believes that the proposed minimum number of Shares outstanding at the start of trading is sufficient to provide market liquidity and is comparable to requirements that have been applied to previously listed series of Index Fund Shares.

Trust, is required to comply with Rule 10A-3 under the Act¹⁰ for the initial and continued listing of the Shares.

The Exchange states that detailed descriptions of the Fund, the Index (including the methodology used to determine the composition of the Index), investment objective, management, and structure of the Fund, procedures and payment requirements for creating and redeeming Shares, transaction fees and expenses, dividends, distributions, taxes, reports to be distributed to beneficial owners of the Shares, availability of information regarding the Shares, and calculation and dissemination of key values can be found in the Registration Statement¹¹ and on the Web site for the Fund (www.SPDRETF.com), as applicable.

Availability of Information Regarding the Shares and the Index

Quotations and last sale information regarding the Shares will be disseminated through the facilities of the Consolidated Tape Association (“CTA”) and the Consolidated Quotation (“CQ”) System. Dissemination of the value of the Index will occur at approximately midnight, London time. The Index value is published on the Barclays Capital Web site (www.barcap.com/indices) and is also available through Bloomberg. In addition, the Exchange will disseminate through the facilities of the CTA at least every 15 seconds throughout the trading day, separately from the consolidated tape, a calculation of the estimated net asset value or “NAV” (also known as the Intraday Indicative Value or “IIV”) of a Share, as calculated by Interactive Data Corporation, a third party calculator (“IIV Calculator”). The NAV will be calculated once each business day at the close of regular trading on the New York Stock

¹⁰ 17 CFR 240.10A-3.

¹¹ See Registration Statement on Form N-1A, Post-Effective Amendment No. 21, filed by streetTRACKS Series Trust on June 21, 2007 (File Nos. 333-57793 and 811-08839) (“Registration Statement”).

Exchange LLC (“NYSE”), ordinarily at 4:00 p.m. Eastern Time (“ET”).¹² The Fund’s Internet Web site, www.SPDRETF.com, is publicly accessible, at no charge, and will contain, among other things, the following information for the Shares: (1) the prior business day’s closing NAV; (2) the mid-point of the bid-ask spread at the time that the Fund’s NAV is calculated (“Bid-Ask Price”) and a calculation of the premium or discount of the Bid-Ask Price in relation to the closing NAV; (3) historical NAV information; (4) Exchange trading volume in the Shares; (5) the day’s high and low price; (6) number of Shares outstanding; and (7) month-end and quarter-end performance. The Web site will also contain links to the Prospectus and Statement of Additional Information filed by the Trust.

Amex will also disseminate, on a daily basis, by means of the CTA and Consolidated Quote High Speed Lines, information with respect to the IIV, recent NAV, number of Shares outstanding, and the estimated and total cash amount required to purchase Creation Units.¹³ In addition, the Exchange will make available on its Web site daily trading volume of the Shares, closing price, NAV, and final dividend amounts to be paid for the Fund.

Trading Rules and Halts

Trading in the Shares will be governed by the Exchange’s AEMI rules applicable to exchange-traded funds. When required under Amex Rule 1002A(b)(ii), the Exchange will halt

¹² Amex represents that if it becomes aware that the NAV is not being disseminated to all market participants at the same time, the Exchange will halt trading in the Shares and will resume trading in the Shares only when the NAV is disseminated to all market participants. E-mail from Jeffrey P. Burns, Vice President and Associate General Counsel, Amex, to Edward Cho, Special Counsel, Division of Trading and Markets, Commission, dated February 19, 2008.

¹³ The Fund issues and redeems its Shares on a continuous basis, at NAV, only in a large specified number of Shares called a “Creation Unit,” principally in-kind for securities included in the Index. See Registration Statement, supra note 11.

trading in the Shares.¹⁴ The Shares will trade on the Exchange until 4:15 p.m. ET each business day.

Information Circular

Prior to the commencement of trading of the Shares, the Exchange, in an Information Circular to Exchange members and member organizations, will inform members and member organizations of, among other things: (1) the characteristics and risks associated with an investment in the Shares; (2) the procedures for creating and redeeming the Shares; and (3) the timing and frequency of the dissemination of the IIV. The Information Circular will also inform members and member organizations regarding the application of Commentary .03 to Amex Rule 1000A-AEMI and Amex Rule 1002A to the Fund Shares, Prospectus and/or Product Description delivery requirements, any exemptive relief under the 1940 Act, the Securities Act of 1933, or the Act granted by the Commission, and the requirements of Amex Rule 411 (Duty to Know and Approve Customers).¹⁵

Surveillance

The Exchange represents that its surveillance procedures are adequate to properly monitor the trading of the Shares. Specifically, Amex will rely on its existing surveillance procedures governing Index Fund Shares. In addition, the Exchange states that it has a general policy prohibiting the distribution of material, non-public information by its employees.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of

¹⁴ See supra note 12.

¹⁵ Under Amex Rule 411, members and member organizations are required in connection with recommending transactions in the Shares to have a reasonable basis to believe that a customer is suitable for the particular investment given reasonable inquiry concerning the

the Act,¹⁶ in general, and furthers the objectives of Section 6(b)(5) of the Act,¹⁷ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, and, in general, to protect investors and the public interest.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change imposes any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

The Exchange states that it did not receive any written comments on the proposed rule change.

III. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-Amex-2007-115 on the subject line.

customer's investment objectives, financial situation, needs, and any other information known by such member.

¹⁶ 15 U.S.C. 78f(b).

¹⁷ 15 U.S.C. 78f(b)(5).

Paper comments:

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-Amex-2007-115. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of such filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-Amex-2007-115 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

IV. Commission's Findings and Order Granting Accelerated Approval of the Proposed Rule Change

After careful consideration, the Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to

a national securities exchange.¹⁸ In particular, the Commission finds that the proposed rule change is consistent with Section 6(b)(5) of the Act,¹⁹ which requires that the rules of a national securities exchange be designed, among other things, to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest.

Although Commentary .03 to Amex Rule 1000A-AEMI permits the Exchange to list and trade Index Fund Shares pursuant to Rule 19b-4(e) under the Act,²⁰ the Shares do not meet all of the generic listing requirements under Commentary .03 to Amex Rule 1000A-AEMI because the components of the Index do not meet the specific requirements of Commentary .03(a)(5).

Commentary .03(a)(5) to Amex Rule 1000A-AEMI requires that, upon the initial listing of any series of Index Fund Shares pursuant to Rule 19b-4(e) under the Act, the underlying index or portfolio (excluding one consisting entirely of exempted securities) must include a minimum of 13 non-affiliated issuers. According to the Exchange, the Index currently includes only ten non-affiliated issuers. As such, the Shares cannot be listed and traded pursuant to Rule 19b-4(e) under the Act.

The Commission believes, however, that the listing and trading of the Shares is consistent with the Act. The Commission notes that, based on the Exchange's representations, the Shares otherwise meet all of the other applicable generic listing standards under Commentary .03 to Amex Rule 1000A-AEMI. The Commission further notes that it has previously approved the

¹⁸ In approving this rule change, the Commission notes that it has considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

¹⁹ 15 U.S.C. 78f(b)(5).

²⁰ See supra note 7.

listing and trading of derivative securities products that did not meet certain quantitative generic listing criteria by only a slight margin.²¹

The Commission also finds that the proposal is consistent with Section 11A(a)(1)(C)(iii) of the Act,²² which sets forth Congress' finding that it is in the public interest and appropriate for the protection of investors and the maintenance of fair and orderly markets to assure the availability to brokers, dealers, and investors of information with respect to quotations for and transactions in securities. Quotations and last-sale information for the Shares will be disseminated through the facilities of the CTA and CQ System. The value of the Index will be published on the Barclays Capital Web site at approximately midnight, London time, and the IIV Calculator will calculate, and Amex will disseminate, the IIV at least every 15 seconds through the facilities of the CTA during Amex trading hours. In addition, the NAV will be calculated once each business day at the close of regular trading on NYSE, ordinarily at 4:00 p.m. ET.

²¹ See, e.g., Securities Exchange Act Release Nos. 57047 (December 27, 2007), 73 FR 913 (January 4, 2008) (SR-NYSEArca-2007-127) (approving the listing and trading of shares of the iShares MSCI Belgium Index Fund where the component stocks comprising the index narrowly exceeded the maximum concentration limits); 56983 (December 18, 2007), 72 FR 73394 (December 27, 2007) (SR-NYSEArca-2007-128) (approving the listing and trading of shares of the iShares MSCI Japan Small Cap Index Fund where the component stocks comprising the index that individually exceeded the minimum worldwide monthly trading volume of 250,000 shares during each of the last six months accounted, in the aggregate, for 88% of the weight of the index); 55953 (June 25, 2007), 72 FR 36084 (July 2, 2007) (SR-NYSE-2007-46) (approving the listing and trading of shares of the HealthShares™ Orthopedic Repair exchange-traded fund where the component stocks comprising the index that individually exceeded the minimum worldwide monthly trading volume of 250,000 shares during each of the last six months accounted, in the aggregate, for 86.2% of the weight of the index); and 56695 (October 24, 2007), 72 FR 61413 (October 30, 2007) (SR-NYSEArca-2007-111) (approving the listing and trading of shares Shares of the HealthShares™ Ophthalmology exchange-traded fund where the component stocks comprising the index that individually exceeded the minimum worldwide monthly trading volume of 250,000 shares during each of the last six months accounted, in the aggregate, for only 88.2% of the weight of the index).

²² 15 U.S.C. 78k-1(a)(1)(C)(iii).

Further, the Fund's Web site will disseminate information relating to the NAV and the Bid-Ask Price, trading volume of the Shares, each day's high and low price of the Shares, number of Shares outstanding, and month-end and quarter-end performance. Amex will also disseminate on a daily basis information with respect to the IIV, recent NAV, number of Shares outstanding, and the estimated and total cash amount required to purchase Creation Units. In addition, the Exchange will make available on its Web site daily trading volume of the Shares, closing price, NAV, and final dividend amounts to be paid.

The Commission believes that the proposed rule change is reasonably designed to promote fair disclosure of information that may be necessary to appropriately price the Shares. Under Amex Rule 1002A(a)(ii), the Exchange is required to obtain a representation from the Trust that the NAV per Share will be calculated daily and made available to all market participants at the same time.²³ In addition, the Exchange represents that, if it becomes aware that the NAV is not disseminated to all market participants at the same time, the Exchange will halt trading in the Shares until such time when the NAV is available to all market participants.²⁴ The Commission notes that Barclays Capital must have procedures in place to comply with the requirements of Commentary .03(b)(i) and (iii) to Amex Rule 1000A-AEMI, which relate to "firewalls" and restricted access, use, and dissemination of information concerning changes and adjustments to, and other material non-public information regarding, the Index.

The Commission further believes that the trading rules and procedures to which the Shares would be subject pursuant to this proposal are consistent with the Act. The Exchange states that the Shares would be subject to Amex's AEMI rules. The Commission also believes

²³ See supra note 12.

²⁴ See id.

that the Exchange's trading halt rules under Amex Rule 1002A(b) are reasonably designed to prevent trading in the Shares when transparency is impaired.

In support of this proposal, the Exchange has made the following representations:

1. The Exchange will rely on its existing surveillance procedures governing Index Fund Shares and has a general policy prohibiting the distribution of material, non-public information by its employees. The Exchange represents that its surveillance procedures are adequate to properly monitor the trading of the Shares.
2. Prior to the commencement of trading, the Exchange will inform its members and member organizations in an Information Circular of the characteristics and risks associated with an investment in the Shares, the procedures for creating and redeeming the Shares, the timing and frequency of the dissemination of the IIV, the application of Commentary .03 to Amex Rule 1000A-AEMI and Amex Rule 1002A to the Fund Shares, Prospectus and/or Product Description delivery requirements, any exemptive relief under the 1940 Act, the Securities Act of 1933, or the Act granted by the Commission, and the suitability requirements of Amex Rule 411.²⁵
3. The Exchange represents that the Trust is required to comply with Rule 10A-3 under the Act²⁶ for the initial and continued listing of the Shares.

This approval order is based on the Exchange's representations.

²⁵ See supra note 15.

²⁶ 17 CFR 240.10A-3.

The Commission finds good cause, pursuant to Section 19(b)(2) of the Act,²⁷ for approving the proposed rule change prior to the 30th day after the date of publication of notice in the Federal Register. The Commission notes that the Shares are similar in structure, operation, and function to the shares of other exchange-traded funds based on an underlying index composed of fixed income securities, the shares of which are currently listed and trading in the marketplace.²⁸ As mentioned above, the Commission has previously approved the listing and trading of other derivative securities products based on indices that narrowly missed a quantitative generic listing criterion but satisfied all the others.²⁹ Given that the Shares comply with all of Amex's initial generic listing standards for Index Fund Shares (except for the one requirement of Commentary .03(a)(5) to Amex Rule 1000A-AEMI) and would be subject to Amex's continued listing requirements for Index Fund Shares under Amex Rule 1002A, the listing and trading of the Shares does not appear to present any novel or significant regulatory issues. Therefore, the Commission believes that accelerating approval of this proposal should benefit investors by creating, without undue delay, additional competition in the market for such products. Accordingly, the Commission finds that there is good cause, consistent with Section 6(b)(5) of the Act,³⁰ to approve the proposed rule change, as modified by Amendment Nos. 1 and 2 thereto, on an accelerated basis.

²⁷ 15 U.S.C. 78s(b)(2).

²⁸ See, e.g., Securities Exchange Act Release Nos. 48881 (December 4, 2003), 68 FR 69739 (December 15, 2003) (SR-NYSE-2003-39) (approving the listing and trading of shares of the iShares Lehman U.S. Aggregate Bond Fund and iShares Lehman TIPS Bond Fund); and 48534 (September 24, 2003), 68 FR 56353 (September 30, 2003) (SR-Amex-2003-75) (approving the listing and trading of Index Fund Shares based on indexes of fixed income securities selected to correspond generally to the performance of various U.S. bond indexes).

²⁹ See supra note 21.

³⁰ 15 U.S.C. 78f(b)(5).

V. Conclusion

IT IS THEREFORE ORDERED, pursuant to Section 19(b)(2) under the Act,³¹ that the proposed rule change (SR-Amex-2007-115), as modified by Amendment Nos. 1 and 2 thereto, be, and it hereby is, approved on an accelerated basis.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.³²

Florence E. Harmon
Deputy Secretary

³¹ 15 U.S.C. 78s(b)(2).

³² 17 CFR 200.30-3(a)(12).