

discretion to halt or suspend trading in the Shares.²⁸ Specifically, however, if the Exchange becomes aware that the NAV is not being disseminated to all market participants at the same time, it will halt trading in the Shares until such time as the NAV is available to all market participants pursuant to NYSE Arca Equities Rule 7.34(a)(5). Further, Commentary .02(e) to NYSE Arca Equities Rule 8.200 sets forth certain restrictions (described above) on ETP Holders acting as registered Market Makers in TIRs that invest in Investment Shares to facilitate surveillance.

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

1. The Shares satisfy the requirements of NYSE Arca Equities Rule 8.200, Commentary .02, which includes the initial and continued listing criteria for TIRs that invest in Investment Shares.

2. The Exchange's surveillance procedures are adequate to properly monitor trading of the Shares in all trading sessions and to deter and detect violations of Exchange rules and applicable federal securities laws.

3. The Exchange will distribute an Information Bulletin, the contents of which are more fully described above, to ETP Holders in connection with the trading of the Shares.

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

The Commission finds good cause, pursuant to Section 19(b)(2) of the Act,²⁹ 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 it has previously approved the listing and trading of the Shares on Amex³⁰ and believes that the Exchange's proposal to list and trade such Shares does not appear to present any novel or significant regulatory issues. As such, 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.

²⁸ Trading may be halted because of market conditions or for reasons that make trading in the Shares inadvisable, including: (1) The extent to which trading is not occurring in the underlying securities; or (2) whether other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present.

²⁹ 15 U.S.C. 78s(b)(2).

³⁰ See Amex Filing, *supra*, note 4. The Shares have also been approved for trading on the Exchange pursuant to UTP. See UTP Filing, *supra*, note 5.

V. Conclusion

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,³¹ that the proposed rule change (SR-NYSEArca-2008-126) 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

Jill M. Peterson,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-59012; File No. SR-NYSEArca-2008-131]

Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of Proposed Rule Change by NYSE Arca, Inc. To Temporarily Increase the Number of Additional Quarterly Option Series

November 24, 2008.

Pursuant to section 19(b)(1)¹ of the Securities Exchange Act of 1934 (the "Act")² and Rule 19b-4 thereunder,³ notice is hereby given that, on November 21, 2008, NYSE Arca, Inc. ("NYSE Arca" or the "Exchange") filed with the Securities and Exchange Commission (the "Commission") the proposed rule change as described in Items I and II below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The Exchange proposes to amend its rules to temporarily increase the number of additional Quarterly Options Series ("QOS"). The text of the proposed rule change is available on the Exchange's Web site at <http://www.nyse.com>, at the Exchange's principal office and at the Commission's Public Reference Room.

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 self-regulatory organization 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 those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

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

1. Purpose

The purpose of this proposed rule change is to temporarily increase the number of additional QOS in ETF options from sixty (60) to one hundred (100) that may be added by the Exchange. To effect this change, the Exchange is proposing to add new subparagraph (iv) to Rule 6.4 Commentary .08.

Because of the current, unprecedented market conditions, the Exchange has received requests from market participants to add lower priced strikes for QOS in the Energy Select Sector SPDR ("XLE"), the DIAMONDS Trust, Series 1 ("DIA") and the Standard and Poor's Depository Receipts/SPDRs ("SPY"). For example, for December 2008 expiration, there is demand for strikes (a) ranging from \$20 up through and including \$40 for XLE, (b) ranging from \$60 up through and including \$75 for DIA, and (c) ranging from \$74 up through and including \$85 for SPY. These strikes are much lower than those currently listed for which there is open interest.

However, under current Rule 6.4 and commentary thereto, the Exchange cannot honor these requests because the maximum number of additional series, sixty (60), has already been listed. The Exchange is therefore seeking to temporarily increase the number of additional QOS that may be added to one hundred (100). The increase of additional series would be permitted immediately for expiration months currently listed and for expiration months added throughout the last quarter of 2008, including the new expiration month added after December 2008 expiration.

The Exchange believes that this proposal is reasonable and will allow for more efficient risk management. The Exchange believes this proposal will facilitate the functioning of the Exchange's market and will not harm investors or the public interest. The Exchange believes that user demand and the recent downward price movements

³¹ 15 U.S.C. 78s(b)(2).

³² 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 15 U.S.C. 78a.

³ 17 CFR 240.19b-4.

in the underlying ETFs warrants a temporary increase in the number of strikes for all QOS in ETF options. Currently, the Exchange list QOS in five

ETF options: (1) Nasdaq-100 Index Tracking Stock ("QQQQ"); (2) iShares Russell 2000 Index Fund ("IWM"); (3) DIA; (4) SPY; and (5) XLE. The below

chart provides the historical closing prices of these ETFs over the past couple of months:

ETF	11/19/08	10/13/08	10/6/08	9/30/08	8/29/08	7/31/08
QQQQ	26.86	35.13	34.86	38.91	46.12	45.46
IWM	41.36	56.98	59.72	68.00	73.87	71.32
DIA	80.36	95.03	99.90	108.36	115.45	113.70
SPY	81.50	101.35	104.72	115.99	128.79	126.83
XLE	45.60	50.55	54.89	63.30	74.65	74.40

The additional series will enable the Exchange to list in-demand, lower priced strikes.

The Exchange represents that it has the necessary systems capacity to support the new options series that will result from this proposal. Further, as proposed, the Exchange notes that these series would temporarily become part of the pilot program and will be considered by the Commission when the Exchange seeks to renew or make permanent the pilot program in the future. In addition, the Exchange states that in the event that current market volatility continues, it may seek to continue (through a rule filing) the time period during which the additional series proposed by this filing may be added.

2. Statutory Basis

Because the current rule proposal is responsive to the current, unprecedented market conditions, is limited in scope as to QOS in ETF options and as to time, and because the additional new series can be added without presenting capacity problems, the Exchange believes that its proposal is consistent with section 6(b) of the Securities Exchange Act of 1934 (the "Act") in general, and furthers the objectives of section 6(b)(5) of the Act,⁴ in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, 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.

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

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

⁴ 15 U.S.C. 78f(b)(5).

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

No written comments were solicited or received with respect to the proposed rule change.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Because the foregoing rule does not: (i) Significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; or (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest, the proposed rule change has become effective pursuant to section 19(b)(3)(A) of the Act⁵ and Rule 19b-4(f)(6) thereunder.⁶

The Exchange has asked the Commission to waive the operative delay to permit the proposed rule change to become operative prior to the 30th day after filing. The Commission has determined that waiving the 30-day operative delay of the Exchange's proposal is consistent with the protection of investors and the public interest because such waiver will enable the Exchange to better meet customer demand in light of recent increased volatility in the marketplace.⁷ Therefore, the Commission designates the proposal operative upon filing.

At any time within 60 days of the filing of such proposed rule change, the Commission may summarily abrogate

⁵ 15 U.S.C. 78s(b)(3)(A).

⁶ 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6)(iii) requires a self-regulatory organization to provide the Commission with written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. NYSE Arca has met this requirement.

⁷ For purposes only of waiving the 30-day operative delay, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).

such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. 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 No. SR-NYSEArca-2008-131 on the subject line.

Paper Comments

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

All submissions should refer to File Number SR-NYSEArca-2008-131. 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 a.m. and 3 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 No. SR-NYSEArca-2008-131 and should be submitted on or before December 23, 2008.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁸

Jill M. Peterson,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-59010; File No. SR-NYSEArca-2008-130]

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Order Granting Accelerated Approval of Proposed Rule Change To Expand the Exception to NYSE Arca Equities Rule 3.10 To Allow Archipelago Securities to Route Orders to NYSE Arca

November 24, 2008.

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 November 19, 2008, NYSE Arca, Inc. (“NYSE Arca” or “Exchange”), through its wholly-owned subsidiary, NYSE Arca Equities, Inc., filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons, and is approving the proposal on an accelerated basis.

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

The Exchange proposes to expand the exception to NYSE Arca Equities Rule 3.10 to allow Archipelago Securities LLC (“Arca Securities”), an NYSE Arca affiliated member, to route orders to NYSE Arca, in its capacity as an order

routing facility of NYSE Alternext U.S., L.L.C. (“NYSE Alternext”). A copy of this filing is available on the Exchange’s Web site at www.nyse.com, at the Exchange’s principal office and at the Commission’s Public Reference Room.

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 self-regulatory organization 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 those 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 parts of such statements.

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

1. Purpose

On September 29, 2008, the Securities and Exchange Commission (“SEC” or “Commission”) approved the routing of orders by Arca Securities to NYSE Arca and certain revisions to Exchange Rule 14.3.³ In that filing, the Exchange discussed Arca Securities’ status as an order routing facility of the New York Stock Exchange, LLC (“NYSE”).⁴ In its capacity as an order routing facility, Arca Securities receives routing instructions from the NYSE and routes orders to various away market centers, including NYSE Arca, for execution. The Exchange notes that Arca Securities is subject to independent oversight and enforcement by the Financial Industry Regulatory Authority (“FINRA”), an unaffiliated self-regulatory organization (“SRO”) that is Arca Securities’ designated examining authority. In this capacity, FINRA is responsible for examining Arca Securities with respect to its books and records and capital obligations, and shares with NYSE Regulation, Inc. (“NYSE Regulation”) the responsibility for reviewing Arca Securities’ compliance with intermarket

trading rules such as SEC Regulation NMS. In addition, through an agreement between FINRA and NYSE Arca pursuant to the provisions of SEC Rule 17d-2 under the Securities Exchange Act of 1934, FINRA’s staff reviews for Arca Securities’ compliance with certain other NYSE Arca rules through FINRA’s examination program. NYSE Regulation monitors Arca Securities for compliance with NYSE Arca trading rules, subject, of course, to SEC oversight of NYSE Regulation’s regulatory program.

In addition, the Exchange has established certain mechanisms designed to address the Commission’s concerns regarding affiliated members. Pursuant to NYSE Arca Equities Rule 14.3, the Exchange has established and implemented procedures and internal controls reasonably designed to ensure that Arca Securities does not develop or implement changes to its system on the basis of non-public information regarding planned changes to Exchange systems, obtained as a result of its affiliation with the Exchange, until such information is available generally to similarly situated members of the Exchange in connection with the provision of inbound order routing to the Exchange. In addition, NYSE Regulation has agreed to collect and maintain certain surveillance related information concerning Arca Securities. NYSE Regulation has further agreed to provide a report to the Exchange’s Chief Regulatory Officer, on at least a quarterly basis, utilizing a quantitative approach in assessing Arca Securities’ compliance with applicable NYSE Arca or SEC rules. By this filing, the Exchange proposes to expand the exception to NYSE Arca Equities Rules 3.10 to allow Arca Securities to route orders to NYSE Arca, in its capacity as an order routing facility of NYSE Alternext.

Recently, NYSE Alternext filed with the Commission a proposal to use Arca Securities as its approved outbound order routing facility.⁵ Pursuant to that proposal and NYSE Alternext rules governing its Routing Broker,⁶ Arca

⁵ See SR-NYSEALTR-2008-07 (filing seeking approval for Arca Securities to operate as the outbound order routing facility of NYSE Alternext). Arca Securities will perform only the functions described in SR-NYSEALTR-2008-07 and the functionality approved in SR-AMEX-2008-62. See Securities Exchange Act Release No. 34-58673 (September 29, 2008), 73 FR 57707 (October 3, 2008) (order approving SR-AMEX-2008-62).

⁶ NYSE Alternext recently received approval to implement Rules 13 and 17, which define the term Routing Broker and establish the conditions under which its Routing Broker shall operate. See, Securities Exchange Act Release No. 34-58705

Continued

⁸ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 58681 (September 29, 2008), 73 FR 58285 (October 6, 2008) (order approving NYSEArca-2008-90).

⁴ See Securities Exchange Act Release No. 55590 (April 5, 2007), 72 FR 18707 (April 13, 2007) (notice of immediate effectiveness of SR-NYSE-2007-29). Arca Securities also currently acts as the outbound order routing facility of NYSE Arca. See, Securities Exchange Act Release No. 52497 (September 22, 2005), 70 FR 56949 (September 29, 2005) (SR-PCX-2005-90); see also, Securities Exchange Act Release No. 44983 (October 25, 2001), 66 FR 55225 (November 1, 2001) (SR-PCX-00-25).