benefit from the greater flexibility in routing their orders and minimize their trading costs without further delay. The Exchange notes that the introduction of the additional optional variations of the TRIM routing strategy will not require any systems changes by Exchange Users that would necessitate a delay, as selection of the TRIM2 and TRIM3 variations is entirely optional and Exchange Users will not be affected by the change unless they select to use the newly offered variations. The Commission believes that waiving the 30-day operative delay is consistent with the protection of investors and the public interest. Therefore, the Commission designates the proposal as operative upon filing.[9]

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend 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 email to *rule-comments@sec.gov.* Please include File Number SR–BATS–2012–007 on the subject line.

Paper Comments

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

All submissions should refer to File Number SR–BATS–2012–007. This file number should be included on the subject line if email 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 Web site viewing and printing 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 the 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–BATS–2012–007 and should be submitted on or before March 5, 2012.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[10]

Kevin M. O'Neill,

Deputy Secretary.

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[9] For purposes only of waiving the operative delay for this proposal, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. *See* 15 U.S.C. 78c(f).

[10] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–66345; File No. SR–NYSEArca–2011–84]

Self-Regulatory Organizations; NYSE Arca, Inc.; Order Granting Approval of a Proposed Rule Change, as Modified by Amendment No. 3 Thereto, Relating to the Listing and Trading of the Russell Global Opportunity ETF; Russell Bond ETF; and Russell Real Return ETF Under NYSE Arca Equities Rule 8.600

February 7, 2012.

I. Introduction

On November 16, 2011, NYSE Arca, Inc. (''Exchange'' or ''NYSE Arca'') filed with the Securities and Exchange Commission (''Commission''), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act'' or ''Exchange Act'')[1] and Rule 19b–4 thereunder,[2] a proposed rule change to list and trade shares (''Shares'') of the Russell Global Opportunity ETF; Russell Bond ETF; and Russell Real Return ETF (each, a ''Fund'' and, collectively, ''Funds'') under NYSE Arca Equities Rule 8.600. The proposed rule change was published for comment in the **Federal Register** on December 6, 2011.[3] On January 13, 2012, the Exchange filed Amendment No. 1 to the proposed rule change.[4] On January 18, 2012, the Exchange filed Amendment No. 2 to the proposed rule change.[5] On January 23, 2012, the Exchange further extended the time period for Commission action to February 8, 2012. On January 25, 2012, the Exchange filed Amendment No. 3 to the proposed rule change.[6] The Commission received no comments on the proposal. This order grants approval of the proposed rule change, as modified by Amendment No. 3 thereto.

II. Description of the Proposed Rule Change

The Exchange proposes to list and trade Shares of the Funds pursuant to NYSE Arca Equities Rule 8.600, which governs the listing and trading of

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] *See* Securities Exchange Act Release No. 65859 (December 1, 2011), 76 FR 76205 (''Notice'').

[4] The Exchange withdrew Amendment No. 1 on January 18, 2012 and extended the time period for Commission action to January 25, 2012.

[5] The Exchange withdrew Amendment No. 2 on January 25, 2012.

[6] Amendment No. 3 amended three aspects of the proposed rule change. First, Amendment No. 3 deleted the sentence: ''A minimum of 30% of Fund [Russell Global Opportunity ETF] assets will be invested in securities of non-U.S. issuers through Underlying ETFs.'' This amendment was intended to clarify that, with respect to the Russell Global Opportunity ETF, while investments by the Underlying ETFs (which are all listed and traded on a national securities exchange) may be in non-U.S. securities, there will not be a required minimum level of investment in securities of non-U.S. issuers and, therefore, less than 30% of the Russell Global Opportunity ETF's assets may be invested in securities of non-U.S. issuers through Underlying ETFs. Second, Amendment No. 3 amended the following sentence: ''Each Fund may invest up to an aggregate amount of 15% of its net assets in (a) illiquid securities, and (b) Rule 144A securities.'' As amended, the sentence reads: ''Each Fund may hold up to an aggregate amount of 15% of its net assets in (a) illiquid securities, and (b) Rule 144A securities.'' Amendment No. 3 also deleted the following sentence: ''This limitation is applied at the time of purchase.'' The purpose of these amendments was to make the proposed rule change more consistent with the Investment Company Act of 1940 (''1940 Act'') requirements relating to restrictions on holdings of illiquid securities by registered open-end management investment companies. Third, Amendment No. 3 replaced the sentence: ''A Creation Unit of the Funds will consist of 50,000 Shares'' with the sentence: ''A Creation Unit of the Funds will consist of at least 50,000 Shares.'' This amendment was intended to reflect the possibility that the issuer may determine to apply a minimum Creation Unit size of greater than 50,000 Shares with respect to the Funds. Because the changes made in Amendment No. 3 do not materially alter the substance of the proposed rule change or raise any novel regulatory issues, Amendment No. 3 is not subject to notice and comment.

Managed Fund Shares on the Exchange. The Funds are series of the Russell Exchange Traded Funds Trust (''Trust'').[7] Each of the Funds is a ''fund of funds,'' which means that each Fund seeks to achieve its investment objective by investing primarily in the retail shares of other exchange-traded funds that are registered under the 1940 Act (''Underlying ETFs''). The Funds also may invest in other types of U.S. exchange-traded products, such as Exchange Traded Notes (''ETNs'') and exchange-traded pooled investment vehicles (collectively, with Underlying ETFs, ''Underlying ETPs'').[8] Russell Investment Management Company (''Adviser'') is the adviser for the Funds. State Street Bank & Trust Company serves as the custodian and transfer agent, and Russell Fund Services Company serves as the administrator for the Funds. The Adviser is affiliated with multiple broker-dealers and has implemented a ''fire wall'' with respect to such broker-dealers regarding access to information concerning the composition and/or changes to the Funds' portfolios.[9]

Russell Global Opportunity ETF

The Fund's investment objective will be to seek to provide long-term capital growth. The Fund will be a ''fund of funds,'' which means that the Fund will seek to achieve its investment objective by investing primarily in shares of Underlying ETFs. In pursuing the Fund's investment objective, the Adviser will normally invest the Fund's assets in Underlying ETFs that seek to track various indices.[10] These indices include those that track the performance of equity, fixed income, real estate, commodities, infrastructure or currency markets. There is no maximum limit on the percentage of Fund assets that may be invested in securities of non-U.S. issuers through Underlying ETFs.[11] The Fund also may invest in other Underlying ETPs.

The Adviser will employ an asset allocation strategy that seeks to provide exposure to multiple asset classes in a variety of domestic and foreign markets. The Adviser's asset allocation strategy will establish a target asset allocation for the Fund and the Adviser then will implement the strategy by selecting Underlying ETPs that represent each of the desired asset classes, sectors and strategies. The Adviser's strategy also will involve periodic review of the Fund's holdings as markets rise and fall to ensure that the portfolio adheres to the strategic allocation and to add value through tactical allocation that may over or underweight Underlying ETPs around the strategic allocation. The Adviser may modify the strategic allocation for the Fund from time to time based on capital markets research. The Adviser also may modify the Fund's allocation based on tactical factors such as the Adviser's outlook for the economy, financial markets generally and/or relative market valuation of the asset classes, sectors or strategies represented by each Underlying ETP.

The Adviser intends to invest in Underlying ETPs that hold equity securities of large, medium and small capitalization companies across the globe including developed countries and emerging countries. Equity securities may include common and preferred stocks, warrants and rights to subscribe to common stock and convertible securities. The Adviser also intends to invest in Underlying ETPs that (1) hold U.S. and non-U.S. government issued debt, investment grade corporate bonds, below investment grade bonds (generally referred to as high yield bonds or ''junk''), and mortgage and asset backed securities, and (2) track performance of commodities, real estate, infrastructure and currency markets by investing in energy, metals, agriculture, REITs, utilities, roads and bridges or construction/engineering companies. The Adviser may also, on a limited basis, sell short Underlying ETPs.

The Adviser will select Underlying ETPs based on their potential to represent the underlying asset class, sector or strategy to which the Adviser seeks exposure for the Fund. The Fund will only invest in U.S.-listed Underlying ETPs.

Russell Bond ETF

The Fund will seek total return. The Fund will be a ''fund of funds,'' which means that the Fund will seek to achieve its investment objective by investing primarily in shares of Underlying ETFs. In pursuing the Fund's investment objective, the Adviser will normally invest the Fund's assets in Underlying ETFs that seek to track various fixed income indices.[12] These indices include those that track the performance of fixed income securities issued by governments and corporations in the United States, Europe and Asia, as well as other developed and emerging markets. There is no limit on the percentage of Fund assets that may be invested in securities of non-U.S. issuers through Underlying ETFs. The Fund also may invest in other Underlying ETPs.

The Fund will invest, under normal circumstances, such that at least 80% of the value of its net assets is exposed to bonds through Underlying ETPs. The Fund considers bonds to include fixed income equivalent instruments, which may be represented by forwards or derivatives such as options, futures contracts, or swap agreements.

The Adviser will employ an asset allocation strategy that provides exposure to multiple fixed income asset classes or sectors in a variety of U.S. and non-U.S. markets. The Adviser's allocation strategy will establish a target allocation for the Fund and the Adviser then will implement the strategy by selecting Underlying ETPs that represent each of the desired exposures including asset classes or sectors. The Adviser's strategy also will involve periodic review of the Fund's holdings as markets rise and fall to ensure that the portfolio adheres to the strategic allocation and to add value through tactical allocation that may over or

[7] The Trust is registered under the 1940 Act. On May 9, 2011, the Trust filed with the Commission Post-Effective Amendment No. 6 under the Securities Act of 1933 (15 U.S.C. 77a) and Amendment No. 9 under the 1940 Act to the Trust's registration statement on Form N–1A relating to the Funds (File Nos. 333–160877 and 811–22320) (''Registration Statement''). In addition, the Commission has issued an order granting certain exemptive relief to the Trust under the 1940 Act. *See* Investment Company Act Release No. 29164 (March 1, 2010) (File No. 812–13815 and 812–13658–01) (''Exemptive Order'').

[8] ''Underlying ETPs,'' which will be listed on a national securities exchange, include the following: Investment Company Units (as described in NYSE Arca Equities Rule 5.2(j)(3)); Index-Linked Securities (as described in NYSE Arca Equities Rule 5.2(j)(6)); Portfolio Depositary Receipts (as described in NYSE Arca Equities Rule 8.100); Trust Issued Receipts (as described in NYSE Arca Equities Rule 8.200); Commodity-Based Trust Shares (as described in NYSE Arca Equities Rule 8.201); Currency Trust Shares (as described in NYSE Arca Equities Rule 8.202); Commodity Index Trust Shares (as described in NYSE Arca Equities Rule 8.203); Trust Units (as described in NYSE Arca Equities Rule 8.500); Managed Fund Shares (as described in NYSE Arca Equities Rule 8.600); and closed-end funds.

[9] *See* NYSE Arca Equities Rule 8.600, Commentary .06. In the event (a) the Adviser or any sub-adviser becomes newly affiliated with a broker-dealer, or (b) any new adviser or sub-adviser becomes affiliated with a broker-dealer, it will implement a fire wall with respect to such broker-dealer regarding access to information concerning the composition and/or changes to a portfolio, and will be subject to procedures designed to prevent the use and dissemination of material non-public information regarding such portfolio.

[10] The terms ''normally'' and ''under normal circumstances'' as used herein include, but are not limited to, the absence of extreme volatility or trading halts in the debt or equities markets or the financial markets generally; operational issues causing dissemination of inaccurate market information; or force majeure type events such as systems failure, natural or man-made disaster, act of God, armed conflict, act of terrorism, riot or labor disruption or any similar intervening circumstance.

[11] *See supra* note 6.

[12] *See supra* note 10.

underweight Underlying ETPs around the strategic allocation. The Adviser may modify the strategic allocation for the Fund from time to time based on capital markets research. The Adviser also may modify the Fund's allocation based on tactical factors such as the Adviser's outlook for the economy, financial markets generally and/or relative market valuation of the asset classes or sectors represented by each Underlying ETP.

The Adviser intends to invest in Underlying ETPs that hold government-issued debt, investment grade corporate bonds, below investment grade bonds (generally referred to as high yield bonds or ''junk'') and mortgage and asset backed securities. Issuers of debt securities may be U.S. or non-U.S. (including developed and emerging markets countries) governments or corporate issuers. The Adviser also intends to select Underlying ETPs based on their exposure to asset class or sectors and the duration and credit quality of their portfolios within broader sectors of a fixed income market. The Adviser may also, on a limited basis, sell short Underlying ETPs.

The Adviser will select Underlying ETPs based on their potential to represent the underlying asset class or sector to which the Adviser seeks exposure for the Fund. The Fund will only invest in U.S.-listed Underlying ETPs.

Russell Real Return ETF

The Fund will seek a total return that exceeds the rate of inflation over an economic cycle. The Fund will be a ''fund of funds,'' which means that the Fund will seek to achieve its investment objective by investing primarily in shares of Underlying ETFs. In pursuing the Fund's investment objective, the Adviser will normally invest the Fund's assets in Underlying ETFs that seek to track various indices.[13] These indices include indices that track the performance of equity, fixed income (including Treasury Inflation-Protected Securities or ''TIPS'') and real assets such as real estate, commodities and infrastructure assets. The Fund will invest in Underlying ETFs that invest in U.S. and non-U.S. (including developed and emerging markets) securities. There is no limit on the percentage of Fund assets that may be invested in securities of non-U.S. issuers through Underlying ETFs. The Fund also may invest in other Underlying ETPs.

The Adviser will employ an asset allocation strategy that provides exposure to multiple asset classes in a variety of domestic and foreign markets. The Adviser's allocation strategy will establish a target asset allocation for the Fund and the Adviser will then implement the strategy by selecting Underlying ETPs that represent each of the desired asset classes, sectors or strategies. The Adviser's strategy also will involve periodic review of the Fund's holdings as markets rise and fall to ensure that the portfolio adheres to the strategic allocation and to add value through tactical allocation that may over or underweight Underlying ETPs around the strategic allocation. The Adviser may modify the strategic allocation for the Fund from time to time based on capital markets research. The Adviser also may modify the Fund's allocation based on tactical factors such as the Adviser's outlook for the economy, inflation expectations, financial markets generally and/or relative market valuation of the asset classes, sectors or strategies represented by each Underlying ETP.

The Adviser intends to invest in Underlying ETPs that hold equity securities of large, medium and small capitalization companies and fixed income securities, including government issued debt, investment grade corporate bonds, below investment grade bonds and mortgage and asset backed securities issued by companies across the globe including developed countries and emerging countries. The Adviser also intends to invest in Underlying ETPs that hold U.S. inflation-indexed securities and have exposure to commodities, real estate, infrastructure markets and other real assets. The Adviser may also, on a limited basis, sell short Underlying ETPs.

The Adviser will select Underlying ETPs based on their potential to represent the underlying asset class, sector or strategy to which the Adviser seeks exposure for the Fund. The Fund will only invest in U.S.-listed Underlying ETPs.

Other Investments of the Funds

The Funds will not invest in derivatives. The Underlying ETPs in which the Funds invest may, to a limited extent, invest in derivatives; however, the Funds will not invest in Underlying ETPs that use derivatives as a principal investment strategy unless the Underlying ETP uses futures contracts and related options for bona fide hedging, attempting to gain exposure to a particular market, index or instrument, or other risk management purposes. To the extent an Underlying ETP uses futures and/or options on futures, it will do so in accordance with the Commodity Exchange Act[14] and applicable rules and regulations promulgated by the Commodity Futures Trading Commission and the National Futures Association.

Underlying ETPs may enter into swap agreements including interest rate, index, and credit default swap agreements. An Underlying ETP may invest in commodity-linked derivative instruments, such as structured notes, swap agreements, commodity options, futures and options on futures, to gain exposure to commodities markets. Financial futures contracts may be used by an Underlying ETP during or in anticipation of adverse market events such as interest rate changes. An Underlying ETP may purchase a put and/or sell a call option on a stock index futures contract instead of selling a futures contract in anticipation of an equity market decline.

Money market instruments, including repurchase agreements, or funds that invest exclusively in money market instruments, including affiliated money market funds (subject to applicable limitations under the 1940 Act), convertible securities, variable rate demand notes, or commercial paper may be used by a Fund in seeking to meet its investment objective and in managing cash flows.

The Funds expect to invest almost entirely in Underlying ETPs but may also invest in, among other investments, common stocks; sponsored American Depositary Receipts (''ADRs''), American Depositary Shares (''ADSs'') and European Depositary Receipts (''EDRs''), Global Depositary Receipts (''GDRs''); short-term instruments (including money market instruments); U.S. government securities; TIPS; commercial paper; and other debt instruments described in the Registration Statement. The Funds and the Underlying ETPs may enter into repurchase and reverse repurchase agreements.

Investment Policies and Restrictions

Each Fund will seek to qualify for treatment as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986, as amended.[15]

Each Fund may hold up to an aggregate amount of 15% of its net assets in (a) illiquid securities, and (b) Rule 144A securities.[16] The term ''illiquid,'' in this context, means a security that cannot be sold or disposed of within seven days in the ordinary

[13] *See supra* note 10.

[14] 7 U.S.C. 1 *et seq.*

[15] 26 U.S.C. 851.

[16] *See supra* note 6.

course of business at approximately the amount at which a Fund has valued such security.

Each Fund may invest in securities of other investment companies, including ETFs, closed end funds and money market funds, subject to applicable limitations under Section 12(d)(1) of the 1940 Act or exemptions granted thereunder.

A Fund may not:

1. (i) With respect to 75% of its total assets, purchase securities of any issuer (except securities issued or guaranteed by the U.S. government, its agencies or instrumentalities or shares of investment companies) if, as a result, more than 5% of its total assets would be invested in the securities of such issuer; or (ii) acquire more than 10% of the outstanding voting securities of any one issuer.[17]

2. Invest 25% or more of its total assets in the securities of one or more issuers conducting their principal business activities in a particular industry or group of industries; except that, to the extent the underlying index selected for a particular passive Underlying ETF is concentrated in a particular industry or group of industries, the Funds will necessarily be concentrated in that industry or group of industries. This limitation does not apply to investments in securities issued or guaranteed by the U.S. government, its agencies or instrumentalities, or shares of investment companies, including the Underlying ETPs.

Underlying ETPs will be listed and traded in the U.S. on a national securities exchange. While the Underlying ETPs may hold non-U.S. equity securities, the Funds will not invest in non-U.S. listed equity securities. Each Fund's investments will be consistent with its investment objective and will not be used to enhance leverage. The Funds will not hold leveraged, inverse and inverse leveraged Underlying ETPs. Consistent with the Exemptive Order, the Funds will not invest in options contracts, futures contracts or swap agreements.

Additional information regarding the Trust, Funds, Shares, Funds' investment strategies, risks, creation and redemption procedures, fees, portfolio holdings and disclosure policies, distributions and taxes, availability of information, trading rules and halts, and surveillance procedures, among other things, can be found in the Notice and the Registration Statement, as applicable.[18]

III. Discussion and Commission's Findings

After careful review, the Commission finds that the proposed rule change is consistent with the requirements of Section 6 of the Act [19] and the rules and regulations thereunder applicable to a national securities exchange.[20] In particular, the Commission finds that the proposed rule change is consistent with the requirements of Section 6(b)(5) of the Act,[21] which requires, among other things, that the Exchange's rules be 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 facilitating transactions in securities, 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. The Commission notes that the Funds and the Shares must comply with the requirements of NYSE Arca Equities Rule 8.600 to be listed and traded on the Exchange.

The Commission finds that the proposal to list and trade the Shares on the Exchange is consistent with Section 11A(a)(1)(C)(iii) of the Act,[22] which sets forth Congress's 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. Quotation and last sale information for the Shares will be available via the Consolidated Tape Association (''CTA'') high-speed line. The intra-day and closing values of Underlying ETPs also will be disseminated by the U.S. exchange on which they are listed. In addition, the Portfolio Indicative Value, as defined in NYSE Arca Equities Rule 8.600(c)(3), will be widely disseminated by one or more major market data vendors at least every 15 seconds during the Core Trading Session.[23] On each business day, before commencement of trading in Shares in the Core Trading Session on the Exchange, the Funds will disclose on their Web site the Disclosed Portfolio, as defined in NYSE Arca Equities Rule 8.600(c)(2), that will form the basis for the Funds' calculation of net asset value (''NAV'') at the end of the business day.[24] The NAV of each Fund will normally be determined as of the close of the regular trading session on the New York Stock Exchange (ordinarily 4 p.m. Eastern Time) on each business day. Information regarding market price and trading volume of the Shares will be continually available on a real-time basis throughout the day on brokers' computer screens and other electronic services. Information regarding the previous day's closing price and trading volume information for the Shares will be published daily in the financial section of newspapers. The Web site for the Funds will include a form of the prospectus for the Funds and additional data relating to NAV and other applicable quantitative information.

The Commission further believes that the proposal to list and trade the Shares is reasonably designed to promote fair disclosure of information that may be necessary to price the Shares appropriately and to prevent trading when a reasonable degree of transparency cannot be assured. The Commission notes that the Exchange will obtain a representation from the issuer of the Shares that the NAV per Share will be calculated daily and that the NAV and the Disclosed Portfolio will be made available to all market participants at the same time.[25] In addition, the Exchange will halt trading in the Shares under the specific circumstances set forth in NYSE Arca Equities Rule 8.600(d)(2)(D) and may halt trading in the Shares if trading is not occurring in the securities and/or the financial instruments comprising the Disclosed Portfolio of a Fund, or if other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present.[26] Further, the

[17] The diversification standard is contained in Section 5(b)(1) of the 1940 Act. 15 U.S.C. 80a–5.

[18] *See* Notice and Registration Statement, *supra* notes 3 and 7, respectively.

[19] 15 U.S.C. 78f.

[20] In approving this proposed 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).

[21] 15 U.S.C. 78f(b)(5).

[22] 15 U.S.C. 78k–1(a)(1)(C)(iii).

[23] According to the Exchange, several major market data vendors display and/or make widely available Portfolio Indicative Values published on CTA or other data feeds.

[24] On a daily basis, the Adviser will disclose for each portfolio security or other financial instrument of the Funds the following information: Ticker symbol (if applicable), name of security or financial instrument, number of shares or dollar value of financial instruments held in the portfolio, and percentage weighting of the security or financial instrument in the portfolio.

[25] *See* NYSE Arca Equities Rule 8.600(d)(1)(B).

[26] *See* NYSE Arca Equities Rule 8.600(d)(2)(C). With respect to trading halts, the Exchange may consider other relevant factors in exercising its discretion to halt or suspend trading in the Shares of the Funds. Trading in Shares of the Funds will be halted if the circuit breaker parameters in NYSE Arca Equities Rule 7.12 have been reached. Trading also may be halted because of market conditions or

Commission notes that 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.[27] The Exchange states that it has a general policy prohibiting the distribution of material, non-public information by its employees. The Exchange also states that the Adviser is affiliated with multiple broker-dealers, and the Adviser has implemented a ''fire wall'' with respect to such broker-dealers regarding access to information concerning the composition and/or changes to the Funds' portfolios.[28] Further, the Commission notes that the Exchange can obtain surveillance information from other exchanges that trade the Underlying ETPs that are members of the Intermarket Surveillance Group or with which the Exchange has in place a comprehensive surveillance sharing agreement.

The Exchange represents that the Shares are deemed to be equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities. In support of this proposal, the Exchange has made representations, including:

(1) The Shares will conform to the initial and continued listing criteria under NYSE Arca Equities Rule 8.600.

(2) The Exchange has appropriate rules to facilitate transactions in the Shares during all trading sessions.

(3) The Exchange's surveillance procedures applicable to derivative products, which include Managed Fund Shares, are adequate to properly monitor Exchange trading of the Shares in all trading sessions and to deter and detect violations of Exchange rules and applicable federal securities laws.

(4) Prior to the commencement of trading, the Exchange will inform its Equity Trading Permit (''ETP'') Holders in an Information Bulletin of the special characteristics and risks associated with trading the Shares. Specifically, the Information Bulletin will discuss the following: (a) The procedures for purchases and redemptions of Shares in Creation Unit aggregations (and that Shares are not individually redeemable); (b) NYSE Arca Equities Rule 9.2(a), which imposes a duty of due diligence on its ETP Holders to learn the essential facts relating to every customer prior to trading the Shares; (c) the risks involved in trading the Shares during the Opening and Late Trading Sessions when an updated Portfolio Indicative Value will not be calculated or publicly disseminated; (d) how information regarding the Portfolio Indicative Value is disseminated; (e) the requirement that ETP Holders deliver a prospectus to investors purchasing newly issued Shares prior to or concurrently with the confirmation of a transaction; and (f) trading information.

(5) For initial and/or continued listing, the Trust will be in compliance with Rule 10A–3 under the Exchange Act,[29] as provided by NYSE Arca Equities Rule 5.3.

(6) The Funds will not: (a) Invest in non-U.S. registered equity securities (except for Underlying ETPs, which may hold non-U.S. equity securities); (b) use investments to enhance leverage; (c) hold leveraged, inverse, and inverse leveraged Underlying ETPs; and (d) consistent with the Exemptive Order, invest in options, swaps, or futures.

(7) Each Fund may hold up to an aggregate amount of 15% of its net assets in (a) illiquid securities, and (b) Rule 144A securities.[30]

(8) A minimum of 100,000 Shares of each Fund will be outstanding at the commencement of trading on the Exchange.

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

For the foregoing reasons, the Commission finds that the proposed rule change is consistent with Section 6(b)(5) of the Act [31] and the rules and regulations thereunder applicable to a national securities exchange.

IV. Conclusion

It is therefore ordered, pursuant to Section 19(b)(2) of the Act,[32] that the proposed rule change (SR–NYSEArca–2011–84), as modified by Amendment No. 3 thereto, be, and it hereby is, approved.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[33]

Kevin M. O'Neill,

Deputy Secretary.

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for reasons that, in the view of the Exchange, make trading in the Shares inadvisable.

[27] *See* NYSE Arca Equities Rule 8.600(d)(2)(B)(ii).

[28] *See supra* note 9. The Commission notes that an investment adviser to an open-end fund is required to be registered under the Investment Advisers Act of 1940 (''Advisers Act''). As a result, the Adviser and its related personnel are subject to the provisions of Rule 204A–1 under the Advisers Act relating to codes of ethics. This rule requires investment advisers to adopt a code of ethics that reflects the fiduciary nature of the relationship to clients as well as compliance with other applicable securities laws. Accordingly, procedures designed to prevent the communication and misuse of non-public information by an investment adviser must be consistent with Rule 204A–1 under the Advisers Act. In addition, Rule 206(4)–7 under the Advisers Act makes it unlawful for an investment adviser to provide investment advice to clients unless such investment adviser has (i) adopted and implemented written policies and procedures reasonably designed to prevent violation, by the investment adviser and its supervised persons, of the Advisers Act and the Commission rules adopted thereunder; (ii) implemented, at a minimum, an annual review regarding the adequacy of the policies and procedures established pursuant to subparagraph (i) above and the effectiveness of their implementation; and (iii) designated an individual (who is a supervised person) responsible for administering the policies and procedures adopted under subparagraph (i) above.

[29] 17 CFR 240.10A–3.

[30] *See supra* note 6.

[31] 15 U.S.C. 78f(b)(5).

[32] 15 U.S.C. 78s(b)(2).

[33] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–66343; File No. SR–NYSEArca–2011–85]

Self-Regulatory Organizations; NYSE Arca, Inc.; Order Granting Approval of Proposed Rule Change, as Modified by Amendment No. 3 Thereto, Relating to the Listing and Trading of SPDR SSgA Real Assets ETF; SPDR SSgA Income Allocation ETF; SPDR SSgA Conservative Global Allocation ETF; SPDR SSgA Global Allocation ETF; and SPDR SSgA Aggressive Global Allocation ETF Under NYSE Arca Equities Rule 8.600

February 7, 2012.

I. Introduction

On November 16, 2011, NYSE Arca, Inc. (''Exchange'' or ''NYSE Arca'') filed with the Securities and Exchange Commission (''Commission''), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act'') [1] and Rule 19b–4 thereunder,[2] a proposed rule change to list and trade shares (''Shares'') of the SPDR SSgA Real Assets ETF; SPDR SSgA Income Allocation ETF; SPDR SSgA Conservative Global Allocation ETF; SPDR SSgA Global Allocation ETF; and SPDR SSgA Aggressive Global Allocation ETF (each, a ''Fund'' and, collectively, ''Funds'') under NYSE Arca Equities Rule 8.600. The proposed rule change was published in the **Federal Register** on December 7, 2011.[3] On January 17, 2012, the Exchange filed Amendment No. 1 to the proposed rule

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] *See* Securities Exchange Act Release No. 65860 (December 1, 2011), 76 FR 76464 (''Notice'').