

concentration is applicable only to the performance assessment and not to the determination of waste classification.

Because the rate of erosion at the site is relatively high, a second intruder scenario is evaluated in which most of the cover is eroded over the analysis time period. Some cover is expected to remain. The intruder constructs a home in the area over the tank. Because the direct exposure pathway is the only major contributing pathway for this scenario, the actual waste distribution can be used in the performance assessment. Alternatively, the average concentration of waste over the stabilizing materials can be used in the performance assessment because there would be less shielding for this calculation and the doses would likely be conservative.

The doses to a public receptor who is offsite when institutional controls are in place and at the edge of a buffer zone near the closed tanks after institutional controls end is evaluated with an all-pathways performance assessment. The performance assessment represents expected degradation of the system over time. The modeling of the source term represents the waste as two zones, one zone of higher hydraulic conductivity and reducing conditions that persist for 500 years and one zone of lower hydraulic conductivity and reducing conditions that persist for the entire analysis period (10,000 years). The first zone represents waste between the tank surface and the added grout which may be exposed to increased moisture flow/oxidation because of shrinkage effects or degradation of the grout itself over time from various attack mechanisms. The second zone represents waste that was immobilized in the center of the reducing grout by the pour sequence of the tank closure operations. The concentrations of radionuclides in both zones should be represented in the performance assessment by the expected distribution of contamination within the zones, or distributions that can be demonstrated to be conservative with respect to release and exposure modeling. The potential pathways of water to the waste may depend on the discrete features of the system (e.g., cooling coils, shrinkage effects, fractures).

III. Further Information

Documents related to NRC's reviews of waste determinations are available electronically at the NRC's Electronic Reading Room at <http://www.nrc.gov/reading-rm/adams.html>. From this site, you can access the NRC's Agencywide Document Access and Management System (ADAMS), which provides text and image files of NRC's public documents. Recent documents related to reviews of NRC waste determinations can be found under Dockets Numbers PROJ0734, PROJ0735, PROJ0736, and POOM-32. If you do not have access to ADAMS or if there are problems in accessing the documents located in ADAMS, contact the NRC Public Document Room (PDR) Reference staff

at 1-800-397-4209, 301-415-4737 or by e-mail to pdr@nrc.gov.

Documents may also be viewed electronically on the public computers located at the NRC's Public Document Room (PDR), O 1 F21, One White Flint North, 11555 Rockville Pike, Rockville, MD 20852. The PDR reproduction contractor will copy documents for a fee.

Dated at Rockville, MD this 5th day of December, 2005.

For the Nuclear Regulatory Commission.

Scott Flanders,

Deputy Director, Environmental and Performance Assessment Directorate, Division of Waste Management and Environmental Protection, Office of Nuclear Materials Safety and Safeguards.

[FR Doc. E5-7450 Filed 12-15-05; 8:45 am]

BILLING CODE 7590-01-P

SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meeting

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Public Law 94-409, that the Securities and Exchange Commission will hold the following meeting during the week of December 19, 2005:

A Closed Meeting will be held on Tuesday, December 20, 2005 at 2 p.m. Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the Closed Meeting. Certain staff members who have an interest in the matters may also be present.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c), (3), (5), (7), (8), (9)(B), and (10) and 17 CFR 200.402(a), (3), (5), (7), (8), 9(ii) and (10) permit consideration of the scheduled matters at the Closed Meeting.

Commissioner Campos, as duty officer, voted to consider the items listed for the closed meeting in closed session.

The subject matter of the Closed Meeting scheduled for Tuesday, December, 20, 2005 will be: Formal orders of investigations; Institution and settlement of injunctive actions; Institution and settlement of administrative proceedings of an enforcement nature; and Post-argument discussion.

At times, changes in Commission priorities require alterations in the scheduling of meeting items.

For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact: The Office of the Secretary at (202) 551-5400.

Dated: December 13, 2005.

Jonathan G. Katz,

Secretary.

[FR Doc. 05-24186 Filed 12-14-05; 11:09 am]

BILLING CODE 8010-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-52940; File No. SR-Amex-2005-059]

Self-Regulatory Organizations; American Stock Exchange LLC; Notice of Filing of a Proposed Rule Change and Amendments No. 1 and 2 Thereto Relating to the Listing and Trading of the DB Commodity Index Tracking Fund

December 12, 2005.

Pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 ("Act" or "Exchange Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on May 27, 2005, the American Stock Exchange LLC ("Amex" or "Exchange") filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Amex. On September 15, 2005, the Amex filed Amendment No. 1 to the proposed rule change.³ On November 15, 2005, the Amex filed Amendment No. 2 to the proposed rule change.⁴ The Commission is publishing this notice to solicit comments on the proposed rule change, as amended, from interested persons.

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

The Exchange proposes to add new Commentary .07 to Amex Rule 1202 to permit the listing and trading of shares of trust issued receipts ("TIRs") that invest in shares or securities (the "Investment Shares") of a trust, partnership, commodity pool or other similar entity that holds investments comprising, or otherwise based on, any combination of securities, futures contracts, swaps, forward contracts,

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Partial Amendment dated September 15, 2005 ("Amendment No. 1"). In Amendment No. 1, the Amex made clarifying changes to the purpose section.

⁴ See Partial Amendment dated November 15, 2005 ("Amendment No. 2").

options on futures contracts, commodities or portfolios of investments. Also in this proposal, the Exchange, pursuant to proposed Commentary .07 to Amex Rule 1202, seeks to list and trade the DB Commodity Index Tracking Fund (the "Trust" or "Fund").

Below is the text of the proposed rule change. Proposed new language is in *italics*.

* * * * *

Trading of Trust Issued Receipts

Rules 1200–1201. No Change.

Rule 1202(a) through (e). No Change.

Commentary

.01 through .06 No Change

.07 (a) *The provisions of this Commentary apply only to Trust Issued Receipts where the trust holds "Investment Shares" as defined below. Rules that reference Trust Issued Receipts shall also apply to Trust Issued Receipts investing in Investment Shares.*

(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.*

(c) *Designation. The Exchange may list and trade Trust Issued Receipts investing in Investment Shares. 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 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 remove from listing Trust Issued Receipts based on an Investment Share 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 for 30 or more consecutive trading days; (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; 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.*

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:*

(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) *Rule 175(c) shall be deemed to prohibit an equity specialist, his member organization, or any other member, limited partner, officer, or approved person thereof from acting as a market maker or functioning in any capacity involving market-making responsibilities in an underlying asset or commodity, related futures or options on futures, or any other related derivatives. However, an approved person of an equity specialist that has established and obtained Exchange approval of procedures restricting the flow of material, non-public market information between itself and the specialist member organization pursuant to Rule 193, and any member, officer, or employee associated therewith, may act in a market making capacity, other than as a specialist in the Trust Issued Receipts on another market center, in the underlying asset or commodity, related futures or options on futures, or any other related derivatives.*

(f) *In connection with the Trust Issued Receipts listed under this Commentary, Commentaries .01, .02 and .07 of Rule 170 shall not apply to the trading of receipts for the purpose of bringing the price of the receipt into parity with the value of the underlying asset or commodity on which the receipts are based, with the net asset value of the receipts or with a futures contract on the underlying asset or commodity on which the receipts are based. Such transactions must be effected in a manner that is consistent with the maintenance of a fair and orderly market and with the other requirements of this rule and the supplementary material herein.*

(g)(1) *The member organization acting as specialist in Trust Issued Receipts is obligated to conduct all trading in the receipts in its specialist account, subject only to the ability to have one or more investment accounts, all of which must be reported to the Exchange (See Rule 170). In addition, the member organization acting as specialist in the 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 member organization acting as specialist may have or over which it may exercise investment discretion. No member organization acting as specialist 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 member organization acting as specialist, 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. Rule 31), the member organization acting as a specialist in Trust Issued Receipts shall make available to the Exchange such books, records or other information pertaining to transactions by such entity or any member, member organization, 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 physical asset or commodity, related futures or options on futures, or any other related derivatives, as may be requested by the Exchange.

(3) In connection with trading the underlying physical asset or commodity, related futures or options on futures or any other related derivative (including Trust Issued Receipts), the specialist registered as such in Trust Issued Receipts shall not use any material nonpublic information received from any person associated with a member, member organization or employee of such person regarding trading by such person or employee in the physical asset or commodity, futures or options on futures, or any other related derivatives.

(h) 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.

(i) 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.

* * * * *

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 Amex 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 IV below, and the most significant aspects of such statements are set forth in Sections A, B, and C below.

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

1. Purpose

The Exchange proposes to add new Commentary .07 to Amex Rule 1202 for the purpose of permitting the listing and trading of TIRs where the trust holds shares ("Investment Shares") that are issued by a trust, partnership, commodity pool, or other similar entity that holds investments in any combination of securities, futures contracts, options on futures contracts, swaps, forward contracts, commodities or portfolios of investments.

Additionally, in this proposal, the Amex initially proposes to list and trade the shares (the "Shares") of a specific trust that invests in the securities of a commodity pool (the "Fund"). The Fund will invest substantially all of its assets in the common units of beneficial interests of DB Commodity Index Tracking Master Fund (the "Master Fund"). The Master Fund is a trust created under Delaware law that will consist primarily of futures contracts on the commodities comprising the Deutsche Bank Liquid Commodity Index™—Excess Return (the "DBLCI" or "Index"). Both the Fund and the Master Fund are commodity pools operated by DB Commodity Services LLC (the "Managing Owner"). The Managing Owner will be registered as a commodity pool operator (the "CPO") and commodity trading advisor (the "CTA") with the Commodity Futures Trading Commission ("CFTC")⁵ and a

⁵ See Part 4 of CFTC Regulation, 17 CFR 4.1 et al.

member of the National Futures Association ("NFA").

The Managing Owner will serve as the CPO and CTA of the Fund and the Master Fund. In this particular case, the Managing Owner of the Master Fund will manage only the futures contracts in order to track the performance of the Index. The Master Fund may also include U.S. Treasury securities for margin purposes and other high credit quality short-term fixed income securities. However, the Exchange states that the Master Fund is not "actively managed," which typically involves effecting changes in the composition of a portfolio on the basis of judgment relating to economic, financial and market considerations with a view to obtaining positive results under all market conditions, but instead, seeks to track the performance of the Index.

Introduction

In September 1999, the Exchange adopted rules for the listing and trading of TIRs.⁶ TIRs are negotiable receipts issued by trusts that represent investors' discrete identifiable and undivided beneficial ownership interest in the securities deposited into the trust. Since that time the Exchange has listed seventeen (17) TIRs under the trade name of HOLDRS, representing a wide variety of industry sectors and the market as a whole.

Under Amex Rule 1201, the Exchange may list and trade TIRs based on one or more securities. The securities that are included in a series of a TIR are required to be selected by the Exchange or its agent, a wholly owned subsidiary of the Exchange, or by such other person as shall have a proprietary interest in such TIRs. Pursuant to this Amex Rule 1201, the Exchange may designate the Shares for trading.

In January 2005, the Exchange adopted rules (Amex Rule 1200A et seq.) for the listing and trading of Commodity-Based Trust Shares.⁷ Commodity-Based Trust Shares are TIRs based on an underlying commodity. The Exchange listed and traded the iShares® COMEX Gold Trust under new Amex Rule 1200A as the first Commodity Based Trust Share. Recently, the Exchange commenced the trading of shares of the streetTRACKS® Gold Trust (GLD) pursuant to Amex Rule 1000B on an unlisted trading privileges ("UTP") basis.⁸ This proposal seeks to expand

⁶ See Securities Exchange Act Release No. 41892 (September 21, 1999), 64 FR 52559 (September 29, 1999) ("TIR Approval Order").

⁷ See Securities Exchange Act Release No. 51058 (January 19, 2005), 70 FR 3749 (January 26, 2005).

⁸ See Securities Exchange Act Release No. 51446 (March 29, 2005), 70 FR 17272 (April 5, 2005).

the ability of the Exchange to list and trade securities based on a portfolio of underlying investments that may not be "securities."

Under proposed Commentary .07(c) to Amex Rule 1202, the Exchange would list and trade TIRs where the trust holds "Investment Shares." For each separate Investment Share, the Exchange would submit a filing pursuant to Section 19(b) of the Act.

The Shares will conform to the initial and continued listing criteria under proposed Commentary .07(d) to Amex Rule 1202.⁹ The Fund will be formed as a Delaware statutory trust pursuant to a Certificate of Trust and a Declaration of Trust and Trust Agreement among Wilmington Trust Company, as trustee, the Managing Owner and the holders of the Shares.¹⁰

The Exchange notes that the Commission has permitted the listing and trading of products linked to the performance of a commodity or commodities.¹¹

Index Description

DBLCI is intended to reflect the performance of certain commodities. The Index tracks the performance of futures contracts on crude oil, heating oil, aluminum, gold, corn and wheat, and the notional amounts of each commodity included in the Index are approximately in proportion to historical levels of the world's production and supplies of such commodities. The sponsor of the Index is Deutsche Bank AG London ("DB London").

⁹ Proposed Commentary .07(d) to Rule 1202 for listing the Shares is substantially similar to current Rule 1202A relating to Commodity-Based Trust Shares.

¹⁰ The Exchange states that the Trust is not a registered investment company under the Investment Company Act of 1940 ("1940 Act") and is not required to register under the 1940 Act.

¹¹ See Securities Exchange Act Release Nos. 51058 (January 19, 2005), 70 FR 3749 (January 26, 2005) (approving the listing and trading of the iShares® COMEX Gold Trust); 50603 (October 28, 2004), 69 FR 64614 (November 5, 2004) (approving the listing and trading of streetTRACKS® Gold Shares); 39402 (December 4, 1997), 62 FR 65459 (December 12, 1997) (approving the listing and trading of commodity index preferred or debt securities (ComPS) on various agricultural futures contracts and commodities indexes); 36885 (February 26, 1996), 61 FR 8315 (March 4, 1996) (approving the listing and trading of ComPS linked to the value of single commodity); 35518 (March 21, 1995), 60 FR 15804 (March 27, 1995) (approving the listing and trading of commodity indexed notes or COINs); and 43427 (October 10, 2000), 65 FR 62783 (October 19, 2000) (approving the listing and trading of inflation indexed securities). See also Central Fund of Canada (Registration No. 033-15180) (closed-end fund listed and traded on the Amex that invests in gold) and Salmon Phibro Oil Trust (Registration No. 033-33823) (trust units listed and traded on the Amex that held the right to a forward contract for the delivery of crude oil).

The Index value is calculated by DB London during the trading day on the basis of the most recently reported trade price for the relevant futures contract relating to each of the Index commodities. Therefore, the market value of each Index commodity during the trading day will be equal to the number of futures contracts of each commodity represented in the Index multiplied by the real-time futures contract price (*i.e.*, the most recently reported trade price).¹² The Index value will be calculated and disseminated every 15 seconds. The closing level of the Index is calculated by DB London on the basis of closing prices for the applicable futures contracts relating to each of the Index commodities, and applying such prices to the relevant notional amount. For each Index commodity, the market value will be equal to the number of futures contracts represented in the Index multiplied by the futures contract closing price. The Index includes provisions for the replacement of expiring futures contracts. This replacement takes place over a period of time in order to lessen the impact on the market for such Index commodity. Such replacements occur monthly (other than in November) during the first week of the month in the case of futures contracts relating to crude oil and heating oil and annually in November in the case of futures contracts relating to aluminum, gold, corn and wheat.

The Index is adjusted annually in November to rebalance its composition to ensure that each of the Index commodities are weighted in the same proportion that such commodities were weighted on December 1, 1988 (the "Base Date"). The Index has been calculated back to the Base Date. On the Base Date, the closing level was 100.

The following table reflects the index base weights ("Index Base Weights") of each Index commodity on the Base Date:

Index commodity	Index base weight (%)
Crude Oil	35.00
Heating Oil	20.00
Aluminum	12.50
Gold	10.00
Corn	11.25
Wheat	11.25
Closing Level on Base Date	100.00

The composition of the Index may be adjusted in the event that the Index Sponsor is not able to calculate the daily

¹² Quote information and last sale information is available from the applicable futures markets and from data vendors.

and/or closing price for the Index commodities.

The Managing Owner represents that it will seek to arrange to have the Index calculated and disseminated on a daily basis through a third party if DB London ceases to calculate and disseminate the Index. If, however, the Managing Owner is unable to arrange the calculation and dissemination of the Index (or a Successor Index), the Exchange will undertake to delist the Shares.¹³

Commodity Futures Contracts and Related Options

Crude Oil. Crude oil is the world's most actively traded commodity. The Light Sweet Crude Oil futures contract traded on the New York Mercantile Exchange ("NYMEX") is the world's most liquid forum for crude oil trading, as well as the world's most liquid futures contract on a physical commodity.¹⁴ Due to the excellent liquidity and price transparency of the futures contract, it is used as a principal international pricing benchmark.

Heating Oil. The heating oil futures contract, listed and traded at the NYMEX, trades in units of 42,000 gallons (1,000 barrels) and is based on delivery in New York harbor, the principal cash market center.¹⁵ The heating oil futures contract is also used to hedge diesel fuel and jet fuel, both of which trade in the cash market at an often stable premium to the heating oil futures contract.

Gold. NYMEX is the world's largest physical commodity futures exchange and the dominant market for the trading of energy and precious metals.¹⁶

Aluminum. Aluminum is the most heavily produced and consumed non-ferrous metal in the world. Its low

¹³ If the Index is discontinued or suspended, Managing Owner, in its sole discretion, may substitute the Index with an index substantially similar to the discontinued or suspended Index (the "Successor Index"). The Successor Index may be calculated and/or published by any other third party. See also note 32 and accompanying text.

¹⁴ In 2004, ADTV on NYMEX for futures contracts on light sweet crude oil were 212,382 (with each contract representing 1,000 barrels); ADTV through August 2005 was 241,673. Annual contracts traded on NYMEX on light sweet crude oil in 2004 were 52.8 million; annual contracts traded through August 2005 were 40.6 million.

¹⁵ In 2004, ADTV on NYMEX for futures contracts on heating oil were 51,745 (with each contract representing 1,000 barrels); ADTV through August 2005 was 52,413. Annual contracts traded on NYMEX on heating oil in 2004 were 12.8 million; annual contracts traded through August 2005 were 8.8 million.

¹⁶ In 2004, ADTV on NYMEX for futures contracts on gold were 60,079 (with each contract representing 100 troy ounces); ADTV through August 2005 was 61,085. Annual contracts traded on NYMEX on gold in 2004 were 14.9 million; annual contracts traded through August 2005 were 10.2 million.

density and malleability has been recognized and championed by the industrial world. In 2001, world primary refined production totaled over 24 million tonnes. The total turnover for the London Metal Exchange ("LME") primary aluminum futures and options in 2001 was over 25 million lots or 625 million tonnes. The LME has the most liquid aluminum contracts in the world.¹⁷

Corn. Corn futures are traded on the Chicago Board of Trade ("CBOT") with a unit of trading of 5,000 bushels.¹⁸

Wheat. Wheat futures are traded on the CBOT with a unit of trading of 5,000 bushels.¹⁹

Structure of the Fund

Fund. The Fund is a statutory trust formed pursuant to the Delaware Statutory Trust Act and will issue units of beneficial interest or shares that represent units of fractional undivided beneficial interest in and ownership of the Fund. Unless terminated earlier, the Fund will expire on December 31, 2055. The investment objective of the Fund is to reflect the performance of the DBLCI less the expenses of the operation of the Fund and the Master Fund. The Fund will pursue its investment objective by investing substantially all of its assets in the Master Fund. The Fund will hold no investment assets other than Master Fund Units.²⁰ Each Share will correlate with a Master Fund share issued by the Master Fund and held by the Fund.

Master Fund. The Master Fund is a statutory trust formed pursuant to the Delaware Statutory Trust Act and will issue units of beneficial interest or shares that represent units of fractional undivided beneficial interest in and ownership of the Master Fund. Unless terminated earlier, the Master Fund will expire on December 31, 2055. The investment objective of the Master Fund

is to reflect the performance of the DBLCI less the expenses of the operations of the Fund and the Master Fund. The Master Fund will pursue its investment objective by investing primarily in a portfolio of futures contracts on the commodities comprising the DBLCI. In addition, the Master Fund will also hold cash and U.S. Treasury securities for deposit with futures commission merchants ("FCMs") as margin and other high credit quality short-term fixed income securities.

Trustee. Wilmington Trust Company is the trustee of the Fund and the Master Fund. The trustee has delegated to the Managing Owner the power and authority to manage and operate the day-to-day affairs of the Fund and the Master Fund.

Managing Owner. The Managing Owner is a Delaware limited liability company that will be registered with the CFTC as a CPO and CTA and is an affiliate of Deutsche Bank AG, the sponsor of the Fund and Master Fund. The Managing Owner will serve as the CPO and CTA of the Fund and the Master Fund and will manage and control all aspects of the business of the Funds. As a registered CPO and CTA, the Exchange states that the Managing Owner is required to comply with various regulatory requirements under the Commodity Exchange Act and the rules and regulations of the CFTC and the NFA, including investor protection requirements, anti-fraud prohibitions, disclosure requirements, reporting and recordkeeping requirements and is subject to periodic inspections and audits by the CFTC and NFA.

Clearing Broker. Deutsche Bank Securities, Inc., the Clearing Broker, is an affiliate of the Managing Owner and is registered with the CFTC as an FCM. The Clearing Broker will execute and clear each of the Master Fund's futures contract transactions and will perform certain administrative services for the Master Fund.

Administrator. The Bank of New York is the administrator for both the Fund and the Master Fund (the "Administrator"). The Administrator will perform or supervise the performance of services necessary for the operation and administration of the Fund and the Master Fund. These services include, but are not limited to, investment accounting, financial reporting, broker and trader reconciliation, net asset value ("NAV") calculation,²¹ risk transparency, and

receiving and processing orders from Authorized Participants (as defined below), and coordinating the processing of orders with the Managing Owner and the Depository Trust Company ("DTC").

Product Description

Issuances of the Shares will be made only in baskets of 200,000 Shares or multiples thereof (the "Basket Aggregation" or "Basket"). The Fund will issue and redeem the Shares on a continuous basis, by or through participants that have entered into participant agreements (each, an "Authorized Participant")²² with the Fund and its Managing Owner at the NAV per Share determined shortly after 4 p.m. ET or the last to close futures exchanges on which the Index Commodities are traded, whichever is later, on the business day on which an order to purchase the Shares in one or more Baskets is received in proper form. Following issuance, the Shares will be traded on the Exchange similar to other equity securities.

The procedures for creating a Basket are as follows. On any business day, an Authorized Participant may place an order with the Distributor, ALPS Distributors, Inc. (the "Distributor"), to create one or more Baskets. Purchase orders must be placed by 10 a.m. ET and are irrevocable. By placing a purchase order, and prior to delivery of such Basket(s), an Authorized Participant's DTC account will be charged the non-refundable \$500 transaction fee due for the purchase order, regardless of the number of Baskets to be created in connection with such order.

The total payment required to create a Basket during the continuous offering period is the cash amount equal to the NAV per Share times 200,000 Shares (the "Basket Amount") on the purchase order date. Thus the Basket Amount usually will be determined on each business day by the Administrator shortly after 4 p.m. ET. Baskets are issued as of 12 noon ET, on the business day immediately following the purchase order date (T+1) at NAV per Share on the purchase order date if the required payment has been timely received.

Authorized Participants that have placed a purchase order to create a

principles. NAV per Master Fund share is the NAV of the Master Fund divided by the number of outstanding Master Fund shares. This will be the same for the Shares of the Fund because of a one-to-one correlation between the Shares and the shares of the Master Fund.

²² An "Authorized Participant" is a person, who at the time of submitting to the trustee an order to create or redeem one or more Baskets, (i) is a registered broker-dealer, (ii) is a DTC Participant, and (iii) has in effect a valid Participant Agreement with the Fund issuer.

¹⁷ In 2004, ADTV on LME for futures contracts on aluminum were 116,004 (with each contract representing 25 tonnes); ADTV through August 2005 was 113,743. Annual contracts traded on LME on aluminum in 2004 were 29.2 million; annual contracts traded through August 2005 were 18.9 million.

¹⁸ In 2004, ADTV on CBOT for futures contracts on corn were 95,390 (with each contract representing 5,000 bushels); ADTV through August 2005 was 120,237. Annual contracts traded on CBOT on corn in 2004 were 24,038 million; annual contracts traded through August 2005 were 20.19 million.

¹⁹ In 2004, ADTV on CBOT for futures contracts on wheat were 31,568 (with each contract representing 5,000 bushels); ADTV through August 2005 was 41,249. Annual contracts traded on CBOT on wheat in 2004 were 7.95 million; annual contracts traded through August 2005 were 6.92 million.

²⁰ See Pre-Effective Amendment No. 4 to the Fund's Form S-1, Registration No. 333-125325, dated October 26, 2005.

²¹ NAV is the total assets of the Master Fund less total liabilities of the Master Fund, determined on the basis of generally accepted accounting

Basket must transfer the Basket Amount to the Administrator (the "Cash Deposit Amount") by 10 a.m. the next day. Authorized Participants that wish to redeem a Basket will receive cash in exchange for each Basket surrendered in an amount equal to the NAV per Basket (the "Cash Redemption Amount") through a similar procedure. The Clearing Broker will be the custodian for the Master Fund and responsible for safekeeping the Master Fund's assets.

Because orders to purchase Baskets must be placed by 10 a.m. ET, but the total payment required to create a Basket will not be determined until shortly after 4 p.m. ET, on the date the purchase order is received, Authorized Participants will not know the total amount of the payment required to create a Basket at the time they submit an irrevocable purchase order. This is similar to exchange-traded funds and mutual funds. The Fund's prospectus discloses that NAV and the total amount of the payment required to create a Basket could rise or fall substantially between the time an irrevocable purchase order is submitted and the time the amount of the purchase order is determined.

On each business day, the Administrator will make available immediately prior to the opening of trading on the Amex, an estimate of the Cash Deposit Amount for the creation of a Basket. The Amex will disseminate every 15 seconds throughout the trading day, via the facilities of the Consolidated Tape Association, an amount representing, on a per Share basis, the current value (intra-day) of the Basket Amount (the "Indicative Fund Value"). It is anticipated that the deposit of the Cash Deposit Amount in exchange for a Basket will be made primarily by institutional investors, arbitrageurs, and the Exchange specialist. Baskets are then separable upon issuance into identical Shares that will be listed and traded on the Amex.²³ The Shares are expected to be traded on the Exchange by professionals, as well as institutional and retail investors. Shares may be acquired in two (2) ways: (1) Through a deposit of the Cash Deposit Amount with the Administrator during normal business hours by Authorized Participants, or (2) through

²³ The Shares are separate and distinct from the shares of the Master Fund. The Master Fund's assets will consist of long positions in the futures contracts on the commodities comprising the DBLCL. The Exchange expects that the number of outstanding Shares will increase and decrease from time to time as a result of creations and redemptions of Baskets.

a purchase on the Exchange by investors.

Shortly after 4 p.m. ET each business day, the Administrator will determine the NAV for the Fund and Master Fund, utilizing the current day's settlement value of the particular commodity futures contracts in the Master Fund's portfolio and the value of the Master Fund's cash and high-credit quality, short-term fixed income securities. However, if a futures contract on a trading day cannot be liquidated due to the operation of daily limits or other rules of an exchange upon which such futures contract is traded, the settlement price on the most recent trading day on which the futures contract could have been liquidated will be used in determining the Fund's and the Master Fund's NAV. Accordingly, for both U.S. and non-U.S. futures contracts, the Administrator will typically use that day's futures settlement price for determining NAV.

The NAV for the Fund is total assets of the Master Fund less total liabilities of the Master Fund. The NAV is calculated by including any unrealized profit or loss on futures contracts and any other credit or debit accruing to the Master Fund but unpaid or not received by the Master Fund. This preliminary NAV is then used to compute all NAV-based fees (including the management and administrative fees, accrued through and including the date of publication) that are calculated from the value of Master Fund assets. The Administrator will calculate the NAV per Share by dividing the NAV by the number of Shares outstanding. Then once the final, published NAV is determined, shortly after 4 p.m. ET each business day, the Administrator also will determine the Basket Amount for orders placed by Authorized Participants received by 10 a.m. ET that day.

Shortly after 4 p.m. ET each business day, the Administrator, Amex, and Managing Owner will disseminate the NAV for the Shares and the Basket Amount (for orders placed during the day). The NAV and the Basket Amount are available at the same time and will be disseminated accordingly. The Basket Amount and the NAV are communicated by the Administrator to all Authorized Participants via facsimile or electronic mail message and will be publicly available on the DB London's (Index Sponsor) Web site at <https://gm-secure.db.com/CommoditiesIndices>. The Amex will also publicly disclose via its Web site at <http://www.amex.com> the NAV and Basket Amount (for orders placed that day). The Exchange also will

disseminate the Basket Amount by means of CTA/CQ High Speed Lines.

The Basket Amount necessary for the creation of a Basket will change from day to day. On each day that the Amex is open for regular trading, the Administrator will adjust the Cash Deposit Amount as appropriate to reflect the prior day Fund NAV and newly accrued expenses.

The Exchange believes that the Shares will not trade at a material discount or premium to NAV due to potential arbitrage opportunities in the event of any discrepancy between the two. Due to the fact that the Shares can be created and redeemed daily only in Basket Aggregations at NAV by Authorized Participants, the Exchange submits that arbitrage opportunities should provide a mechanism to diminish the effect of any premiums or discounts that may exist from time to time.

The Shares will not be individually redeemable but will only be redeemable in Basket Aggregations. To redeem, an Authorized Participant will be required to accumulate enough Shares to constitute a Basket Aggregation (*i.e.*, 200,000 Shares). An Authorized Participant redeeming a Basket Aggregation will receive the Cash Redemption Amount. Upon the surrender of the Shares and payment of applicable redemption transaction fee, taxes or charges, the Administrator will deliver to the redeeming Authorized Participant the Cash Redemption Amount.

Shares will be registered in book entry form through DTC. Trading in the Shares on the Exchange will be effected from 9:30 a.m. until 4:15 p.m. ET each business day. The minimum trading increment for such Shares will be \$.01.

Dissemination of the Index and Underlying Futures Contracts Information

DB London as the sponsor of the Index will publish the value of the Index at least every fifteen (15) seconds during Amex trading hours through Bloomberg, Reuters, and other market data vendors. In addition, the Index value will be available on the DB London Web site at <http://www.dbcfund.db.com> on a twenty (20) minute delayed basis. The closing level will similarly be provided by DB London. In addition, any adjustments or changes to the Index will also be provided by DB London and the Exchange on their respective Web sites.²⁴

²⁴ The Index Sponsor has in place procedures to prevent the improper sharing of information

The closing prices and daily settlement prices for the futures contracts held by the Master Fund are publicly available on the Web sites of the futures exchanges trading the particular contracts. The particular futures exchange for each futures contract with Web site information is as follows: (i) aluminum—London Metal Exchange (LME) at <http://www.lme.com>; (ii) corn and wheat—Chicago Board of Trade (CBOT) at <http://www.cbot.com>; and (iii) crude oil, heating oil and gold—New York Mercantile Exchange (NYMEX) at <http://www.nymex.com>. The Exchange on its Web site at <http://www.amex.com> will include a hyperlink to the Index Sponsor's Web site at <https://gm-secure.db.com/CommoditiesIndices>, which will contain hyperlinks to each of the futures exchanges Web sites for the purpose of disclosing futures contract pricing. In addition, various data vendors and news publications publish futures prices and data. The Exchange represents that futures quotes and last sale information for the commodities underlying the Index are widely disseminated through a variety of market data vendors worldwide, including Bloomberg and Reuters. In addition, the Exchange represents that complete real-time data for such futures is available by subscription from Reuters and Bloomberg. The CBOT, LME, and NYMEX also provide delayed futures information on current and past trading sessions and market news free of charge on their respective Web sites. The specific contract specifications for the futures contracts are also available from

the futures exchanges on their Web sites as well as other financial informational sources.

Availability of Information Regarding the Shares

The Web site for the Fund, which will be publicly accessible at no charge, will contain the following information: (a) The prior business day's NAV and the reported closing price; (b) the mid-point of the bid-ask price²⁵ in relation to the NAV as of the time the NAV is calculated (the "Bid-Ask Price"); (c) calculation of the premium or discount of such price against such NAV; (d) data in chart form displaying the frequency distribution of discounts and premiums of the Bid-Ask Price against the NAV, within appropriate ranges for each of the four (4) previous calendar quarters; (e) the prospectus; and (f) other applicable quantitative information.

As described above, the NAV for the Fund will be calculated and disseminated daily. The Amex also intends to disseminate, during Amex trading hours, for the Fund on a daily basis by means of Consolidated Tape Association/Consolidated Quotation High Speed Lines information with respect to the Indicative Fund Value (as discussed below), recent NAV, and Shares outstanding. The Exchange will also make available on its Web site daily trading volume, closing prices, and the NAV.

Dissemination of Indicative Fund Value

As noted above, the Administrator calculates the NAV of the Fund once each trading day. In addition, the

Administrator causes to be made available on a daily basis the Cash Deposit Amount to be deposited in connection with the issuance of the Shares in Basket Aggregations. In addition, other investors can request such information directly from the Administrator.

In order to provide updated information relating to the Fund for use by investors, professionals and persons wishing to create or redeem the Shares, the Exchange will disseminate through the facilities of CTA an updated Indicative Fund Value. The Indicative Fund Value will be disseminated on a per Share basis every 15 seconds from 9:30 a.m. to 4:15 p.m. ET.²⁶ The Indicative Fund Value will be calculated based on the cash required for creations and redemptions (*i.e.*, NAV × 200,000) adjusted to reflect the price changes of the Index commodities through investments held by the Master Fund, *i.e.*, futures contracts.

The Indicative Fund Value will not reflect price changes to the price of an underlying commodity between the close of trading of the futures contract at the relevant futures exchange and the close of trading on the Amex at 4:15 p.m. ET. The value of a Share may accordingly be influenced by non-concurrent trading hours between the Amex and the various futures exchanges on which the futures contracts based on the Index commodities are traded. While the Shares will trade on the Amex from 9:30 a.m. to 4:15 p.m. ET, the table below lists the trading hours for each of the Index commodities underlying the futures contracts.

Index commodity	Futures exchange	Trading hours (ET)
Aluminum	LME	6:55 a.m.–12:00 p.m.
Gold	COMEX	8:20 a.m.–1:30 p.m.
Crude Oil	NYMEX	10:00 a.m.–2:30 p.m.
Heating Oil	NYMEX	10:05 a.m.–2:30 p.m.
Corn	CBOT	10:30 a.m.–2:15 p.m.
Wheat	CBOT	10:30 a.m.–2:15 p.m.

While the market for futures trading for each of the Index commodities is open, the Indicative Fund Value can be expected to closely approximate the value per Share of the Basket Amount. However, during Amex trading hours when the futures contracts have ceased trading, spreads and resulting premiums or discounts may widen, and therefore,

between different affiliates and departments. Specifically, an information barrier exists between the personnel within DB London that calculate and reconstitute the Index and other personnel of the Index Sponsor, including but not limited to the Managing Owner, sales and trading, external or internal fund managers, and bank personnel who

increase the difference between the price of the Shares and the NAV of the Shares. Indicative Fund Value on a per Share basis disseminated during Amex trading hours should not be viewed as a real time update of the NAV, which is calculated only once a day.

The Exchange believes that dissemination of the Indicative Fund

are involved in hedging the bank's exposure to instruments linked to the Index, in order to prevent the improper sharing of information relating to the reconstitution of the Index.

²⁵ The bid-ask price of Shares is determined using the highest bid and lowest offer as of the time of calculation of the NAV.

Value based on the cash amount required for a Basket Aggregation provides additional information that is not otherwise available to the public and is useful to professionals and investors in connection with the Shares trading on the Exchange or the creation or redemption of the Shares.

²⁶ Telephone conversation between Jeffrey Burns, Associate General Counsel, Amex, and Kate Robbins, Attorney, Division of Market Regulation, Commission, on November 28, 2005.

Termination Events

The Fund will be terminated if any of the following circumstances occur: (1) The Shares are delisted from the Amex and are not listed for trading on another national securities exchange within five business days from the date the Shares are delisted; (2) holders of at least 50% of the outstanding Shares notify the Managing Owner that they elect to terminate the Trust; (3) the trustee resigns and no successor trustee is appointed within 60 days from the date the trustee provides notice to the Managing Owner of its intent to resign; (4) the SEC finds that the Fund should be registered as an investment company under the Investment Company Act of 1940, and the trustee has actual knowledge of the SEC finding; (5) the aggregate market capitalization of the Fund, based upon the closing price for the Shares, was less than \$10 million on each of five (5) consecutive trading days and the trustee receives, within six (6) months from the last of those trading days, notice that the sponsor has decided to terminate the Fund; or (6) the Fund fails to qualify for treatment, or ceases to be treated, as a grantor trust for U.S. federal income tax purposes and the trustee receives notice that the sponsor has determined that the termination of the Fund is advisable.

If not terminated earlier by the trustee, the Fund will terminate on December 31, 2055. Upon termination of the Fund, holders of the Shares will surrender their Shares and receive from the Administrator, in cash, their portion of the value of the Fund.

Criteria for Initial and Continued Listing

The Fund will be subject to the criteria in proposed Commentary .07(d) of Amex Rule 1202 for initial and continued listing of the Shares. The proposed continued listing criteria provides for the delisting or removal from listing of the Shares under any of the following circumstances:

- Following the initial twelve month period from the date of commencement of trading of the Shares: (i) If the Fund has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of the Shares for 30 or more consecutive trading days; (ii) if the Fund has fewer than 50,000 Shares issued and outstanding; or (iii) if the market value of all Shares is less than \$1,000,000.

- If the value of the underlying index or portfolio is no longer calculated or available on at least a 15-second basis, or the Exchange stops providing a hyperlink on its Web site to any such asset or investment value.

- The Indicative Fund Value is no longer made available on at least a 15-second basis.

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

It is anticipated that a minimum of 2,000,000 Shares will be required to be outstanding at the start of trading. It is anticipated that the initial price of a Share will be approximately \$25. The Fund expects to accept subscriptions for Shares in Basket Aggregations (*i.e.*, \$5 million) from Authorized Participants during an initial offering period with a finite term of approximately six (6) months, subject to earlier termination. After the initial offering period has closed and trading commences, the Fund will then issue Shares in the normal Basket Aggregations of 200,000 Shares to Authorized Participants. Once the initial offering period has closed and trading commences, the Master Fund will issue shares in Master Fund Baskets (200,000 shares) to the Fund continuously at NAV. The Master Fund will be owned by the Fund and the Managing Owner.²⁷ Each Share issued by the Fund will correlate with a Master Fund share issued by the Master Fund and held by the Fund. The Exchange believes that the anticipated minimum number of Shares outstanding at the start of trading is sufficient to provide adequate market liquidity and to further the Fund's objective to seek to provide a simple and cost effective means of accessing the commodity futures markets.

The Exchange represents that it prohibits the initial and/or continued listing of any security that is not in compliance with Rule 10A-3 under the Securities Act of 1934.²⁸

Original and Annual Listing Fees

The Amex original listing fee applicable to the listing of the Fund is \$5,000. In addition, the annual listing fee applicable under Section 141 of the Amex *Company Guide* will be based upon the year-end aggregate number of Shares in all series of the Fund outstanding at the end of each calendar year.

²⁷ The Managing Owner will own 1% or less of the Master Fund and will share pro rata in the income and expenses of the Master Fund.

²⁸ See Rule 10A-3(c)(7), 17 CFR 240.10A-3(c)(7) (stating that a listed issuer is not subject to the requirements of Rule 10A-3 if the issuer is organized as a trust that does not have a board of directors or other unincorporated association and the activities of the issuer are limited to passively owning or holding securities or other assets on behalf of or for the benefit of the holders of the listed securities).

Purchase and Redemptions in Basket Aggregations

In the Information Circular (described below), members and member organizations will be informed that procedures for purchases and redemptions of Shares in Basket Aggregations are described in the prospectus and that Shares are not individually redeemable but are redeemable only in Basket Aggregations or multiples thereof.

Trading Rules

The Shares are equity securities subject to Amex Rules governing the trading of equity securities, including, among others, rules governing priority, parity and precedence of orders, specialist responsibilities and account opening and customer suitability (Amex Rule 411). Initial equity margin requirements of 50% will apply to transactions in the Shares. Shares will trade on the Amex until 4:15 p.m. ET each business day and will trade in a minimum price variation of \$0.01 pursuant to Amex Rule 127. Trading rules pertaining to odd-lot trading in Amex equities (Amex Rule 205) will also apply.

Amex Rule 154, Commentary .04(c) provides that stop and stop limit orders to buy or sell a security (other than an option, which is covered by Amex Rule 950(f) and Commentary thereto) the price of which is derivatively based upon another security or index of securities, may with the prior approval of a Floor Official, be elected by a quotation, as set forth in Commentary .04(c)(i-v). The Exchange has designated the Shares as eligible for this treatment.²⁹

The Shares will be deemed "Eligible Securities", as defined in Amex Rule 230, for purposes of the Intermarket Trading System Plan and therefore will be subject to the trade through provisions of Amex Rule 236 which require that Amex members avoid initiating trade-throughs for ITS securities.

Specialist transactions of the Shares made in connection with the creation and redemption of Shares will not be subject to the prohibitions of Amex Rule 190.³⁰ Unless exemptive or no-action relief is available, the Shares will be subject to the short sale rule, Rule 10a-

²⁹ See Securities Exchange Act Release No. 29063 (April 10, 1991), 56 FR 15652 (April 17, 1991) at note 9, regarding the Exchange's designation of equity derivative securities as eligible for such treatment under Amex Rule 154, Commentary .04(c).

³⁰ See Commentary .05 to Amex Rule 190.

1 under the Act.³¹ If exemptive or no-action relief is provided, the Exchange will issue a notice detailing the terms of the exemption or relief. The Shares will generally be subject to the Exchange's stabilization rule, Amex Rule 170, except that specialists may buy on "plus ticks" and sell on "minus ticks," in order to bring the Shares into parity with the underlying commodity or commodities and/or futures contract price. Proposed Commentary .07(f) to Amex Rule 1202 sets forth this limited exception to Amex Rule 170.

The adoption of Commentary .07(e) to Amex Rule 1202 relating to certain specialist prohibitions will address potential conflicts of interest in connection with acting as a specialist in the Shares. Specifically, Commentary .07(e) provides that the prohibitions in Amex Rule 175(c) apply to a specialist in the Shares so that the specialist or affiliated person may not act or function as a market maker in an underlying asset, related futures contract or option or any other related derivative. An affiliated person of the specialist consistent with Amex Rule 193 may be afforded an exemption to act in a market making capacity, other than as a specialist in the Shares on another market center, in the underlying asset, related futures or options or any other related derivative. In particular, proposed Commentary .07(e) provides that an approved person of an equity specialist that has established and obtained Exchange approval for procedures restricting the flow of material, non-public market information between itself and the specialist member organization, and any member, officer, or employee associated therewith, may act in a market making capacity, other than as a specialist in the Shares on another market center, in the underlying asset or commodity, related futures or options on futures, or any other related derivatives.

Adoption of Commentary .07(g) to Amex Rule 1202 will also ensure that specialists handling the Shares provide the Exchange with all the necessary information relating to their trading in physical assets or commodities, related futures contracts and options thereon or any other derivative. As a general matter, the Exchange has regulatory jurisdiction over its members, member organizations and approved persons of a member organization. The Exchange also has regulatory jurisdiction over any person or entity controlling a member

organization as well as a subsidiary or affiliate of a member organization that is in the securities business. A subsidiary or affiliate of a member organization that does business only in commodities or futures contracts would not be subject to Exchange jurisdiction, but the Exchange could obtain information regarding the activities of such subsidiary or affiliate through surveillance sharing agreements with regulatory organizations of which such subsidiary or affiliate is a member.

Trading Halts

Prior to the commencement of trading, the Exchange will issue an Information Circular (described below) to members informing them of, among other things, Exchange policies regarding trading halts in the Shares. First, the circular will advise that trading will be halted in the event the market volatility trading halt parameters set forth in Amex Rule 117 have been reached. Second, the circular will advise that, in addition to the parameters set forth in Amex Rule 117, the Exchange will halt trading in the Shares if trading in the underlying related futures contract(s) is halted or suspended. Third, with respect to a halt in trading that is not specified above, the Exchange may also consider other relevant factors and the existence of unusual conditions or circumstances that may be detrimental to the maintenance of a fair and orderly market. Additionally, the Exchange represents that it will cease trading the Shares if the conditions in Amex Rule 1202(d)(2)(ii) or (iii) exist (*i.e.*, if there is a halt or disruption in the dissemination of the Indicative Fund Value and/or underlying Index value).³²

Suitability

The Information Circular (described below) will inform members and member organizations of the characteristics of the Fund and of applicable Exchange rules, as well as of the requirements of Amex Rule 411 (Duty to Know and Approve Customers).

The Exchange notes that pursuant to 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 customer's investment objectives, financial situation, needs, and any other information known by such member.

Information Circular

The Amex will distribute an Information Circular to its members in connection with the trading of the Shares. The Information Circular will inform members and member organizations, prior to commencement of trading, of the prospectus delivery requirements applicable to the Fund. The Exchange notes that investors purchasing Shares directly from the Fund (by delivery of the Cash Deposit Amount) will receive a prospectus. Amex members purchasing Shares from the Trust for resale to investors will deliver a prospectus to such investors.

The Information Circular also will discuss the special characteristics and risks of trading this type of security. Specifically, the Information Circular, among other things, will discuss what the Shares are, how a Basket is created and redeemed, the requirement that members and member firms deliver a prospectus to investors purchasing the Shares prior to or concurrently with the confirmation of a transaction, applicable Amex rules, dissemination of information regarding the per Share Indicative Fund Value, trading information and applicable suitability rules. The Information Circular will also explain that the Fund is subject to various fees and expenses described in the registration statement.

The Information Circular will also reference the fact that there is no regulated source of last sale information regarding physical commodities and that the SEC has no jurisdiction over the trading of physical commodities such as aluminum, gold, crude oil, heating oil, corn and wheat, or the futures contracts on which the value of the Shares is based.

The Information Circular will also notify members and member organizations about the procedures for purchases and redemptions of Shares in Baskets, and that Shares are not individually redeemable but are redeemable only in Basket-size aggregations or multiples thereof. The Information Circular will also discuss any relief, if granted, by the Commission or the staff from any rules under the Act.

The Information Circular will disclose that the NAV for Shares will be calculated shortly after 4 p.m. ET each trading day.

³¹ The Fund expects to seek relief, in the near future, from the Commission in connection with the trading of the Shares from the operation of certain Exchange Act rules.

³² In the event the Index value or Indicative Fund Value is no longer calculated or disseminated, the Exchange would immediately contact the Commission to discuss measures that may be appropriate under the circumstances. Telephone conversation between Jeffrey Burns, Associate General Counsel, Amex, and Florence Harmon, Senior Special Counsel, Division of Market Regulation, Commission, on November 22, 2005.

Surveillance

The Exchange represents that its surveillance procedures are adequate to monitor Exchange trading of the Shares and to detect violations of applicable rules and regulations. Exchange surveillance procedures applicable to trading in the proposed Shares will be similar to those applicable to TIRs, Portfolio Depository Receipts and Index Fund Shares currently trading on the Exchange. The Exchange currently has in place an Information Sharing Agreement with the NYMEX and the CBOT for the purpose of providing information in connection with trading in or related to futures contracts traded on the NYMEX and CBOT, respectively. The Exchange also notes that the CBOT is a member of the Intermarket Surveillance Group ("ISG"). As a result, the Exchange asserts that market surveillance information is available from the CBOT, if necessary, due to regulatory concerns that may arise in connection with the CBOT futures. In addition, the Exchange has negotiated a Memorandum of Understanding with the LME for the purpose of providing information in connection with the trading in or related to futures contracts traded on the LME.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6 of the Act³³ in general and furthers the objectives of section 6(b)(5)³⁴ 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 facilitating transactions in securities, and to remove impediments to and perfect the mechanism of a free and open market and a national market system.

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.

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

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

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

Within 35 days of the date of publication of this notice in the **Federal Register** or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the Amex consents, the Commission will:

- (A) By order approve such proposed rule change, or
- (B) institute proceedings to determine whether the proposed rule change should be disapproved.

The Commission is considering granting accelerated approval of the proposed rule change at the end of a 15-day comment period.³⁵

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change, as amended, 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-2005-059 on the subject line.

Paper Comments

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-9303.

All submissions should refer to File Number SR-Amex-2005-059. 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

³⁵ The Amex has requested accelerated approval of this proposed rule change prior to the 30th day after the date of publication of the notice of the filing thereof, following the conclusion of a 15-day comment period. Telephone conversation between Jeffrey Burns, Associate General Counsel, Amex, and Florence Harmon, Senior Special Counsel, Division of Market Regulation, Commission, on November 22, 2005.

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. Copies of the filing also will be available for inspection and copying at the principal office of the Amex. 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-2005-059 and should be submitted on or before January 3, 2006.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.³⁶

Jonathan G. Katz,
Secretary.

[FR Doc. E5-7419 Filed 12-15-05; 8:45 am]

BILLING CODE 8010-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-52934; File No. SR-ISE-2005-53]

Self-Regulatory Organizations; International Securities Exchange, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change and Amendment No. 1 Thereto Relating to Fee Changes

December 9, 2005.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on November 22, 2005, the International Securities Exchange, Inc. ("ISE" or "Exchange") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the ISE.³ On November 29, 2005, ISE filed Amendment No. 1 to the proposed rule change.⁴ The ISE has designated this

³⁶ 17 CFR 200.30-30(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ The Commission notes that the proposed rule filing submitted by ISE on November 22, 2005 contained a typo in the file number included in Exhibit 1. This notice reflects the correct file number.

⁴ Amendment No. 1 made a technical change to the text of Exhibit 5 (ISE's Schedule of Fees). The

Continued

³³ 15 U.S.C. 78f.

³⁴ 15 U.S.C. 78f(b)(5).