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

1. Purpose

The Exchange states that the purpose of this proposed rule change is to revise CBSX Rule 52.4, which governs the nullification and modification of transactions executed on CBSX. Specifically, the Exchange proposes to: (1) Require a request for review of a transaction to be made by only one of the following methods: Telephone; facsimile; or e-mail (in order to simplify the process for those making requests); (2) require such a request to be made within thirty minutes of the trade in question, or within forty-five minutes of the trade if that trade occurred within the first thirty minutes of trading in the product involved in the trade (in order to give more time for requests which, based on the Exchange's experience so far, is necessary); (3) give the individual(s) who reviews transactions under the Rule the label of ''designated official,'' so that they need not be officers of the Exchange; and (4) eliminate the requirement that the notification to the parties to the trade of the official's determination be given in writing and by the official. The aforementioned changes labeled (1) and (4) are based on, and conform CBSX Rule 52.4 to NYSE Arca Equities Rules 7.10(b) and 7.10(c)(1), respectively.

2. Statutory Basis

The Exchange believes the proposed rule change is consistent with section 6(b) of the Act,[4] in general, and furthers the objectives of section 6(b)(5) of the Act,[5] in particular, in that it is designed to promote just and equitable principles of trade, serve to remove impediments to and perfect the mechanism of a free and open market and a national market system, and to protect investors and the public interest.

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

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

[4] 15 U.S.C. 78f(b).

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

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

No written comments were solicited or received by the Exchange with respect to 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 Exchange consents, the Commission will:

A. By order approve the proposed rule change or

B. Institute proceedings to determine whether the proposed rule change should be disapproved.

IV. Solicitation of Comments

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

Electronic Comments

- Use the Commission's Internet comment form (*http://www.sec.gov/rules/sro.shtml*); or
- Send an e-mail to *rule-comments@sec.gov*. Please include File Number SR–CBOE–2007–65 on the subject line.

Paper Comments

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

All submissions should refer to File Number SR–CBOE–2007–65. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (*http://www.sec.gov/rules/sro.shtml*). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room, 100 F Street, NE., Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of such filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR–CBOE–2007–65 and should be submitted on or before December 18, 2007.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[6]

Florence E. Harmon,

Deputy Secretary.

[FR Doc. E7–22985 Filed 11–26–07; 8:45 am]

BILLING CODE 8011–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–56817; File No. SR–CBOE–2007–124]

Self-Regulatory Organizations; Chicago Board Options Exchange, Incorporated; Notice of Filing and Order Granting Accelerated Approval of Proposed Rule Change, as Modified by Amendment No. 1 Thereto, To Trade Shares of 93 Funds of the ProShares Trust Pursuant to Unlisted Trading Privileges

November 19, 2007.

Pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 (''Act'')[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on October 30, 2007, the Chicago Board Options Exchange, Incorporated (''CBOE'' or ''Exchange'') filed with the Securities and Exchange Commission (''Commission'') the proposed rule change as described in Items I and II below, which Items have been substantially prepared by the Exchange. On November 15, 2008, the Exchange filed Amendment No. 1 to the proposed rule change. This order provides notice of, and approves, the proposed rule change, as modified by Amendment No. 1 thereto, on an accelerated basis.

[6] 17 CFR 200.30–3(a)(12).

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

[2] 17 CFR 240.19b–4.

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

CBOE is proposing to trade on its stock trading facility, the CBOE Stock Exchange (''CBSX''), shares (''Shares'') of the 93 funds identified below (collectively, the ''Funds'') of the ProShares Trust (''Trust'') pursuant to unlisted trading privileges (''UTP'').

The text of the proposed rule change is available from the Exchange's Web site (*http://www.cboe.org/Legal*), at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

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

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

1. Purpose

The Exchange proposes to trade, pursuant to UTP, the Shares of 93 Funds, which are exchange-traded funds (''ETFs''). The Commission has approved exchange rules for the original listing and trading of the Shares on the American Stock Exchange (''Amex''). CBOE is submitting this filing because its current generic listing standards for ETFs do not extend to ETFs with the investment objective of corresponding to a specified multiple of the performance, or the inverse performance, of an index that underlies each Fund (each such index is referred to below as an ''Underlying Index''), rather than merely mirroring the performance of the index. Some of the Shares were approved for listing and trading only recently, and actual trading has not yet commenced.

Ultra Funds

Certain Funds seek daily investment results, before fees and expenses, that correspond to twice (200%) the daily performance of the Underlying Indexes (''Ultra Funds''). If such Funds meet their objective, the net asset value (the ''NAV'') [3] of the Shares of each Fund should increase (on a percentage basis) approximately twice as much as the Fund's Underlying Index when the prices of the securities in such Index increase on a given day, and should lose approximately twice as much when such prices decline on a given day. This filing applies to the following Ultra Funds: Four Ultra Funds listed and traded on Amex pursuant to Commission order on May 10, 2006: [4] (1) Ultra S&P 500, (2) Ultra Nasdaq-100, (3) Ultra Dow 30, and (4) Ultra S&P Mid-Cap 400; and 27 Ultra Funds listed and traded on Amex pursuant to Commission order on January 17, 2007: [5] (1) Ultra Russell 2000, (2) Ultra S&P SmallCap 600, (3) Ultra S&P500/Citigroup Value, (4) Ultra S&P500/Citigroup Growth, (5) Ultra S&P MidCap 400/Citigroup Value, (6) Ultra S&P MidCap 400/Citigroup Growth, (7) Ultra S&P SmallCap 600/Citigroup Value, (8) Ultra S&P SmallCap 600/Citigroup Growth, (9) Ultra Basic Materials, (10) Ultra Consumer Goods, (11) Ultra Consumer Services, (12) Ultra Financials, (13) Ultra Health Care, (14) Ultra Industrials, (15) Ultra Oil & Gas, (16) Ultra Real Estate, (17) Ultra Semiconductors, (18) Ultra Technology, (19) Ultra Utilities, (20) Ultra Russell Midcap Index, (21) Ultra Russell Midcap Growth Index, (22) Ultra Russell Midcap Value Index, (23) Ultra Russell 1000 Index, (24) Ultra Russell 1000 Growth Index, (25) Ultra Russell 1000 Value Index, (26) Ultra Russell 2000 Growth Index, and (27) Ultra Russell 2000 Value Index.

Short Funds

CBOE also proposes to trade Shares of certain Funds that seek daily investment results, before fees and expenses, that correspond to the inverse or opposite of the daily performance (–100%) of the Underlying Indexes (''Short Funds''). If such a Fund is successful in meeting its objective, the NAV of the corresponding Shares should increase approximately as much (on a percentage basis) as the respective Underlying Index loses when the prices of the securities in the Index decline on a given day, or should decrease approximately as much as the respective Index gains when prices in the Index rise on a given day.

This filing applies to the following Short Funds: Four Short Funds listed and traded on Amex pursuant to Commission order on May 10, 2006: [6] (1) Short S&P 500, (2) Short Nasdaq-100, (3) Short Dow 30, and (4) Short S&P Mid-Cap 400; and 27 Short Funds listed and traded on Amex pursuant to Commission order on January 17, 2007: [7] (1) Short Russell 2000, (2) Short S&P SmallCap 600, (3) Short S&P500/Citigroup Value, (4) Short S&P500/Citigroup Growth, (5) Short S&P MidCap 400/Citigroup Value, (6) Short S&P MidCap 400/Citigroup Growth, (7) Short S&P SmallCap 600/Citigroup Value, (8) Short S&P SmallCap 600/Citigroup Growth, (9) Short Basic Materials, (10) Short Consumer Goods, (11) Short Consumer Services, (12) Short Financials, (13) Short Health Care, (14) Short Industrials, (15) Short Oil & Gas, (16) Short Real Estate, (17) Short Semiconductors, (18) Short Technology, (19) Short Utilities, (20) Short Russell Midcap Index, (21) Short Russell Midcap Growth Index, (22) Short Russell Midcap Value Index, (23) Short Russell 1000 Index, (24) Short Russell 1000 Growth Index, (25) Short Russell 1000 Value Index, (26) Short Russell 2000 Growth Index, and (27) Short Russell 2000 Value Index.

UltraShort Funds

CBOE also proposes to trade Shares of certain Funds that seek daily investment results, before fees and expenses, that correspond to twice the inverse (–200%) of the daily performance of the Underlying Indexes (''UltraShort Funds''). If such a Fund is successful in meeting its objective, the NAV of the corresponding Shares should increase approximately twice as much (on a percentage basis) as the respective Underlying Index loses when the prices of the securities in the Index decline on a given day, or should decrease approximately twice as much as the respective Underlying Index gains when such prices rise on a given day.

This filing applies to the following UltraShort Funds: Four UltraShort Funds listed and traded on Amex pursuant to Commission order on June

[3] NAV per Share of each Fund is computed by dividing the value of the net assets of such Fund (*i.e.*, the value of its total assets less total liabilities) by its total number of Shares outstanding. Expenses and fees are accrued daily and taken into account for purposes of determining NAV.

[4] Securities Exchange Act Release No. 53784 (May 10, 2006), 71 FR 28721 (May 17, 2006). These Funds were subsequently approved for UTP trading on NYSE Arca, Inc. and The NASDAQ Stock Market LLC. *See* Securities Exchange Act Release Nos. 54026 (June 21, 2006), 71 FR 36850 (June 28, 2006) and 55353 (February 26, 2007), 72 FR 9802 (March 5, 2007).

[5] Securities Exchange Act Release No. 55117 (January 17, 2007), 72 FR 3442 (January 25, 2007). These Funds were subsequently approved for UTP trading on NYSE Arca, Inc. and The NASDAQ Stock Market LLC. *See* Securities Exchange Act Release Nos. 55125 (January 18, 2007), 72 FR 3462 (January 25, 2007) and 55353 (February 26, 2007), 72 FR 9802 (March 5, 2007).

[6] *See* supra note 2.

[7] *See* supra note 3.

23, 2006:[8] (1) UltraShort S&P 500, (2) UltraShort Nasdaq-100, (3) UltraShort Dow 30, and (4) UltraShort S&P Mid-Cap 400; and 27 UltraShort funds listed and traded on Amex pursuant to Commission order on January 17, 2007:[9] (1) UltraShort Russell 2000, (2) UltraShort S&P SmallCap 600, (3) UltraShort S&P500/Citigroup Value, (4) UltraShort S&P500/Citigroup Growth, (5) UltraShort S&P MidCap 400/Citigroup Value, (6) UltraShort S&P MidCap 400/Citigroup Growth, (7) UltraShort S&P SmallCap 600/Citigroup Value, (8) UltraShort S&P SmallCap 600/Citigroup Growth, (9) UltraShort Basic Materials, (10) UltraShort Consumer Goods, (11) UltraShort Consumer Services, (12) UltraShort Financials, (13) UltraShort Health Care, (14) UltraShort Industrials, (15) UltraShort Oil & Gas, (16) UltraShort Real Estate, (17) UltraShort Semiconductors, (18) UltraShort Technology, (19) UltraShort Utilities, (20) UltraShort Russell Midcap Index, (21) UltraShort Russell Midcap Growth Index, (22) UltraShort Russell Midcap Value Index, (23) UltraShort Russell 1000 Index, (24) UltraShort Russell 1000 Growth Index, (25) UltraShort Russell 1000 Value Index, (26) UltraShort Russell 2000 Growth Index, and (27) UltraShort Russell 2000 Value Index.

Access to the current portfolio composition of each Fund is currently available through the Trust's Web site (*http://www.proshares.com*).[10] The Underlying Indexes are identified in Amex's proposed rule changes to list the Funds (the ''Original Filings'').[11] The Original Filings state that Amex would disseminate for each Fund on a daily basis by means of Consolidated Tape Association (''CTA'') and CQ High Speed Lines information with respect to an Indicative Intra-Day Value (''IIV''), the daily trading volume, closing price, NAV, and final dividend amounts, if any, to be paid for each Fund.[12]

The Original Filings state that the daily closing index value and the percentage change in the daily closing index value for each Underlying Index would be publicly available on various Web sites such as *http://www.bloomberg.com.* The Original Filings further state that data regarding each Underlying Index are also available from the respective index provider to subscribers. According to the Original Filings, several independent data vendors package and disseminate index data in various value-added formats (including vendors displaying both securities and index levels and vendors displaying index levels only).

The Original Filings state that the value of each Underlying Index is updated intra-day on a real-time basis as its individual component securities change in price, and the intra-day values of each Underlying Index are disseminated at least every 15 seconds throughout Amex's trading day by Amex or another organization authorized by the relevant Underlying Index provider.

To provide updated information relating to each Fund for use by investors, professionals, and persons wishing to create or redeem Shares, Amex disseminates through the facilities of the CTA: (1) Continuously throughout Amex's trading day, the market value of a Share; and (2) at least every 15 seconds throughout Amex's trading day, the IIV as calculated by Amex.

Shares would trade on CBOE from 8:15 a.m. until 3:15 p.m. Central Time. CBOE has appropriate rules to facilitate transactions in the Shares during that trading session.

With respect to trading halts, the Exchange may consider all relevant factors in exercising its discretion to halt or suspend trading in the Funds. Trading in the Funds may be halted because of market conditions or for reasons that, in the view of the Exchange, make trading in the Funds inadvisable. These may include: (1) The extent to which trading is not occurring in the securities comprising an underlying Index and/or the financial instruments of the Funds, or (2) whether other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present. In addition, trading in the Funds would be subject to trading halts caused by extraordinary market volatility pursuant to the Exchange's ''circuit breaker'' rule.[13]

Moreover, the Exchange represents that it would cease trading a Fund if the listing market stopped trading that Fund because of a regulatory halt similar to a halt based on CBOE Rule 6.3. UTP trading in the Funds is also governed by the trading halts provisions of CBOE Rule 52.3 relating to temporary interruptions in the calculation or wide dissemination of IIVs or the values of underlying indexes. Finally, CBOE would stop trading the Shares of a Fund if the listing market delists them.

In connection with the trading of the Shares, CBOE will inform its members in an Information Circular of the special characteristics and risks associated with trading the Shares, as well as the requirements of CBOE Rule 53.6, which requires members of the Exchange to determine that a particular security is suitable for a customer before recommending a transaction in it. The Exchange also will require its members to deliver a prospectus or product description to investors purchasing the Shares prior to or concurrently with a transaction in the Shares.

CBOE deems the Shares to be equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules applicable to UTP trading of equity securities. The Exchange intends to utilize its existing surveillance procedures applicable to equity securities to monitor trading in the Shares. The Exchange represents that these procedures are adequate to monitor Exchange trading of the Shares.

Finally, the Exchange is proposing to amend CBOE Rule 53.6, the CBSX suitability rule, so that each member organization's obligation under that rule is heightened. Specifically, the Exchange proposes to amend CBOE Rule 53.6 to provide that, in making a recommendation to a customer, a member organization must have reasonable grounds for the recommendation upon the basis of the information furnished by the customer after reasonable inquiry concerning the customer's investment objectives, tax status, financial situation and needs, and any other information known by such member organization. Other exchanges have adopted similar rule text.[14] That enhanced obligation would apply to a member organization's recommendation of any security that is

[8] Securities Exchange Act Release No. 54040 (June 23, 2006), 71 FR 37629 (June 30, 2006). These Funds were subsequently approved for UTP trading on NYSE Arca. *See* Securities Exchange Act Release No. 54045 (June 26, 2006), 71 FR 37971 (July 3, 2006).

[9] *See supra* note 5.

[10] The Trust's Web site is publicly accessible at no charge and contains the following information for each Fund's Shares: (1) The prior business day's closing NAV, the reported closing price, and a calculation of the premium or discount of such price in relation to the closing NAV; (2) data for a period covering at least the current and three immediately preceding calendar quarters (or the life of a Fund, if shorter) indicating how frequently each Fund's Shares traded at a premium or discount to NAV based on the daily closing price and the closing NAV, and the magnitude of such premiums and discounts; (3) its prospectus and product description; and (4) other quantitative information such as daily trading volume. The prospectus and/or product description for each Fund would inform investors that the Trust's Web site has information about the premiums and discounts at which the Fund's Shares have traded.

[11] *See supra* notes 4, 5, and 8.

[12] The Original Filings explain that, if the IIV is not disseminated as required, Amex would halt trading in the shares of the Funds. If Amex halts trading for this reason, then CBOE would do so as well.

[13] *See* CBOE Rule 6.3B.

[14] *See, e.g.*, Amex Rule 411, Commentary .05; NYSE Arca Rule 9.2(a)(2).

subject to Chapters 50 through 54 of the Exchange's rules, including the Shares.

2. Statutory Basis

CBOE believes that the proposed rule change is consistent with the Act and the rules and regulations thereunder applicable to a national securities exchange and, in particular, section 6(b) of the Act.[15] Specifically, CBOE believes that the proposed rule change is consistent with the section 6(b)(5) [16] requirements that an exchange have rules designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. In addition, CBOE believes that the proposal is consistent with Rule 12f–5 under the Act [17] because it deems the Shares to be equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities.

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

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

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

The Exchange neither solicited nor received comments on the proposal.

III. Solicitation of Comments

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

Electronic Comments

• Use the Commission's Internet comment form (*http://www.sec.gov/rules/sro.shtml*); or

• Send an e-mail to *rule-comments@sec.gov.* Please include File Number SR–CBOE–2007–124 on the subject line.

Paper Comments

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

All submissions should refer to File Number SR–CBOE–2007–124. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (*http://www.sec.gov/rules/sro.shtml*). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room, 100 F Street NE., Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of such filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR–CBOE–2007–124 and should be submitted on or before December 18, 2007.

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

After careful review, the Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange.[18] In particular, the Commission finds that the proposed rule change is consistent with section 6(b)(5) of the Act,[19] which requires that an exchange have rules designed, among other things, to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and in general to protect investors and the public interest. The Commission believes that this proposal should benefit investors by increasing competition among markets that trade the Shares.

In addition, the Commission finds that the proposal is consistent with section 12(f) of the Act,[20] which permits an exchange to trade, pursuant to UTP, a security that is listed and registered on another exchange.[21] The Commission notes that it previously approved the listing and trading of the Shares on Amex and the trading of the Shares on NYSE Arca and The NASDAQ Stock Market pursuant to UTP.[22] The Commission also finds that the proposal is consistent with Rule 12f–5 under the Act,[23] which provides that an exchange shall not extend UTP to a security unless the exchange has in effect a rule or rules providing for transactions in the class or type of security to which the exchange extends UTP. The Exchange has represented that it meets this requirement because it deems the Shares to be equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities.

The Commission further believes that the proposal is consistent with section 11A(a)(1)(C)(iii) of the Act,[24] which sets forth Congress' finding that it is in the public interest and appropriate for the protection of investors and the maintenance of fair and orderly markets to assure the availability to brokers, dealers, and investors of information with respect to quotations for and transactions in securities. Quotations for and last-sale information regarding the Shares are disseminated through the facilities of the CTA and the Consolidated Quotation System. Furthermore, the IIV, updated to reflect changes in currency exchange rates, is calculated by Amex and published via the facilities of the Consolidated Tape Association on a 15-second delayed basis throughout the trading hours for the Shares.

The Commission also believes that the proposal appears reasonably designed to preclude trading of the Shares when transparency is impaired. Trading in the

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

[16] 15 U.S.C. 78f(b)(5).

[17] 17 CFR 240.12f–5.

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

[19] 15 U.S.C. 78f(b)(5).

[20] 15 U.S.C. 78*l*(f).

[21] Section 12(a) of the Act, 15 U.S.C. 78*l*(a), generally prohibits a broker-dealer from trading a security on a national securities exchange unless the security is registered on that exchange pursuant to Section 12 of the Act. Section 12(f) of the Act excludes from this restriction trading in any security to which an exchange "extends UTP." When an exchange extends UTP to a security, it allows its members to trade the security as if it were listed and registered on the exchange even though it is not so listed and registered.

[22] *See supra* notes 4–9.

[23] 17 CFR 240.12f–5.

[24] 15 U.S.C. 78k–1(a)(1)(C)(iii).

Shares will be subject to CBOE Rule 52.3, which provides that, if the listing market halts trading when the IIV or value of the underlying index is not being calculated or disseminated, the Exchange also would halt trading.

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

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

2. Prior to the commencement of trading, the Exchange would inform its members in an Information Bulletin of the special characteristics and risks associated with trading the Shares.

3. The Information Bulletin also would discuss the requirement that members deliver a prospectus to investors purchasing newly issued Shares prior to or concurrently with the confirmation of a transaction.

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

The Commission notes that, if the Shares should be delisted by the listing exchange, the Exchange would no longer have authority to trade the Shares pursuant to this order.

The Commission finds good cause for approving this proposal before the thirtieth day after the publication of notice thereof in the **Federal Register**. As noted above, the Commission previously found that the listing and trading of the Shares on Amex and the trading of the Shares on NYSE Arca and The NASDAQ Stock Market pursuant to UTP are consistent with the Act. The Commission presently is not aware of any regulatory issue that should cause it to revisit those findings or would preclude the trading of the Shares on the Exchange pursuant to UTP. Therefore, accelerating approval of this proposal should benefit investors by creating, without undue delay, additional competition in the market for the Shares.

V. Conclusion

It is therefore ordered, pursuant to section 19(b)(2) of the Act,[25] that the proposed rule change (SR–CBOE–2007–124), as modified by Amendment No. 1 thereto, be, and it hereby is, approved on an accelerated basis.

[25] 15 U.S.C. 78s(b)(2).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[26]

Florence E. Harmon,

Deputy Secretary.

[FR Doc. E7–23000 Filed 11–26–07; 8:45 am]

BILLING CODE 8011–01–P

[26] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–56821; File No. SR–CBOE–2007–82]

Self-Regulatory Organizations; Chicago Board Options Exchange, Incorporated; Order Granting Approval of Proposed Rule Change as Modified by Amendment No. 1 Thereto To Allow the Exchange To List Up to Seven Expiration Months for Broad-Based Security Index Options Upon Which the Exchange Calculates a Constant Three-Month Volatility Index

November 20, 2007.

I. Introduction

On July 17, 2007, the Chicago Board Options Exchange, Incorporated (''CBOE'' or ''Exchange'') filed with the Securities and Exchange Commission (''Commission'') a proposed rule change, pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 (''Act'')[1] and Rule 19b–4 thereunder,[2] to permit the Exchange to: (i) Amend Rule 24.9(a)(2), *Terms of Index Option Contracts*, to allow the Exchange to list up to seven expiration months for broad-based security index options upon which the Exchange calculates a constant three-month volatility index; and (ii) remove outdated rule text from Rule 24.9(a)(2). On September 19, 2007, CBOE filed Amendment No. 1 to the proposed rule change. The proposed rule change, as modified by Amendment No. 1, was published for comment in the **Federal Register** on October 16, 2007.[3] The Commission received no comments on the proposal. This order approves the proposed rule change, as amended.

II. Description of the Proposal

In its proposal, CBOE proposed to amend Rule 24.9(a)(2), *Terms of Index Options*, to allow the Exchange to list up to seven expiration months for broad-based security index options upon which the Exchange calculates a constant three-month volatility index. Currently, Rule 24.9(a)(2) permits the Exchange to list only six expiration months in any index options at any one time.

In the filing, CBOE explained that it had plans to introduce new volatility products and new volatility indexes in the near future, including the CBOE S&P 500 Three-Month Volatility Index (''VXV'').[4] According to CBOE, VXV is a measure of S&P 500 implied volatility—the volatility implied by S&P option prices—but instead of reflecting a constant 1-month implied volatility period (like other volatility indexes such as the CBOE Volatility Index or ''VIX''), VXV is designed to reflect the implied volatility of an option with a constant 3 months to expiration. Since there is only one day on which an option has exactly 3 months to expiration, VXV is calculated as a weighted average of options expiring immediately before and immediately after the three-month standard. Accordingly, the Exchange would need to use four consecutive expiration months in order to calculate a constant three-month volatility index.

CBOE stated in its filing that under the current application of CBOE Rule 24.9(a)(2), the Exchange generally lists three consecutive near term months and three months on a quarterly expiration cycle. One of the three consecutive near term months is always a quarterly month; however, that near term contract month (which is also a quarterly month) is not included as part of the three months listed on a quarterly expiration cycle. Therefore, in order to permit the addition of four consecutive near term months under current Rule 24.9(a)(2), the Exchange would only be able to list two months on a quarterly expiration cycle. Because of customer demand and other investment strategy reasons for having three months on a quarterly expiration cycle, the Exchange proposed to increase, from six to seven, the number of expiration months for broad-based security index options upon which the Exchange calculates a constant three-month volatility index.

CBOE explained that without this proposed rule change, if the Exchange calculated a three-month volatility using only three consecutive near term months, this would result in the VXV being calculated with options expiring three months apart about one-third of

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

[2] 17 CFR 240.19b–4.

[3] *See* Securities Exchange Act Release No. 56632 (October 9, 2007), 72 FR 58694 (''Notice'').

[4] The Exchange calculates volatility indexes on other broad-based security indexes, such as the Dow Jones Industrial Average index (''DJX''), the Nasdaq–100 index (''NDX''), and the Russell 2000 index (''RUT''). The Exchange may calculate a constant three-month volatility index on DJX, NDX or RUT in the future.