Proposed Rule Change by Philadelphia Stock Exchange

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

<table>
<thead>
<tr>
<th>Initial</th>
<th>Amendment</th>
<th>Withdrawal</th>
<th>Section 19(b)(2)</th>
<th>Section 19(b)(3)(A)</th>
<th>Section 19(b)(3)(B)</th>
<th>Rule</th>
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Pilot: Extension of Time Period for Commission Action

Date Expires

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<th>Description</th>
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Provide a brief description of the proposed rule change (limit 250 characters).

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<th>Contact Information</th>
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Provide the name, telephone number and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the proposed rule change.

<table>
<thead>
<tr>
<th>First Name</th>
<th>John</th>
</tr>
</thead>
<tbody>
<tr>
<td>Last Name</td>
<td>Dayton</td>
</tr>
<tr>
<td>Title</td>
<td>Director and Counsel</td>
</tr>
<tr>
<td>E-mail</td>
<td><a href="mailto:john.dayton@phlx.com">john.dayton@phlx.com</a></td>
</tr>
<tr>
<td>Telephone</td>
<td>(215) 496-5162</td>
</tr>
<tr>
<td>Fax</td>
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<tr>
<th>Signature</th>
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Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date 01/29/2007

By John Dayton

Director and Counsel

(Name)

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

John Dayton, john.dayton@phlx.com
The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3).

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission’s permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e., partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.
SR-Phlx-2006-79 Amendment No. 1

The Philadelphia Stock Exchange, Inc. submits the following Partial Amendment as Amendment No. 1 to SR-Phlx-2006-79. The purpose of Amendment No. 1 is to make the following changes (set forth below in Exhibit 4) to the rule text contained in Exhibit 5 to the original filing (a revised Exhibit 5 is also set forth below), as well as to make the following changes to the Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2) section contained in the original filing and the Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action section contained in Exhibit 1 to the original filing.

1. Please replace the text in the section Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2) on page 7 of the original filing with the following, which further explains the basis for Phlx’s request for accelerated approval:

The Exchange requests accelerated approval for this proposed rule change as the Phlx believes that it is consistent with the protection of investors and the public interest because accelerated approval would allow the Exchange to begin offering the benefits of this proposed rule change to those trading Trust Shares on the Exchange immediately and should increase competition for Trust Shares by allowing another trading venue for trading Trust Shares pursuant to 19b4-(e) where the most heavily weighted component stock in index underlying the Trust Share does not exceed 30% of the weight of the index.

2. Please replace the second paragraph in the section Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action on page 12 and 13 of Exhibit 1 to the original filing with the following, which further explains the basis for Phlx’s request for accelerated approval:

The Exchange requests accelerated approval for this proposed rule change as the Phlx believes that it is consistent with the protection of investors and the public interest because accelerated approval would allow the Exchange to begin offering the benefits of this proposed rule change to those trading Trust Shares on the Exchange immediately and should increase competition for Trust Shares by allowing another trading venue for trading Trust Shares pursuant to 19b4-(e) where the most heavily weighted component stock in index underlying the Trust Share does not exceed 30% of the weight of the index.
Rule 803 Criteria for Listing – Tier I

(a)-(h) No Change.

(i) Trust Shares

(1)-(10) No Change.

(11) The Exchange may approve a series of Trust Shares for trading, whether by listing or pursuant to unlisted trading privileges, pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided each of the following criteria is satisfied:

(a) Eligibility Criteria for Index Components. Upon the initial listing of a series of Trust Shares on the Exchange, the component stocks of an index or portfolio underlying such series of Trust Shares shall meet the following criteria as of the date of the initial deposit of cash and securities into the trust:

(i)-(ii) No Change.

(iii) The most heavily weighted component stock cannot exceed [25]30% of the weight of the index or portfolio, and the five most heavily weighted component stocks cannot exceed 65% of the weight of the index or portfolio;

(iv)-(v) No Change.

(b)-(h) No Change.

(j)-(m) No Change.
Underlining indicates additions; brackets indicate deletions

**Rule 803 Criteria for Listing – Tier I**

* * * * *

(a)-(h) No Change.

(i) Trust Shares

(1)-(10) No Change.

(11) The Exchange may approve a series of Trust Shares for trading, whether by listing or pursuant to unlisted trading privileges, pursuant to Rule 19b-4(e) under the Securities Exchange Act of 1934 provided each of the following criteria is satisfied:

(a) Eligibility Criteria for Index Components. Upon the initial listing of a series of Trust Shares on the Exchange, the component stocks of an index or portfolio underlying such series of Trust Shares shall meet the following criteria as of the date of the initial deposit of cash and securities into the trust:

(i)-(ii) No Change.

(iii) The most heavily weighted component stock cannot exceed [25]30% of the weight of the index or portfolio, and the five most heavily weighted component stocks cannot exceed 65% of the weight of the index or portfolio;

(iv)-(v) No Change.

(b)-(h) No Change.

(j)-(m) No Change.

* * * * *