

**STOCK EXCHANGE**

**Regulatory Information Circular**

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**Subject: Teucrium Corn Fund**

**Background Information on the Fund**

According to the Registration Statement (No. 333-162033), the investment objective of the Fund is to have the daily changes in percentage terms of the Fund’s net asset value (“NAV”) per Share reflect the daily changes in percentage terms of a weighted average of the closing settlement prices for three futures contracts for corn (“Corn Futures Contracts”) that are traded on the Chicago Board of Trade (“CBOT”), specifically (1) the second-to-expire CBOT Corn Futures Contract, weighted 35%, (2) the third-to-expire CBOT Corn Futures Contract, weighted 30%, and (3) the CBOT Corn Futures Contract expiring in the December following the expiration month of the third-to- expire contract, weighted 35%, less the Fund’s expenses. (This weighted average of the three referenced Corn Futures Contracts is referred to herein as the “Benchmark,” and the three Corn Futures Contracts that at any given time make up the Benchmark are referred to herein as the “Benchmark Component Futures Contracts.”)

The Fund seeks to achieve its investment objective by investing under normal market conditions in Benchmark Component Futures Contracts or, in certain circumstances, in other Corn Futures Contracts traded on the CBOT or on foreign exchanges. In addition, and to a limited extent, the Fund also may invest in corn-based swap agreements that are cleared through the CBOT or its affiliated provider of clearing services (“Cleared Corn Swaps”) in furtherance of the Fund’s investment objective. Once position limits in Corn Futures Contracts are applicable, the Fund’s intention is to invest first in Cleared Corn Swaps to the extent permitted by the position limits applicable to Cleared Corn Swaps and appropriate in light of the liquidity in the Cleared Corn Swap market, and then in contracts and instruments such as cash-settled options on Corn Futures Contracts and forward contracts, swaps other than Cleared Corn Swaps, and other over-the-counter transactions that are based on the price of corn and Corn Futures Contracts (collectively, “Other Corn Interests,” and together with Corn Futures Contracts and Cleared Corn Swaps, “Corn Interests”). The Fund’s positions in Corn Interests will be changed or “rolled” on a regular basis in order to track the changing nature of the Benchmark.

According to the Registration Statement, the CFTC and U.S. designated contract markets such as the CBOT may establish position limits on the maximum net long or net short futures contracts in commodity interests that any person or group of persons under common trading control (other than as a hedge) may hold, own or control.

According to the Registration Statement, position limits and daily price fluctuation limits set by the CFTC and the futures exchanges have the potential to cause tracking error, which could cause the price of Shares to substantially vary from the Benchmark and prevent investors from being able to effectively use the Fund as a way to hedge against corn-related losses or as a way to indirectly invest in corn.

In addition to position limits, the futures exchanges set daily price fluctuation limits on futures contracts. The daily price fluctuation limit establishes the maximum amount that the price of futures contracts may vary either up or down from the previous day's settlement price. Once the daily price fluctuation limit has been reached in a particular futures contract, no trades may be made at a price beyond that limit.

The Fund does not intend to limit the size of the offering and will attempt to utilize substantially all of its proceeds to purchase Corn Interests. If the Fund encounters position limits, accountability levels, or price fluctuation limits for Corn Futures Contracts on the CBOT, it may then, if permitted under applicable regulatory requirements, purchase Other Corn Interests and/or Corn Futures Contracts listed on foreign exchanges. The Corn Futures Contracts available on such foreign exchanges may have different underlying sizes, deliveries, and prices. In addition, the Corn Futures Contracts available on these exchanges may be subject to their own position limits and accountability levels. In certain circumstances, however, position limits could force the Fund to limit the number of Creation Baskets that it sells.

A more detailed description of Corn Interests and other aspects of the corn and Corn Interest markets, as well as investment risks, are set forth in the Registration Statement. All terms relating to the Fund that are referred to, but not defined in, this proposed rule change are defined in the Registration Statement.

### **Availability of Information Regarding the Shares**

The Web site for the Fund ([www.teucriumcornfund.com](http://www.teucriumcornfund.com)) and/or the Exchange, which are publicly accessible at no charge, will contain the following information: (a) the current NAV per share daily and the prior business day's NAV and the reported closing price; (b) the midpoint of the bid-ask price 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) the bid-ask price of Shares determined using the highest bid and lowest offer as of the time of calculation of the NAV; (e) 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; (f) the prospectus; and (g) other applicable quantitative information. The Fund will also disseminate Fund holdings on a daily basis on the Fund's Web site.

The NAV for the Fund will be calculated by the Administrator once a day and will be disseminated daily to all market participants at the same time. NYSE Arca will also disseminate on a daily basis via the Consolidated Tape Association ("CTA") information with respect to recent NAV, and shares outstanding. The NAV for the Shares is calculated after 4:00 p.m. E.T. each trading day.

Daily trading volume of each of the Shares, closing prices of such Shares, and the corresponding NAV will be made available on the NYSE Arca website. The closing price and settlement prices of the Corn Futures Contracts are also readily available from the CBOT, automated quotation systems, published or other public sources, or on-line information services such as Bloomberg or Reuters. The Benchmark will be disseminated by one or more major market data vendors every 15 seconds during the regular trading hours of 9:30 a.m. to 4:00 p.m. Eastern Time ("E.T."). Quotation and last-sale information regarding the Shares will be disseminated through the facilities of the CTA.

The daily settlement prices for the Corn Futures Contracts held by the Fund are publicly available on the Web site of the CBOT ([www.cmegroup.com](http://www.cmegroup.com)). In addition, various data vendors and news publications publish futures prices and data. Quotation and last sale information for the Corn Futures Contracts are widely disseminated through a variety of major market data vendors worldwide, including Bloomberg and Reuters. In addition, the complete real-time data for the Corn Futures Contracts is available by subscription from Reuters and Bloomberg. The CBOT also provides delayed futures information on current and past trading sessions and market news free of charge on its Web site. The specific contract specifications for the futures contracts are also available at CBOT's Web site, as well as other financial informational sources. The spot price of corn also is available on a 24-hour basis from major market data vendors.

The Fund will provide Web site disclosure of portfolio holdings daily and will include, as applicable, the names, quantity, price and market value of Financial Instruments and the characteristics of such instruments and cash equivalents, and amount of cash held in the portfolio of the Fund.

### **Dissemination of Indicative Trust Value**

In addition, in order to provide updated information relating to the Fund for use by investors and market professionals, an updated Indicative Trust Value (“ITV”) will be calculated. The ITV is calculated by using the prior day’s closing NAV per share of the Fund as a base and updating that value throughout the trading day to reflect changes in the value of the Benchmark Component Futures Contracts. As stated in the Registration Statement, changes in the value of over-the-counter Corn Interests, Treasury Securities and cash equivalents will not be included in the calculation of the ITV. The ITV disseminated during trading hours should not be viewed as an actual real time update of the NAV, which is calculated only once a day.

The ITV will be disseminated on a per Share basis by one or more major market data vendors every 15 seconds during the regular trading hours of 9:30 a.m. to 4:00 p.m. ET. The normal trading hours for Corn Futures Contracts on the CBOT are 10:30 a.m. to 2:15 p.m. E.T. The ITV will not be updated, and, therefore, a static ITV will be disseminated, between the close of trading on CBOT of Corn Futures Contracts and the close of the Exchange regular trading hours. The value of a Share may be influenced by non-concurrent trading hours between the Exchange and the CBOT when the Shares are traded on the Exchange after normal trading hours of Corn Futures Contracts on CBOT.

Information about the Shares of the Fund is publicly available on the Fund’s Web site ([www.teucriumcornfund.com](http://www.teucriumcornfund.com)). The Fund is subject to various fees and expenses described in the Registration Statement.

### **Exchange Rules Applicable to Trading in the Shares**

The Shares are considered equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities.

### **Trading Hours**

Trading in the Shares on ISE is on a UTP basis and is subject to ISE equity trading rules. The Shares will trade from 8:00 a.m. until 8:00 p.m. Eastern Time. Equity Electronic Access Members ("Equity EAMs") trading the Shares during the Extended Market Sessions are exposed to the risk of the lack of the calculation or dissemination of underlying index value or intraday indicative value ("IIV"). For certain derivative securities products, an updated underlying index value or IIV may not be calculated or publicly disseminated in the Extended Market hours. Since the underlying index value and IIV are not calculated or widely disseminated during Extended Market hours, an investor who is unable to calculate implied values for certain derivative securities products during Extended Market hours may be at a disadvantage to market professionals.

### **Trading Halts**

ISE will halt trading in the Shares in accordance with ISE Rule 2101(a)(2)(iii). The grounds for a halt under this Rule include a halt by the primary market because it stops trading the Shares and/or a halt because dissemination of the IIV or applicable currency spot price has ceased, or a halt for other regulatory reasons. In addition, ISE will stop trading the Shares if the primary market de-lists the Shares.

### **Creation and Redemption of Units**

The Fund creates and redeems Shares only in blocks of 100,000 Shares called Creation Baskets and Redemption Baskets, respectively. The Shares are not individually redeemable. The creation and redemption of baskets are only made in exchange for delivery to the Fund or the distribution by the Fund of the amount of Treasury Securities and/or cash equal to the combined NAV of the number of Shares included in the baskets being created or redeemed determined as of 4:00 p.m. New York time on the day the order to create or redeem baskets is properly received. Only Authorized Purchasers may

purchase or redeem Creation Baskets or Redemption Baskets. Additional information regarding creation and redemption of Shares is contained in the Registration Statement.

### **Principal Risks**

The Registration Statement includes discussion associated with an investment in the Shares. Among these that are investing in Corn Interests subjects the Fund to the risks of the corn market, and this could result in substantial fluctuations in the price of the Fund's Shares; changes in the price of the Shares could substantially vary from the changes in the spot price of corn; changes in the Fund's NAV may not correlate well with changes in the price of the Benchmark; changes in the price of the Fund's Shares may not correlate perfectly with changes in the NAV of the Fund's Shares; and future regulatory developments may significantly and adversely affect the Fund. Additional risks include the Fund's operating risks; risk of leverage and volatility; over-the-counter contract risk; and risk of trading in international markets. See the Registration Statement for a complete discussion of risks.

### **Suitability**

Trading in the Shares on ISE will be subject to the provisions of ISE Rule 2123(l). Members recommending transactions in the Shares to customers should make a determination that the recommendation is suitable for the customer. In addition, members must possess sufficient information to satisfy the "know your customer" obligation that is embedded in ISE Rule 2123(l).

Equity EAMs also should review FINRA Notice to Members 03-71 for guidance on trading these products. The Notice reminds members of their obligations to: (1) conduct adequate due diligence to understand the features of the product; (2) perform a reasonable-basis suitability analysis; (3) perform customer-specific suitability analysis in connection with any recommended transactions; (4) provide a balanced disclosure of both the risks and rewards associated with the particular product, especially when selling to retail investors; (5) implement appropriate internal controls; and (6) train registered persons regarding the features, risk and suitability of these products.

### **Delivery of a Prospectus**

Pursuant to federal securities laws, investors purchasing Shares must receive a prospectus prior to or concurrently with the confirmation of a transaction. Investors purchasing Shares directly from the Fund (by delivery of the Deposit Amount) must also receive a prospectus.

Prospectuses may be obtained through the Distributor or on the Fund's website. The Prospectus does not contain all of the information set forth in the registration statement (including the exhibits to the registration statement), parts of which have been omitted in accordance with the rules and regulations of the SEC. For further information about the Fund, please refer to the Trust's registration statement.

### **Exemptive, Interpretive and No-Action Relief Under Federal Securities Regulations**

The Commission's Division of Market Regulation (now the Division of Trading and Markets) issued letters dated June 21, 2006 (Letter regarding Rydex Specialized Products CurrencyShares Trusts) and January 19, 2006 (Letter regarding DB Commodity Index Tracking Fund) (together the "No-Action Letters") granting exemptive or no-action relief from certain rules under the Securities Exchange Act of 1934 (the "1934 Act") with respect to Commodity Based Investment Vehicles. The Fund relies on such exemptive or no-action relief.

### **Regulation M Exemptions**

Under the No-Action Letter, the Fund is exempted under paragraph (d) of Rule 101, permitting persons who may be deemed to be participating in a distribution of the Units to bid for or purchase Units during their participation in such distribution. The No-Action Letter also exempted the Fund under paragraph (e) of Rule 102, permitting the Fund and its affiliated purchasers to redeem Units in Baskets during the continuous offering of the Units.

The exemptions from Rules 101 and 102 of Regulation M are subject to the condition that such transactions in Units or any related securities are not made for the purpose of creating actual, or apparent, active trading in or raising or otherwise affecting the price of such securities. Equity EAMs are referred to the full text of the No-Action Letter for additional information.

### **Section 11(d) and Rule 11d1-2**

In the January 19, 2006 No-Action Letter, the Staff stated that it will not recommend enforcement action to the Commission under Section 11(d)(1) of the Exchange Act if broker-dealers (other than the Distributor) that do not create or redeem Shares but engage in both proprietary and customer transactions in Shares exclusively in the secondary market extend or maintain or arrange for the extension or maintenance of credit on Shares in connection with such secondary market transactions.

In addition, the Staff stated that it will not recommend enforcement action to the Commission under Section 11(d)(1) of the Exchange Act if broker-dealers other than the Distributor treat Shares, for the purposes of Rule 11d1-2 under the Exchange Act, as “securities issued by a registered . . . unit investment trust as defined in the Investment Company Act of 1940” and thereby extend or maintain or arrange for the extension or maintenance of credit on Shares that have been owned by the persons to whom credit is provided for more than 30 days, in reliance on the exemption contained in the rule.

**This Regulatory Information Circular is not a statutory Prospectus. Equity EAMs should consult the Trust’s Registration Statement, SAI, Prospectus and the Fund’s website for relevant information.**

## Appendix A

<b>Ticker</b>	<b>Fund Name</b>	<b>Cusip</b>
CORN	Teucrium Corn Fund	88166A102