

LYXOR ETF IBEX 35 DOBLE INVERSO
DIARIO
PROSPECTUS

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LYXOR ETF IBEX 35 DOBLE INVERSO DIARIO

DETAILED MEMORANDUM

STATUTORY AND REGULATORY DISCLOSURES

In accordance with articles L 412-1 and L 621-8 of the Monetary and Financial Code, the Financial Markets Authority approved the prospectus on 19 April 2011.

The *Autorité des Marchés Financiers* draws the public's attention to the following points:

- There is no guarantee that the investment objective of the LYXOR ETF IBEX 35 DOBLE INVERSO DIARIO fund, as set out in the detailed memorandum of the LYXOR ETF IBEX 35 DOBLE INVERSO DIARIO fund, approved by the *Autorité des Marchés Financiers* on 19 April 2011, will be achieved.
- The achievement of the investment objective of the LYXOR ETF IBEX 35 DOBLE INVERSO DIARIO fund implies very significant use of financial instruments traded over-the-counter (OTC) or on regulated markets, which may give rise to counterparty risk and market risk.

GENERAL FEATURES

FORM OF THE FUND

Mutual fund

NAME

LYXOR ETF IBEX 35 DOBLE INVERSO DIARIO

LEGAL FORM AND MEMBER STATE IN WHICH THE FUND WAS CREATED

Fonds Commun de Placement (FCP, unincorporated mutual fund) registered in France.

INCEPTION DATE AND PLANNED DURATION

This Fund was approved by the *Autorité des Marchés Financiers* (Financial Markets Authority) on 19 April 2011. It was created on 02 May 2011 for a period of 99 years.

FUND DETAILS

Initial Net Asset Value	ISIN code	Distribution of revenues	Listing currency	ETF index ratio	Target investors
EUR 19.7850	FR0011036268	The management company reserves the right to accumulate and/or distribute all or part of the revenues one or more times per year.	EUR	1/100	All investors

AVAILABILITY OF THE LAST ANNUAL REPORT AND PERIODIC REPORT

The most recent annual report and updates are sent out within one week upon receipt of a written request submitted by investors to:

LYXOR INTERNATIONAL ASSET MANAGEMENT,
17, cours Valmy - 92987 Paris La Défense CEDEX – France.

e-mail: contact@lyxor.com.

Requests for information can also be submitted via the www.lyxoretf.com website.

PARTIES INVOLVED

MANAGEMENT COMPANY

LYXOR INTERNATIONAL ASSET MANAGEMENT.

Public limited company ("société anonyme") with an executive board and supervisory board.

Registered office: 17, cours Valmy - 92800 Puteaux - France.

Postal address: Tour Société Générale – A10 - 17, Cours Valmy - 92987 Paris-La Défense Cedex – FRANCE.

CUSTODIAN/REGISTRAR

SOCIETE GENERALE.

Credit institution created on 8 May 1864, date of the authorisation decree signed by Napoleon III.

Registered office: 29, bd Haussmann - 75009 Paris – France.

Postal address: - 75886 Paris Cedex 18 – FRANCE.

ESTABLISHMENT RESPONSIBLE FOR HOLDING REGISTERS OF UNITS AND CENTRALISING SUBSCRIPTION AND REDEMPTION ORDERS

SOCIETE GENERALE.

Credit institution created on 8 May 1864, date of the authorisation decree signed by Napoleon III.

Registered office: 29, bd Haussmann - 75009 Paris – France.

Postal address of the registrar:

32 rue du Champ de Tir - 44000 Nantes -France

STATUTORY AUDITORS

PRICEWATERHOUSECOOPERS AUDIT.

Public limited company ("Société anonyme").

Registered office: 63, rue de Villiers - 92208 Neuilly-sur-Seine – FRANCE.

Authorised signatory: Marie-Christine Jetil.

REPRESENTATIVES

Lyxor International Asset Management will alone handle the Fund's financial and administrative affairs without any delegation to third parties, except for portfolio accounting services.

Responsibility for portfolio accounting is delegated to:

SOCIETE GENERALE SECURITIES SERVICES NET ASSET VALUE.

Immeuble Colline Sud - 10, passage de l'Arche - 92081 Paris-La Défense Cedex – France.

MANAGEMENT AND OPERATIONS

GENERAL FEATURES

CHARACTERISTICS OF THE UNITS

The liability register is held by the administrative agent.

Each unit holder has a co-ownership right to the Fund's net assets proportional to the number of units held.

The units do not bear any voting rights as decisions are made by the management company.

The units are bearer units. Units may not be split.

FINANCIAL YEAR-END

Last Trading Day in August

First year-end: last Trading Day in August 2012.

INFORMATION ABOUT THE TAX REGIME

Investors' attention is drawn to the fact that the following information is only a general summary of the tax regime applicable to investment in a French FCP under current legislation in France. Investors are therefore advised to consider their specific situation with their usual tax advisor.

France:

The Fund can also be used for unit-linked life insurance policies.

1. FUND

In France, the co-ownership structure of FCPs means that they fall outside the scope of corporation tax; they therefore benefit from a certain level of transparency. Income received and generated by the Fund through its management activities is not therefore taxable at the level of the Fund.

Outside France (in the countries in which the Fund invests), capital gains on the disposal of foreign negotiable securities and income from foreign sources received by the Fund through its management activities may, if applicable, be subject to tax (generally in the form of withholding tax). In certain limited cases, foreign taxation may be reduced or cancelled in the presence of any applicable tax treaties.

2. UNIT HOLDERS

2.1 Unit holders resident in France

Capital gains or losses made by the Fund, revenue distributed by the Fund and gains or losses posted by the unit holder are subject to the applicable fiscal regime. Investors are advised to consider their specific situation with their usual tax advisor.

2.2 Unit holders resident outside France

Subject to the applicable tax treaties, income distributed by the Fund may, if applicable, be subject to a standard deduction at source or withholding tax in France. In accordance with article 244 bis C of the French Tax Code, capital gains realised on the purchase/disposal of Fund units are not taxable in France. Unit holders resident outside France will be subject to the applicable tax legislation in their country of residence.

SPECIFIC INFORMATION

ISIN CODE

FR0011036268

CLASSIFICATION

Diversified.

The Fund is a strategy index tracker.

INVESTMENT OBJECTIVE

The Fund's investment objective is to gain inverse exposure with 2x daily leverage (positive or negative) to the Spanish equity market, by replicating the movement of the IBEX 35® Doble Inverso strategy index (see "Benchmark index" section), while minimizing as far as possible the tracking error between the Fund's performance and that of the IBEX 35® Doble Inverso strategy index.

The tracking error objective, calculated over a period of 52 weeks, is less than 1%.

If, despite everything, the tracking error exceeds 1%, the objective is nonetheless to remain below 5% of the volatility of the IBEX 35® Doble Inverso strategy index.

BENCHMARK INDEX

The benchmark index is the IBEX 35® DOBLE INVERSO Total Return strategy index , denominated in Euros.

The IBEX 35® DOBLE INVERSO index is a strategy index, calculated, maintained and published by Sociedad de Bolsas. The IBEX 35® DOBLE INVERSO strategy index provides leveraged inverse exposure to upward and downwards trends on the IBEX 35® index. As such, if the IBEX 35® index rises on a trading day, the fund's net asset value will fall by twice the amount on this trading day and the unit holders will not benefit from the rise.

The IBEX 35® index is the main benchmark used on the Madrid stock exchange, and comprises the 35 most traded stocks on the Spanish market. It is a free-float market capitalization-weighted index.

The full construction methodology for the IBEX 35® Doble Inverso strategy index is available on the Sociedad de Bolsas website : www.sbolsas.es

The monitored performance is based on the closing prices of the strategy index.

PUBLICATION OF THE IBEX 35® DOBLE INVERSO STRATEGY INDEX

The IBEX 35® Doble Inverso strategy index is available via Reuters and Bloomberg.

Via Reuters: .IBEXDS

Via Bloomberg: IBEXDS

The closing price of the IBEX 35® Doble Inverso strategy index is available on the www.sbolsas.es Internet site.

REVISIONS OF THE IBEX 35® DOBLE INVERSO STRATEGY INDEX

The IBEX 35® Doble Inverso strategy index is analyzed and rebalanced every quarter (March, June, September and December).

INVESTMENT STRATEGY

1. STRATEGY USED

The Fund will comply with the investment rules set out by European directive 2009/65/CE dated 13 July 2009.

To achieve the highest possible correlation with the performance of the IBEX 35® Doble Inverso strategy index, the fund may use (i) the purchase of a basket of balance sheet assets (as defined below) and particularly international shares, and/or (ii) an OTC swap contract enabling the fund to reach its investment objective by converting, when applicable, the exposure of its assets into exposure to the IBEX 35® Doble Inverso strategy index. This contract can be negotiated with Société Générale, without having to be in competition with several counterparties. In order to reduce the risk that such instruments are not executed under the best conditions, Société Générale has agreed to classify the Fund in the "professional client" category, which offers more protection than that of "eligible counterparty". When there is no existing competition between several counterparties, the manager further requires that Société Générale contractually commits to taking all reasonable measures in order to obtain, when executing orders, the best possible result for the Fund, in accordance with Article L. 533-18 of the French Monetary and Financial Code.

As part of the management of the basket of shares, the Fund qualifies for the special investment ratios applicable to index-tracking UCITS funds: it can use up to 20% of its assets to acquire shares and debt from the same issuing entity. This 20% limit can be increased to 35% for a single issuing entity, when this is shown to be justified by exceptional market conditions, in particular when certain securities are largely dominant.

If applicable, the Fund's equity assets will be mainly the equities that make up the IBEX 35® Doble Inverso strategy index, as well as other international equities from all economic sectors, listed on all markets including small cap markets.

In this case, the fund's equity assets will be chosen so as to limit the cost of replicating the index.

In accordance with the provisions of Article R.214-19 II of the French Monetary and Financial Code, the Fund can, in order to achieve its investment objective, receive or grant the guarantees specified in Article L.211-38 of the French Monetary and Financial Code, under the conditions defined in this same article, as well as receiving joint guarantees or guarantees on first demand.

In accordance with this regulation, the Fund can take the pledged securities account as security interest for the performance of the Pledgor obligations under the agreement.

2. BALANCE SHEET ASSETS (EXCLUDING EMBEDDED DERIVATIVES)

In compliance with the ratios indicated in the regulations, the Fund may hold international shares (across all economic sectors, listed on all markets), representing up to 100% of net assets. The investment in UCITS approved in accordance with European Directive 2009/65/CE and/or eligible within the meaning of Article R214-13 of the French Monetary and Financial Code is limited to 10% of net assets.

As part of the future optimisation of the Fund's management, the manager reserves the right to use other instruments in accordance with the regulations in order to achieve its investment objective.

Where the management company acquires units in another funds managed directly or indirectly by itself or by another company with which it is linked through joint management or control or through a direct or indirect shareholding of over 10% of the capital or voting rights, no commission may be charged to the Fund's assets in respect of such investments. Neither may the management company levy possible issuance or redemption charges on the linked underlying funds.

3. OFF-BALANCE SHEET ASSETS (DERIVATIVES)

The Fund will use OTC index-linked swaps exchanging the value of the Fund's equity assets (or any other financial instrument held as an asset by the Fund, where applicable) for the value of the IBEX 35® Doble Inverso index.

As part of the future optimisation of the Fund's management, the manager reserves the right to use other instruments in accordance with the regulations in order to achieve its investment objective, such as forward financial instruments other than index-linked swaps.

A straight-line method is used in calculating off-balance sheet commitments.

4. SECURITIES INCLUDING DERIVATIVES

None.

As part of the future optimisation of the Fund's management, the manager reserves the right to use other instruments in accordance with the regulations in order to achieve its investment objective, such as debt securities with embedded derivatives.

5. DEPOSITS

For up to 20% of the net asset value, the Fund may make deposits with lending institutions belonging to the same group as the custodian, in order to optimise its cash management.

6. CASH BORROWING

For up to 10% of the net asset value, the Fund may arrange borrowings, in particular to optimise its cash management.

7. TEMPORARY PURCHASES AND DISPOSALS OF SECURITIES

None.

For the purposes of the efficient management of the Fund, the manager reserves the right to carry out temporary purchases and disposals of securities, in particular:

- repurchase agreements;
 - lending/borrowing of debt, equities and money market instruments;
- in accordance with the provisions of Article R214-18 of the French Monetary and Financial Code.

These operations will be carried out in all market conditions.

RISK PROFILE

Unit holders' money will be invested primarily in financial instruments selected by the management company. These instruments will fluctuate in line with the markets.

Through the Fund, investors are mainly exposed to the following main risks:

1. Equity risk

The price of equities may go down as well as up, and in particular reflects company and macroeconomic risk factors. Equities are more volatile than Fixed Income markets where it is possible to estimate revenues for a certain period of time under the same macroeconomic conditions.

The Fund carries a high level of equity risk.

2. Risk of capital loss

The capital invested is not guaranteed. As a consequence, investor's capital is at risk. The amount invested may not be wholly or partially recovered, in particular if the performance of the benchmark index is negative over the investment period.

3 Daily reverse leverage risk.

Investors are inversely exposed to two times the daily changes which affect the price or level of the IBEX 35® index. In particular, any increase in the underlying market will be inversely amplified and will imply a larger decrease in the Fund's net asset value. The daily reset in the underlying 'double short' index formula implies that the Fund's performance will not be equivalent to two times the inverse performance of the IBEX 35® index exposure for holding periods greater than one trading day. This means that investors are effectively underexposed to volatility.

For example, if the IBEX 35® index is subject to an increase of 10% on trading day one, followed by a decrease of 5% on trading day two, the ETF will be subject to a total decrease of 12% (before deduction of relevant fees) over the two trading days, while the IBEX 35® index will be subject to an increase of 4.5% over the same period.

If the IBEX 35® index is subject to a decrease of 5% per day over two consecutive trading days, the ETF will see a total increase of 21% (before relevant fees), while the IBEX 35® index will see a decrease of 9.75% over the same period.

4 Liquidity risk (primary market)

The Fund's liquidity and/or value may be negatively affected if, when the Fund (or one of its financial derivatives instrument counterparties) is rebalancing its exposure, the markets linked to this exposure are limited, closed, or subject to wide bid/offer spreads. An inability, due to low trading volumes, to execute trades in line with the index may also affect the process of subscriptions, conversions and redemptions of units.

5. Liquidity risk (secondary market)

The Fund's on-exchange price may deviate from its indicative net asset value. On-exchange liquidity may be limited due to a suspension caused in particular when:

- (i) the index calculation is suspended or stopped and/or
- (ii) the underlying market(s) represented by the benchmark index is (are) suspended, and/or
- (iii) the stock exchange cannot obtain or calculate the indicative net asset value and/or
- (iv) there is a breach by a market maker of the relevant stock exchange rules and/or
- (v) there is a failure, particularly in the IT or electronic systems, of one of the relevant stock exchanges

6. Counterparty risk

The Fund is exposed to the risk of bankruptcy, settlement default or any other type of default by the counterparty relating to any trading transaction or agreement entered into by the Fund. The Fund is predominantly exposed to counterparty risk resulting from the use of Over-the-Counter (OTC) swaps entered into with Société Générale or any other third party. In line with UCITS guidelines, the counterparty risk (whether the counterparty is Société Générale or another third party), cannot exceed 10% of the fund's total assets.

7 Risk that the investment objective is only partially achieved

There is no guarantee of reaching the investment objective. Indeed, no asset or financial instrument allows for a continuous and automatic replication of the benchmark index, particularly if one or more of the following risks occurs:

- Risk of using financial derivative instruments

In order to reach its investment objective, the Fund can enter into over-the-counter financial derivative instruments ("FDI") in order to achieve the performance of the benchmark index. These FDIs may imply a series of risks including: counterparty risk, hedging disruption, index disruption, taxation risk, regulatory risk, operational risk and liquidity risk. These risks can materially affect an FDI and could lead to an adjustment or even the early termination of the FDI transaction, which could affect the net asset value of the Fund.

- Risk due to a shift in Tax policy

Any change to the taxation legislation of any jurisdiction where the Fund is registered for sale or cross-listed could affect the tax treatment of the shareholders of the Fund. In the case of such an event, the fund manager shall not be liable to any investor for any payment required to be made by the company or the corresponding fund to a fiscal authority.

- Risk due to a shift in the underlyings' Tax policy

Any change to the taxation legislation with in any jurisdiction for the underlyings of the Fund could affect the tax treatment of the Fund. As a result, in case of a discrepancy between the estimated and effective tax treatment applied to the Fund and/or to the fund's counterparty to the FDI, the net asset value of the Fund may be affected.

- Regulatory Risk affecting the Fund

In the event of a change in the regulatory regime in any jurisdiction where the Fund is registered for sale or cross-listed, the process of subscriptions, conversions and redemptions of shares may be affected.

- Regulatory Risk affecting the underlyings of the Fund

In the event of a change in the regulatory regime in any jurisdiction of the underlyings of the Fund, the net asset value of the Fund as well as the process of subscriptions, conversions and redemptions of shares may be affected.

- Index Disruption Risk

In the event of a benchmark index disruption, the manager, acting in accordance with applicable laws and regulations, may have to suspend the subscription and redemption of shares in the Fund. The calculation of the net asset value of the Fund could also be affected.

If the Index disruption persists, the manager of the Fund will determine the appropriate measures to be carried out, which could have an impact on the net asset value of the Fund.

'Index events' usually cover the following situations:

- i) the index is deemed to be inaccurate or does not reflect actual market developments,
- ii) the index is permanently cancelled by the index provider;
- iii) the index provider is unable to provide the level or the value of the said index;
- iv) the index provider makes a material change in the formula for or the method of calculating the index (other than a modification prescribed in that formula or method to maintain the calculation of the index level in the event of changes in the constituent components and weightings and other routine events) which cannot be efficiently replicated, at a reasonable cost, by the fund.

- Operational risk

In the event of an operational failure within the management company, or one of its representatives, investors could experience delays in the processing of subscriptions, conversions and redemptions of shares, or other disruptions.

- Corporate action risk

An unforeseen review of corporate action policy affecting a component of the index, in contradiction to a previous official announcement made and priced into the Fund or into the financial derivatives entered into by the Fund, can affect the net asset value of the Fund, particularly in cases where the actual treatment of the corporate event by the Fund differs from the treatment of the corporate event by the benchmark index.

SUBSCRIBERS CONCERNED AND TYPICAL INVESTOR PROFILE

The Fund is open to any subscriber.

Investors subscribing to this fund wish to gain inverse exposure, leveraged to a 2x daily multiple (positive or negative), to the Spanish equity market.

The amount that can be reasonably invested in the Fund depends on each investor's personal situation. To determine this amount, investors must take into account their personal wealth and/or estate, their cash requirements at present and for the next five years, as well as whether they wish to take risks or opt instead for a cautious investment approach. Investors are also advised to diversify their investments sufficiently so as not to be exposed solely to the risks of the Fund. All investors are therefore asked to consider their specific situation with the help of their usual investment advisor. The minimum recommended investment period is 5 years.

UNIT LISTING CURRENCY

Euro

CALCULATION AND ALLOCATION OF INCOME

The management company reserves the right to distribute and/or accumulate all or part of the Fund's income. Accounted for using the cash-basis method.

FREQUENCY OF INCOME DISTRIBUTIONS

In the event of distribution, the management company reserves the right to distribute one or several times per year.

CHARACTERISTICS OF THE UNITS

Subscriptions are made in whole numbers of units.
Redemptions are made in whole numbers of units.

CONDITIONS OF SUBSCRIPTION/REDEMPTION

CONDITIONS FOR SUBSCRIPTION AND REDEMPTION ON THE PRIMARY MARKET

Subscription/redemption requests for units in the Fund will be submitted to Société Générale's Département des Titres et de la Bourse (Securities and Stock Market Department) up until 5.00 p.m. (Paris time), on each Trading Day for execution based on the net asset value published on this Trading Day, hereinafter the "refNAV". Subscription/redemption requests submitted after 5.00 pm (Paris time) on a Trading Day will be processed as requests received before 5.00 pm (Paris time) on the following Trading Day. Subscriptions/redemptions are carried out for a whole number of fund units, corresponding to a minimum amount of EUR 100,000.

Subscriptions/redemptions made exclusively in cash will be carried out on the basis of the refNAV.

Settlement/delivery of subscriptions/redemptions.

Settlement/delivery of subscriptions/redemptions will take place a maximum of five Trading Days after the date on which the subscription/redemption requests are received.

A Trading Day is a day as defined on the calendar for the calculation and publication of the Fund's net asset value.

The net asset value of the LYXOR ETF IBEX 35® DOBLE INVERSO DIARIO fund is calculated using the closing price of the IBEX 35® Doble Inverso index denominated in Euros.

Establishment in charge of the centralisation of subscriptions and redemptions:
SOCIETE GENERALE - 32, rue du Champ de Tir - 44000 Nantes –France

CONDITIONS FOR SUBSCRIPTION AND REDEMPTION ON THE SECONDARY MARKET

For any purchases/sales of Fund units carried out directly on one of the markets on which the Fund is or will be admitted to continuous trading, there are no minimum purchase/sale requirements other than any requirements of the relevant market.

INFORMATION ABOUT THE ADMISSION TO TRADING OF UNITS IN THE LYXOR ETF IBEX 35 DOBLE INVERSO DIARIO FUND BY THE MARKET COMPANY

As at 02 May 2011, there were 950,000 ordinary units fully subscribed and paid up.

Each new unit in the LYXOR ETF IBEX 35 DOBLE INVERSO DIARIO fund subscribed in accordance with the provisions of the Prospectus as approved by the Autorité des Marchés Financiers will be automatically admitted to trading.

UNITS MADE AVAILABLE TO THE MARKET

On 02 May 2011, a total of 950,000 units in the LYXOR ETF IBEX 35 DOBLE INVERSO DIARIO fund will be made available to the market at a price per unit corresponding to the value of the IBEX 35® Doble Inverso strategy index divided by 100.

The initial value of a LYXOR ETF IBEX 35 DOBLE INVERSO DIARIO Fund unit was EUR 19.7850 at 02 May 2011, corresponding to the closing price of the IBEX 35® Doble Inverso strategy index divided by 100.

CHARGES AND COMMISSION FEES

SUBSCRIPTION AND REDEMPTION FEES (APPLICABLE SOLELY TO PRIMARY MARKET PARTICIPANTS)

No subscription/redemption fees will be charged for any purchases/sales of the Fund's units on one of its financial markets.

Subscription fees increase the subscription amount paid by the investor, while redemption fees decrease the redemption proceeds paid to the investor. Commission fees paid to the Fund are to compensate for the charges incurred by the Fund in buying or selling the entrusted assets. Any remaining commission fees go to the management company, marketing agent, etc.

Fees payable by the investor, charged upon subscription or redemption	Basis	Rate
Subscription fee not allocated to the Fund	Net asset value × number of units	the higher of (i) EUR 40,000 Euros per subscription request, and (ii) 2%, which can be onlent to third parties
Subscription fee allocated to the Fund	Net asset value × number of units	Nil
Redemption fee not allocated to the Fund	Net asset value × number of units	maximum between (i) EUR 40,000 per redemption request and (ii) 2%, that can be onlent to third parties
Redemption fee allocated to the Fund	Net asset value × number of units	Nil

Operational and management fees

These fees cover all the costs invoiced directly to the Fund, except transaction costs. Transaction costs include intermediary fees (brokerage, stock market taxes etc.) as well as transaction fees, if any, that may be charged by the Custodian and the Management Company, in particular. The following management and administration fees may be charged in addition:

- outperformance fees. These are paid to the management company when the Fund exceeds its objectives. They are therefore charged to the Fund;
- transfer fees charged to the Fund;
- a share of income from the temporary acquisition and sale of securities.

For more details about fees charged to the Fund, please refer to the Fund Statistics section of the Key Investor Information Document (KIID).

Fees charged to the Fund	Basis	Rate
Operating and management fees incl. taxes(1)	Net assets	0.60% p.a. maximum
Outperformance fee	Net assets	Nil
Service providers charging transfer fees:	Charge on each transaction	Nil

⁽¹⁾ including all fees excluding transaction fees, outperformance fees and fees relating to investments in UCITS or investment funds.

No transfer fees will be charged to the Fund.

SOFT COMMISSION

Lyxor International Asset Management does not receive any soft commission for its own account or for third parties.

PROCEDURES FOR CALCULATING AND DISTRIBUTING PAYMENTS ON TEMPORARY DISPOSALS OF SECURITIES

Payment for transactions concerning the lending of securities is shared between the UCITS and the management company. 50% benefits the UCITS and 50% benefits the management company.

DATE AND FREQUENCY OF NET ASSET VALUE CALCULATION

The net asset value will be calculated and published on a daily basis once the Fund's market listing is set up provided that it has proved possible to fund orders placed in the primary or secondary markets.

COMMERCIAL INFORMATION

Distribution of the prospectus and the offer or purchase of units in the Fund may be subject to restrictions in certain countries. This prospectus does not constitute an offer or solicitation by any party in any jurisdiction in which such an offer or solicitation would be unlawful or in which the person making the offer or solicitation is not qualified so to do or to any person to whom it would be unlawful to make such an offer or solicitation. Units in the Fund have not been and will not be offered or sold in the United States on behalf of or for the benefit of a citizen or resident of the United States.

No persons other than those listed in this prospectus are authorised to provide information about the Fund.

Potential subscribers should apprise themselves of the legal requirements applicable to this subscription request and obtain information about exchange control regulations and the tax regime applicable in their country of citizenship or residency or the country in which they are domiciled.

Subscription and redemption orders are sent by investors' financial intermediaries to Société Générale's Département des Titres et de la Bourse (Securities and Stock Market Department).

Fund units may be admitted to trading on other financial markets.

The Fund's prospectus and most recent annual report and updates are sent out within one week upon receipt of a written request submitted by investors to:

LYXOR INTERNATIONAL ASSET MANAGEMENT
17, cours Valmy – 92987 Paris La Défense CEDEX – France
e-mail: contact@lyxor.com

Requests for information can also be submitted via the www.lyxor.fr website.

The AMF's website (www.amf-france.org) contains additional information on the list of regulatory documents and all the provisions relating to investor protection. This prospectus must be made available to subscribers prior to subscription.

Publication date of the prospectus: 20/10/2011

INVESTMENT RULES

The Fund will comply with the investment rules set out in European Directive 2009/65/CE dated 13 July 2009.

The Fund may invest in the particular assets referred to in Article L214-20 of the French Monetary and Financial Code in accordance with the ratios for the division of risks and investments under the provisions of Articles R214-21 to R214-27 of the French Monetary and Financial Code.

In accordance with the terms of Article R214-22-II of the French Monetary and Financial Code relative to index-tracking funds, notwithstanding the 10% limit set by Paragraph II of Article R214-21, the Fund may use up to 20% of its assets for equities and debt from the same issuer in order to reproduce the composition of an index. This limit of 20% may be increased to 35% for a single issuing entity, when this is shown to be justified by exceptional market conditions, in particular when certain securities are largely dominant.

The calculation of the overall exposure is carried out using the commitment approach.

VALUATION AND ACCOUNTING RULES FOR THE ASSETS

A. VALUATION RULES

The Fund's assets are valued in accordance with the applicable laws and regulations, more specifically the rules set out in CRC Regulation no. 2003-02 of 2 October 2003 relating to the accounting plan for UCITS (1st part).

Financial instruments traded on a regulated market are valued at the closing price recorded on the day prior to the calculation of the net asset value. If these financial instruments are traded on several regulated markets at the same time, the closing price used is that recorded on the regulated market on which they are principally traded.

However, in the absence of significant trading on a regulated market, the following financial instruments are valued using the following specific methods:

- negotiable debt securities with a residual term to maturity of less than three months on acquisition are valued at their purchase price. Any discount or premium to redemption value is amortised on a straight-line basis over the residual term of the instrument. The management company nevertheless reserves the right to value these instruments at their market price if they are particularly sensitive to any market risks (interest rate risk, etc.). The rate applied is that of issues of equivalent securities adjusted by the risk margin relating to the issuer;
- negotiable debt securities with a residual term to maturity of more than three months on acquisition, but with a residual term to maturity at the accounting date on which net asset value is calculated of three months or less are valued at the last known market price. Any discount or premium to redemption value is amortised on a straight-line basis over the residual term of the instrument. The management company nevertheless reserves the right to value these instruments at their market price if they are particularly sensitive to any market risks (interest rate risk, etc.). The rate applied is that of issues of equivalent securities adjusted by the risk margin relating to the issuer;
- negotiable debt securities with a residual term to maturity of more than three months at the calculation date of net asset value are valued at their market price. The rate applied is that of issues of equivalent securities adjusted by the risk margin relating to the issuer.
- Financial futures traded on organised markets are valued at the clearing price on the day prior to the calculation of the net asset value. Options traded on organised markets are valued at their market price on the day prior to the calculation of the net asset value. Futures and options traded over the counter are valued at the price given by the counterparty of the financial instrument. The management company monitors these prices independently.
- Deposits are valued at their nominal value plus accrued interest.
- Warrants, treasury bills, promissory notes and mortgage notes are valued at their probable trading value by the management company.
- Temporary purchases and disposals of securities are valued at the market price.
- Units and shares in UCITS under French law are valued at the last known net asset value on the day the Fund's net asset value is calculated.

Units and shares in investment funds not registered under French law are valued at the last known net asset value per unit on the day the Fund's net asset value is calculated.

Financial instruments traded on a regulated market for which the price has not been observed or the price of which has been corrected are valued at their probable trading value by the management company.

The exchange rates used to value financial instruments denominated in currencies other than the Fund's reference currency are the exchange rates provided by the WM Reuters fixing on the day on which the Fund's net asset value is calculated.

B. ACCOUNTING METHOD FOR TRADING FEES

Trading fees are included in the initial cost of the related transaction.

C. ACCOUNTING METHOD: INCOME FROM FIXED-INCOME SECURITIES

Income from fixed-income securities is accounted for using the cash-basis method.

D. DIVIDEND POLICY

The management company reserves the right to accumulate and/or distribute all or part of the revenue one or more times per year.

E. ACCOUNTING CURRENCY

The Fund's accounts are kept in Euros.

Sociedad de Bolsa provides no guarantee of any sort, either explicit or implicit, regarding the results which may be achieved by using the Sociedad de Bolsa index. Sociedad de Bolsa accepts no liability of any kind (for negligence or for any other reason) for any error impacting the index, irrespective of the parties involved, and shall be under no obligation to provide notification to any party of any error impacting the index.

The Lyxor ETF IBEX 35 DOBLE INVERSO is neither sponsored or promoted in any way nor marketed by Sociedad de Bolsa.

TITLE 1

ASSETS AND UNITS

ARTICLE 1 - CO-OWNERSHIP UNITS

The rights of the co-owners are stated in terms of units, with each unit corresponding to an equal portion of the Fund's assets. Each unit holder has a co-ownership right to the Fund's assets proportional to the number of units held.

The life of the Fund begins on the date of its approval by the *Autorité des Marchés Financiers* and runs for a period of 99 years, except in the event of early dissolution or extension as indicated in these internal regulations.

The Fund reserves the right to combine or divide units.

The units may be divided, if so decided by the management company, into 100-thousandths known as unit fractions.

The provisions relating to the issue and redemption of units apply to units with a value proportional to that of the share they represent. All other provisions relating to units apply to units without the need to stipulate this, unless indicated otherwise.

Finally, the management company's executive board may, at its sole discretion, carry out the division of units through the creation of new units that are allocated to unit holders in exchange for old units.

ARTICLE 2 - MINIMUM AMOUNT OF ASSETS

The minimum amount of assets in the Fund when it is created is 400,000 Euros.

Units may not be redeemed if the Fund's asset value falls below 300,000 Euros. In this case, unless the asset value reverts above this level in the meantime, the management company will take the necessary provisions to merge or dissolve the Fund within 30 days.

ARTICLE 3 - ISSUE AND REDEMPTION OF UNITS

Units are issued at any time at the request of unit holders on the basis of their net asset value plus, where appropriate, subscription fees.

Subscriptions and redemptions are executed under the conditions and according to the procedures defined in the detailed memorandum.

Units of the Fund may be admitted to an official stock exchange listing in accordance with the regulations in force.

Subscriptions must be fully paid up on the day the net asset value is calculated. They are made solely in cash.

Redemptions are made in cash. The redemption price is paid by the custodian within a maximum of five days from the valuation day of the units. However, if under exceptional circumstances redemption requires the prior realisation of the Fund's assets, this period could be extended but may not exceed 30 days.

Except in the case of inheritance or an *inter-vivos* distribution, the disposal or transfer of units between unit holders or from unit holders to a third party is equivalent to a redemption followed by subscription. If this involves a third party, if applicable, the beneficiary must supplement the amount of the disposal or transfer to bring it up to the minimum subscription amount as required in the detailed memorandum.

Pursuant to article L.214-8-7 of the French Monetary and Financial Code, redemption of units by the Fund and the issuance of new units may be suspended provisionally by the management company if required by exceptional circumstances and in the interests of unit holders.

When the net assets of the Fund have fallen below the minimum threshold set by the regulations, no redemptions of units may be carried out.

ARTICLE 4 - CALCULATION OF NET ASSET VALUE

The net asset value of units is calculated in accordance with the valuation rules specified in the detailed memorandum.

TITLE 2

FUND OPERATION

ARTICLE 5 – THE MANAGEMENT COMPANY: LYXOR INTERNATIONAL ASSET MANAGEMENT

The Fund is managed by the management company in accordance with the Fund's strategy.

Under all circumstances, the management company acts on behalf of unit holders and is the only party able to exercise voting rights attached to shares held by the Fund.

ARTICLE 5A – OPERATING RULES

Instruments and deposits eligible for inclusion in the Fund's assets and the investment rules are set out in the detailed memorandum.

ARTICLE 6 - THE CUSTODIAN: SOCIETE GENERALE

The custodian bank holds the Fund's assets and handles the management company's orders to buy and sell securities and those relating to the exercise of subscription and allocation rights attached to shares held by the Fund. It is responsible for all collections and payments.

The custodian must ensure that decisions taken by the management company are lawful. Where applicable, it must take all protective measures that it deems necessary. In the event of a dispute with the management company, it shall inform the AMF.

ARTICLE 7 - STATUTORY AUDITOR

A statutory auditor is appointed by the management company's executive board for a term of six financial years after approval from the Autorité des Marchés Financiers. The auditor carries out the checks and audits established by law and, in particular, certifies whenever necessary the fairness and regularity of the financial statements and of the accounting information contained in the management report.

The auditor's mandate may be renewed.

He informs the Autorité des Marchés Financiers, as well as the management company of the Fund, of any irregularities or inaccuracies identified in the course of his audit.

The auditor shall supervise the valuation of the assets and the determination of exchange ratios used in the event of a conversion, merger or split.

The auditor shall review all contributions in kind and, as part of its responsibilities, shall establish a report on its valuation and consideration.

The auditor shall certify the accuracy of the composition of the assets and other information before any publication.

The statutory auditor's fees are set under a joint agreement with the management company's executive board on the basis of a work schedule defining the measures considered necessary.

In the event of a liquidation, the auditor shall value the amount of the assets and establish a report on the terms and conditions of such liquidation.

The auditor certifies the financial statements serving as the basis for the payment of interim dividends.

The statutory auditor's fees are included in the management fees.

ARTICLE 8 - FINANCIAL STATEMENTS AND MANAGEMENT REPORT

At the end of each financial year, the management company prepares summary documents and a report on the management of the Fund over the financial year then ended.

The inventory is certified by the custodian and all of the above documents are reviewed by the auditor.

The management company shall make these documents available to unit holders within four months of the financial year-end and shall notify them of the amount of income attributable to them: these documents are either sent by post at the unit holders' express request or are made available to them at the offices of the management company and the custodian.

TITLE 3

ALLOCATION OF INCOME

ARTICLE 9 – CONDITIONS OF ALLOCATION OF INCOME AND SUMS AVAILABLE FOR DISTRIBUTION

Net income for the year is equal to the amount of interest, arrears, dividends, premiums, bonuses and directors' fees, as well as all income relating to securities making up the Fund's portfolio, plus income from temporary cash holdings, less management fees and borrowing costs.

Distributable income is equal to the net income for the financial year plus retained earnings, plus or minus the balance of the income equalisation accounts for the last financial year.

The management company decides on the allocation of income each year. The management company may decide, in the course of the financial year, to pay one or more interim dividends up to the level of net income at the date of the decision.

TITLE 4

MERGER - DEMERGER - DISSOLUTION - LIQUIDATION

ARTICLE 10 - MERGER - DEMERGER

The management company may either contribute, in whole or in part, the Fund's assets to another UCITS fund under its management, or split the Fund into two or more other Funds under its management.

Such mergers or splits may only be carried out one month after unit holders have been notified. Such mergers or splits give rise to the issue of a new certificate indicating the number of units held by each unit holder

ARTICLE 11 - DISSOLUTION - EXTENSION

- If the Fund's assets remain below the level set out in Article 2 above for 30 days, the management company duly informs the Autorité des Marchés Financiers and shall dissolve the Fund, except in the event of a merger with another fund.

- The management company may dissolve the Fund at an earlier date; it informs unit holders of its decision and subscription or redemption requests will not be accepted from this date onwards.

- The management company shall also dissolve the Fund if a request is made for redemption of all units, if the custodian's appointment is terminated and no other custodian has been appointed or upon expiry of the Fund's life, if it has not been extended.

The management company shall inform the AMF by post of the dissolution date and procedure. Lastly, it shall send the AMF the auditor's report.

The management company may decide to extend the Fund's life with the agreement of the custodian. Its decision must be made at least three months prior to expiry of the Fund's life and communicated to unit holders and the Autorité des Marchés Financiers.

ARTICLE 12 - LIQUIDATION

In the event of dissolution, the custodian or the management company is responsible for liquidation. For this purpose, they have the full powers to sell the Fund's assets, settle liabilities and distribute the available balance between unit holders in cash or securities.

The auditor and the custodian shall continue to carry out their functions until the end of the liquidation period.

TITLE 5

DISPUTES

ARTICLE 13 - COMPETENT COURTS - JURISDICTION

Any disputes relating to the Fund that may arise during the operation of the Fund or upon its liquidation, either among unit holders or between unit holders and the management company or the custodian, are subject to the jurisdiction of the competent courts.