



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-0303

**Securities Exchange Act of 1934
Rule 14e-5**

Exemptive letter: iShares Commodities Select Strategy ETF

**Response of the Office of Mergers and Acquisitions
Division of Corporation Finance**

December 19, 2014

Via Facsimile and U.S. Mail

Benjamin J. Haskin
Willkie Farr & Gallagher LLP
1875 K Street, NW
Washington, DC 20006

**Re: Request for Exemptive Relief from Rule 14e-5
for the iShares Commodities Select Strategy ETF**

Dear Mr. Haskin:

We are responding to your letter requesting exemptive relief dated December 19, 2014 to Michele M. Anderson and Christina Chalk, as supplemented by telephone conversations with the staff. To avoid having to recite or summarize the facts set forth in your letter, we attach the enclosed photocopy of your correspondence. Unless otherwise noted, all capitalized terms in this letter have the same meaning as in your letter of December 19, 2014.

On the basis of your representations and the facts presented in your December 19, 2014 letter, the United States Securities and Exchange Commission ("Commission") hereby grants an exemption from Rule 14e-5 under the Exchange Act. The exemption from Rule 14e-5 permits a Market Participant Covered Person (as defined in your letter) in a tender offer for a security in which the Fund invests to redeem Shares in Creation Unit size aggregations for Fund Securities, which may include a security subject or a related security or an Other ETF share redeemable for a subject security or a related security. The exemption also allows a Market Participant Covered Person to engage in secondary market transactions in Shares after the first public announcement of and during such tender offer given that such transactions could include, or be deemed to include,

purchases of, or arrangements to purchase, subject securities or related securities. In addition, the exemption permits a Market Participant Covered Person to make purchases of, or arrangements to purchase, subject securities or related securities in the secondary market for the purpose of transferring such securities to purchase one or more Creation Units.

In granting this relief, we note in particular that:

- any purchases of a subject security or a related security by a Market Participant Covered Person would not be for the purpose of facilitating a tender offer;
- any purchases of a portfolio security by a Market Participant Covered Person will be effected as an adjustment to a basket of securities in the ordinary course of business as a result of a change in the composition of the Fund's portfolio; and
- except for the relief specifically granted here, any Market Participant Covered Person will comply with Rule 14e-5.

The foregoing exemptive relief is based solely on the representations and the facts presented in your letter dated December 19, 2014, as supplemented by telephone conversations with the Commission staff. The relief granted is strictly limited to the application of the rule listed above to the transactions described in your letter. You should discontinue these transactions pending further consultations with the staff if any of the facts or representations set forth in your letter change. In addition, this position is subject to modification or revocation if at any time the Commission or the Division of Corporation Finance determines that such action is necessary or appropriate in furtherance of the purposes of the Exchange Act.

We also direct your attention to the anti-fraud and anti-manipulation provisions of the federal securities laws, including Sections 10(b) and 14(e) of the Exchange Act, and Rule 10b-5 thereunder. The participants in this transaction must comply with these and any other applicable provisions of the federal securities laws. The Division of Corporation Finance expresses no view on any other questions that may be raised by these

Benjamin J. Haskin, Esq.
Willkie Farr & Gallagher LLP
December 19, 2014
Page 3

transactions, including but not limited to, the adequacy of disclosure concerning and the applicability of any other federal or state laws to such transactions.

Sincerely,

For the Commission,
By the Division of Corporation Finance
pursuant to delegated authority,

Michele M. Anderson
Chief, Office of Mergers and Acquisitions
Division of Corporation Finance

Enclosures

WILLKIE FARR & GALLAGHER LLP

1875 K Street, NW
Washington, DC 20006-1238
Tel: 202 303 1000
Fax: 202 303 2000

December 19, 2014

Ms. Michele M. Anderson
Chief
Office of Mergers and Acquisitions
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Christina Chalk
Senior Special Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Request for Exemptive Relief from Rule 14e-5 under the Securities Exchange Act of 1934 for the iShares Commodities Select Strategy ETF

Dear Ms. Anderson and Ms. Chalk:

iShares U.S. ETF Trust (the "Trust") requests relief under the Securities Exchange Act of 1934 (the "Exchange Act") on behalf of itself and the market participants discussed below with respect to a series of the Trust operated as an exchange-traded fund (an "ETF"). The Trust is an open-end management investment company, registered as an investment company under the Investment Company Act of 1940, as amended ("1940 Act") with the U.S. Securities and Exchange Commission (the "Commission"), that was organized on June 21, 2011 as a Delaware statutory trust. The Trust currently consists of nine investment series or portfolios.

This letter requests relief for one newly-created series of the Trust, the iShares Commodities Select Strategy ETF (the "Fund"). The Trust has filed with the Commission a registration statement on Form N-1A for the Fund. The Trust previously received approval from the NASDAQ Stock Market LLC (the "Exchange") to have the

Fund's shares (the "Shares") listed on the Exchange, subject to notice of issuance, pursuant to Exchange Rule 5735.¹

The Fund invests in a combination of exchange-traded commodity futures contracts and options on futures contracts, and exchange-cleared swaps (together, "Commodity-Linked Investments") and commodity-related equity securities ("Commodity-Related Securities"). The Fund is actively-managed and does not seek to track the performance of one or more indexes. The Trust issues and redeems Shares generally in aggregations of at least 100,000 Shares (referred to as "Creation Units").

The Trust, on behalf of itself, the Fund, the Exchange and any other national securities exchange on or through which the Shares may subsequently trade (with each such market being a "Market"), and persons or entities engaging in transactions in Shares, as the case may be, requests that the Commission grant exemptive relief from Rule 14e-5 under the Exchange Act in connection with secondary market transactions in Shares and the creation or redemption of Creation Units of Shares (including purchases of Commodity-Related Securities in connection with creations and redemptions), as discussed below.

On October 24, 2006, the Commission granted relief to the PowerShares Exchange-Traded Fund Trust with respect to, among other things, Rule 14e-5 under the Exchange Act (the "PowerShares Letter").² ETFs listed and traded on an exchange may rely upon the relief granted in the PowerShares Letter without the submission of an Exchange Act exemptive request if such ETFs meet specified conditions, including that each of the ETFs be managed to track a particular index.³ Although the Fund meets the applicable requirements to be listed on the Exchange, it will not be managed to track a particular index;⁴ therefore, the Fund may not rely on the relief provided in the PowerShares Letter with respect to Rule 14e-5 under the Exchange Act.

The SEC staff (the "Staff") has, however, previously issued relief substantially similar to that requested herein to actively-managed ETFs⁵ that are listed and traded on a

¹ Rule 5735 sets out the standards for trading, by listing or pursuant to unlisted trading privileges, Managed Fund Shares on the Exchange. Under sub-paragraph (c)(1) of Rule 5735, "Managed Fund Share" means a security that, among other things, "represents an interest in a registered investment company ("Investment Company") organized as an open-end management investment company or similar entity, that invests in a portfolio of securities selected by the Investment Company's adviser consistent with the Investment Company's investment objectives and policies."

² See Letter from James A. Brigagliano, Assistant Director of Market Regulation, to Stuart M. Strauss, Esq. (Oct. 24, 2006). Relief was granted for the Commission by the Division of Market Regulation (now the Division of Trading and Markets) pursuant to delegated authority.

³ See PowerShares Letter at 3.

⁴ Except for the index-tracking criterion, the Fund satisfies all other conditions of the PowerShares Letter.

⁵ See Letter from Michele M. Anderson, Chief, Office of Mergers and Acquisitions, to Suzanne M. Russell (Jan. 8, 2014) (the "First Trust January 2014 Letter"); Letter from Michele M. Anderson, Chief, Office of Mergers and Acquisitions, to W. John McGuire, Esq. (July 3, 2013) (the "State Street July 2013 Letter");

national securities exchange and satisfy specified conditions.⁶ On April 16, 2013 and February 19, 2014, the Staff granted relief with respect to Rule 14e-5 under the Exchange Act to actively-managed ETFs that would be listed on NYSE Arca, Inc. (the “iShares Actively-Managed ETF Letters”).⁷ Similar to the funds in the iShares Actively-Managed ETF Letters, the Fund’s portfolios will be fully transparent and permit arbitrage activity and will in all material respects operate in a similar manner as index-based ETFs other than being actively managed.⁸ The relief requested by the Trust is substantially similar to the relief granted in the iShares Actively-Managed ETF Letters; therefore, the Trust does not believe that the relief requested raises any significant new regulatory issues.

I. The Parties

Letter from Michele M. Anderson, Chief, Office of Mergers and Acquisitions, to W. John McGuire, Esq. (Nov. 13, 2012) (the “State Street November 2012 Letter”); Letter from Michele M. Anderson, Chief, Office of Mergers and Acquisitions, to Suzanne M. Russell, Esq. (June 21, 2012) (the “First Trust June 2012 Letter”); Letter from Josephine J. Tao to Grail Advisors ETF Trust (May 6, 2009) (the “Grail Letter”); Letter from Josephine Tao to WisdomTree Trust (May 9, 2008) (the “WisdomTree Letter”); Letter from James A. Brigagliano to PowerShares Actively Managed Exchange-Traded Fund Trust (Apr. 4, 2008). In the WisdomTree Letter, the Staff stated that it has repeatedly expressed its views on Exchange Act Section 11(d)(1) and Exchange Act Rules 10b-10, 11d1-2, 15c1-5 and 15c1-6 with respect to ETFs that are not tied to an index and that could not satisfy all of the conditions of the class relief relating to such provisions (see footnote 6 below). The Staff stated that it therefore would not respond to requests for relief from those provisions relating to ETFs that are not managed to track a particular index unless they present novel or unusual issues. Because the Trust does not believe that the creation, redemption, listing or trading of Shares should present any novel or unusual issues, the Trust does not request relief from Section 11(d)(1) or Rules 10b-10, 11d1-2, 15c1-5 or 15c1-6.

⁶ The Commission has granted class relief with respect to Section 11(d)(1) of the Exchange Act and Rules 10b-10, 11d1-2, 15c1-5 and 15c1-6 thereunder to certain “Qualifying ETFs.” See Letter from Catherine McGuire, Chief Counsel, Division of Market Regulation, to the Securities Industry Association (Nov. 21, 2005). The Fund meets the requirements of “Qualifying ETFs” under the aforementioned letter and is relying on the letter with respect to these provisions. Moreover, the Trust notes that the Commission has issued an order granting a limited exemption from Rule 10b-17 under the Exchange Act to any issuer of an actively managed ETF. See Exchange Act Release No. 67,215 (Jun. 19, 2012).

⁷ See Letter from Michele M. Anderson, Chief, Office of Mergers and Acquisitions, to Benjamin J. Haskin, Esq. (April 16, 2013) and Letter from Michele M. Anderson, Chief, Office of Mergers and Acquisitions, to Benjamin Haskin, Esq. (Feb. 19, 2014).

⁸ In the same manner as the funds in the iShares Actively-Managed ETF Letters, the Fund will disclose on its website the identities and quantities of the securities and assets, i.e., portfolio securities, held by the Fund that will form the basis for its calculation of the net asset value (“NAV”) at the end of the business day (a day the Exchange is open for business). In addition, the sum of the current value of the portfolio securities to be used in calculating the NAV at the end of the business day will be disseminated every 15 seconds throughout the trading day through the facilities of the Consolidated Tape Association (“CTA”) on a per Share basis. In addition to the purchase and redemption features of the Creation Units, which are described below, the Shares will also be listed and traded on the Exchange, providing investors in Shares with intraday liquidity and potential arbitrage opportunities. Potential arbitrage opportunities will be facilitated by the transparency of the Fund’s portfolios, the CTA data, and the liquidity/accessibility of the portfolio securities. See Letter from W. John McGuire, Esq. to Michele M. Anderson, Chief, Office of Mergers and Acquisitions at 4-5 (July 9, 2013).

A. The Fund

The Fund is a separate investment portfolio of the Trust. The investment objective of the Fund is to seek total return by providing investors with broad commodity exposure. The Fund's investment objective is not a fundamental policy and can be changed by the board of trustees of the Trust (the "Board") without shareholder approval.

The Fund expects to gain exposure to Commodity-Linked Investments by investing up to twenty-five percent of its total assets in a wholly-owned subsidiary in the Cayman Islands, which has the same investment objective as the Fund. Commodity-Linked Investments include the twenty-two futures contracts that comprise the S&P GSCI Index and index futures linked to commodities, although the Fund is not obligated to invest in those futures products and does not seek to track the performance of that index or of any other index.

Both the Fund and its subsidiary are managed by BlackRock Fund Advisors ("BFA"). BFA exercises its discretion to determine how to allocate assets held by the Fund between the Commodity-Linked Investments and Commodity-Related Securities portions of the Fund's portfolio. In determining allocations, BFA will consider the following: (i) the results of proprietary quantitative models developed by BFA, (ii) the performance of index benchmarks for the Commodity-Linked Investments and Commodity-Related Securities relative to each other, (iii) relative price differentials for a range of commodity futures for current delivery as compared to similar commodity futures for futures delivery, and (iv) other market conditions.

B. The Adviser

BFA has overall responsibility for the general management and administration of the Fund, including investment of the Fund's assets. BFA is registered as an investment adviser under the Investment Advisers Act of 1940 (the "Advisers Act"). BFA provides an investment program for the Fund and manages the investment of the Fund's assets. In seeking to achieve the Fund's investment objective, BFA uses a team of portfolio managers, investment strategists and other investment specialists. BFA's management and administration of the Fund is subject to the oversight of the Boards. BFA uses proprietary models to try to achieve the Fund's investment objective.⁹

Under the investment advisory agreements between BFA and the Trust (entered into on behalf of the Fund), BFA is responsible for substantially all expenses of the Fund other than interest expense, taxes, brokerage expenses, future distribution fees or expenses and extraordinary expenses.

⁹ BlackRock International Limited is the Fund's sub-adviser.

C. The Distributor

BlackRock Investments, LLC (the “Distributor”), a broker-dealer registered with the Commission under the Exchange Act, will act on an agency basis and will be the Fund’s “principal underwriter,” as defined in Section 2(a)(29) of the 1940 Act. The Trust issues and sells Shares only in Creation Units on a continuous basis through the Distributor at their net asset value (“NAV”) next determined after receipt of an order in proper form. The Distributor will not maintain a secondary market in the Shares. The Distributor may enter into selected dealer agreements with other broker-dealers or other qualified financial institutions for the sale of Creation Units of Shares (“Soliciting Dealers”). Such Soliciting Dealers may also be participants in the Depository Trust Company (“DTC”).

II. Creation and Redemption of Shares

A. Method of Purchase and Creation of Shares

The Fund generally offers Creation Units for a combination of cash and securities. The consideration for purchase of Creation Units of the Shares generally consists of the in-kind deposit of a designated portfolio of Commodity-Related Securities (including any portion of those securities for which cash may be substituted) (*i.e.*, the “Deposit Securities”), and the “Cash Component,” as described below. Together, the Deposit Securities and the Cash Component constitute the “Fund Deposit,” which represents the minimum initial and subsequent investment amount for a Creation Unit of the Fund.

The Cash Component is an amount equal to the difference between the NAV of the Creation Unit and the “Deposit Amount,” which is an amount equal to the market value of the Deposit Securities. The function of the Cash Component is to compensate for any differences between the NAV per Creation Unit and the Deposit Amount, including the purchase price of the Commodity-Linked Investments held by the Fund.

BFA, through the National Securities Clearing Corporation (“NSCC”), makes available on each business day, before the opening of business on the Exchange, the identity and required number of shares of each Deposit Security. To be eligible to place orders with the Distributor and to create a Creation Unit of the Fund, an entity must be: (i) a “Participating Party,” *i.e.*, a broker-dealer or other participant in the clearing process through the Continuous Net Settlement System of the NSCC, (ii) a clearing agency that is registered with the Commission, or (iii) a DTC Participant, and must have executed an agreement with the Distributor with respect to creations and redemptions of Creation Units (“Participant Agreement”). A Participating Party that has executed a Participant Agreement is referred to as an “Authorized Participant.”

All creation orders must be placed for one or more Creation Units by or through an Authorized Participant and must be received by the Distributor in proper form no later

than the time specified in the Fund's prospectus on any business day in order for the purchase to be effected based on the NAV of the Shares as next determined on such date.

B. Redemption of Shares in Creation Units

Shares may be redeemed only in Creation Units at their NAV next determined after receipt of a redemption request in proper form by the Fund. Orders to redeem Creation Units must be delivered by or through an Authorized Participant. The Fund will not normally redeem Shares in aggregations less than Creation Units. Beneficial owners must accumulate enough Shares in the secondary market to constitute a Creation Unit in order to be eligible to have such Shares redeemed by the Trust.

BFA and the Distributor make available through NSCC, immediately prior to the opening of business on the Exchange (normally 9:30 a.m., Eastern time) on each business day, the identity and number of Commodity-Related Securities that will be applicable (subject to possible amendment or correction) to redemption requests received in proper form on that day ("Fund Securities"). Fund Securities received on redemption may not be identical to Deposit Securities that are applicable to purchases of Creation Units.

Unless cash redemptions are available or specified for the Fund, the redemption proceeds for a Creation Unit generally consist of Fund Securities plus cash in an amount equal to the difference between the NAV of the Creation Unit, as next determined after receipt of a request in proper form, and the value of the Fund Securities (such difference, the "Cash Redemption Amount," which will include cash equal to the market value of the Commodity-Linked Investments underlying such Creation Unit), less the redemption transaction fee or any additional fee described in the Fund's registration statement. If the Fund Securities have a value greater than the NAV of the Creation Unit, a compensating cash payment equal to such difference is required to be made by or through an Authorized Participant by the redeeming shareholder.

III. Requests for Relief

The Trust requests relief from Rule 14e-5 under the Exchange Act.¹⁰ Rule 14e-5 prohibits a person who makes a cash tender offer or exchange offer for any equity security from directly or indirectly purchasing such security (or a security immediately convertible into, exchangeable for or exercisable into such security (a "related security")) otherwise than pursuant to such tender offer or exchange offer. Rule 14e-5's definition of "covered person" also includes the dealer-manager of a tender or exchange offer for an equity security in which the Fund invests and its affiliates and any adviser to the offeror, its affiliates, the dealer-manager or its affiliates whose compensation is dependent on completion of the tender or exchange offer (each, a "Market Participant Covered Person").

¹⁰ 17 CFR 240.14e-5 (2011).

The Trust respectfully requests that the Commission or Staff grant an exemption from Rule 14e-5 to permit any person (including a member or member organization of the Exchange or other market) acting as a Market Participant Covered Person in connection with a tender or exchange offer for any security that is part of a group of securities that is received by the Fund when it issues a Creation Unit, i.e., Deposit Securities, or part of the group of securities that the Fund distributes when it redeems a Creation Unit, i.e., Fund Securities, during the existence of such offer, to: (1) redeem Shares in Creation Unit size aggregations to the Fund for Fund Securities that may include a security subject to the tender or exchange offer or a related security or shares of another ETF holding such security or related security (collectively, "Subject Securities"); and (2) engage in secondary market transactions in Shares during such offer. In no case would redemptions of Shares or secondary market transactions by Market Participant Covered Persons be effected for the purpose of facilitating a tender offer. Accordingly, purchases and redemptions of Shares in the circumstances described would not appear to result in the abuses at which Rule 14e-5 is directed.

In addition, the Trust requests exemptive relief in connection with purchases of Creation Units of the Fund's Shares by a broker-dealer (including a member or member organization of the Exchange or other market) acting as a Market Participant Covered Person in connection with a tender offer or exchange offer for Subject Securities in which the Fund invests to purchase in the secondary market, as part of such broker-dealer's purchase of the basket of Deposit Securities. The Trust acknowledges that Rule 14e-5(b)(5) provides an exception to the prohibition for purchases or arrangements to purchase a basket of securities containing a Subject Security if: (i) the purchase or arrangement is made in the ordinary course of business and not to facilitate the tender offer; (ii) the basket contains 20 or more securities; and (iii) covered securities and related securities do not comprise more than 5% of the value of the basket (the "Basket Exception").

The Market Participant Covered Persons will comply with the initial condition of the Basket Exception. As indicated by the Commission in the release adopting Rule 14e-5,¹¹ transactions in baskets in accordance with the Basket Exception provide little opportunity for a Market Participant Covered Person to facilitate an offer¹² or for a security holder to exact a premium from the offeror. The purchase and redemption of ETF creation units typically involve baskets of securities, and broker-dealers acting as Market Participant Covered Persons for securities in which the Fund invests may be able to rely on the Basket Exception in purchasing Creation Units of the Fund's Shares. From time to time, however, a change in the composition of the portfolio securities of the Fund may result in a change in a basket that has been established for purposes of purchasing its

¹¹ See Exchange Act Release No. 42,055 (Oct. 22, 1999) (the "Rule 14e-5 Adopting Release").

¹² As discussed in the Rule 14e-5 Adopting Release, "facilitation of an offer" includes purchases intended to bid up the market price of the covered or related security, and includes buying a basket to strip out the covered security in an effort to get the offeror the number of shares it is seeking.

Creation Units. As a consequence, a basket could contain less than 20 securities and/or covered securities and related securities could comprise more than 5% of the value of a basket. For example, a liquidation of the issuer of one of the securities or a merger involving the acquisition of the issuer of one of the securities could cause the number of securities in a basket to fall below 20 and/or could cause covered securities and related securities to comprise more than 5% of the value of a basket. Additionally, as a result of fluctuations in the market value of the securities held in a basket, covered securities and related securities could, at times, comprise more than 5% of the value of a basket. This would result in the unavailability of the Basket Exception for a broker-dealer acting as a Market Participant Covered Person in connection with a tender or exchange offer for Subject Securities in which the Fund invests.

In addition, application of Rule 14e-5's prohibition would impede the valid and useful market and arbitrage activity that would assist secondary market trading and improve Share pricing efficiency. For example, an Authorized Participant may sell portions of Shares of Creation Units to investors and hold the remaining Shares in inventory, believing a market demand exists for the Shares. While holding the remaining Shares, the Authorized Participant may wish to short the portfolio securities of the Fund in order to hedge its exposure. When the Authorized Participant subsequently purchases portfolio securities to cover its short sales, it may operate outside of the prohibition of Rule 14e-5.

In order to address situations (including but not limited to the foregoing examples) where a basket contains less than 20 securities and/or covered securities and related securities comprise more than 5% of the value of a basket, the Trust respectfully requests exemptive relief under Rule 14e-5 if a broker-dealer (including a member or member organization of the Exchange or other market) acting as a Market Participant Covered Person in connection with a tender or exchange offer for any Subject Securities in which the Fund invests purchases such Subject Securities in the secondary market for the purpose of tendering such Subject Securities to purchase one or more Creation Units of the Fund's Shares, if such purchases are in the ordinary course of business and are not effected for the purpose of facilitating such tender or exchange offer. Relief would be necessary in order to permit such broker-dealers to effect purchases of Creation Units of the Fund's Shares under such circumstances given that the Basket Exception would not be available. This extension of the Basket Exception is similar to the relief granted in the iShares Actively-Managed ETF Letters and remains consistent with the rationale underlying the adoption of the Basket Exception. Similarly, we note, in particular, that purchases would be in the ordinary course of business and would not be effected for the purpose of facilitating a tender offer and therefore would not appear to result in the abuses at which Rule 14e-5 is directed. Further, we note that the Commission has also previously granted similar relief to actively managed ETFs¹³ and index-based ETFs.¹⁴

¹³ See iShares Actively-Managed ETF Letters; First Trust January 2014 Letter; Letter from Michele M. Anderson, Chief, Office of Mergers and Acquisitions, to W. John McGuire, Esq. (July 11, 2013); State Street July 2013 Letter; State Street November 2012 Letter; First Trust June 2012 Letter; Grail Letter;

The Trust understands that, except as permitted by the relief from Rule 14e-5 requested herein, any person acting as a Market Participant Covered Person is required to comply with the requirements of Rule 14e-5.

IV. Conclusion

Based on the foregoing, we respectfully request that the Commission or Staff grant the relief requested herein for the time period commencing at announcement of the tender offer or exchange offer and ending upon termination of such offer. The form of relief requested is substantially similar to those actions that the Commission and the Staff have taken in similar circumstances. Should you have any questions, please call me at (202) 303-1124.

Sincerely,



Benjamin J. Haskin

cc: Ed Baer, Managing Director, BlackRock
Deepa Damre, Managing Director, BlackRock
Josh Banerje, Vice President, BlackRock
Margery Neale, Willkie, Farr & Gallagher LLP

Letter from James A. Brigagliano to PowerShares Actively Managed Exchange-Traded Fund Trust (Apr. 4, 2008).

¹⁴ See PowerShares Letter. The adjustments to the basket of an indexed-based ETF would occur as a result of a change in the composition of the relevant index.