

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940
Release No. 27768 / March 21, 2007

In the Matter of	:
	:
BLDRS INDEX FUNDS TRUST	:
c/o PowerShares Capital Management LLC	:
301 West Roosevelt Road	:
Wheaton, Illinois 60187	:
	:
POWERSHARES CAPITAL MANAGEMENT LLC	:
301 West Roosevelt Road	:
Wheaton, Illinois 60187	:
	:
ALPS DISTRIBUTORS, INC.	:
1625 Broadway, Suite 2200	:
Denver, Colorado 80202	:
	:
(812-13344)	:

ORDER UNDER SECTIONS 6(c) AND 17(b) OF THE INVESTMENT COMPANY
ACT OF 1940 AND UNDER SECTION 17(d) OF THE ACT AND RULE 17d-1
UNDER THE ACT PERMITTING CERTAIN JOINT TRANSACTIONS

BLDRS Index Funds Trust (“Fund”), PowerShares Capital Management LLC (“Sponsor”) and ALPS Distributors, Inc. filed an application on November 20, 2006 and an amendment to the application on March 12, 2007 requesting an order under sections 6(c) of the Investment Company Act of 1940 (“Act”) for an exemption from sections 2(a)(32), 4(2), 22(d), 24(d) and 26(a)(2)(C) of the Act and rule 22c-1 under the Act; under sections 6(c) and 17(b) of the Act for an exemption from sections 17(a)(1) and (a)(2) of the Act; and under section 17(d) of the Act and rule 17d-1 under the Act to permit certain joint transactions.

The order would permit (a) the Fund, a unit investment trust with multiple series (each, a “Trust”) whose portfolios will consist of the component stocks of various specified indices (“Benchmark Indices”), to issue shares (“Trust Shares”) that are only

redeemable in large aggregations; (b) secondary market transactions in Trust Shares to occur at negotiated prices; (c) dealers to sell Trust Shares to purchasers in the secondary market unaccompanied by a prospectus when prospectus delivery is not required by the Securities Act of 1933 (“Securities Act”); (d) the Trusts, rather than the Sponsor, to bear certain expenses associated with the maintenance of the Trusts; (e) certain affiliated persons of the Trusts to deposit securities into, and receive securities from, the Trusts in connection with the purchase and redemption of Trust Shares; and (f) the Trusts to reimburse the Sponsor for payment of an annual licensing fee to the provider of the Benchmark Indices.

On February 28, 2007, a notice of the filing of the application was issued (Investment Company Act Release No. 27745). The notice gave interested persons an opportunity to request a hearing and stated that an order disposing of the application would be issued unless a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis of the information set forth in the application, as amended, that granting the requested exemptions is appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

In addition, it is found that the terms of the proposed transactions, including the consideration to be paid or received, are reasonable and fair and do not involve overreaching on the part of any person concerned, and that the proposed transactions are consistent with the policy of each registered investment company concerned and with the general purposes of the Act.

It is also found that participation by the Trusts in the proposed transactions will not be on a basis different from or less advantageous than that of the other participants.

Accordingly,

IT IS ORDERED, in the matter of BLDRS Index Funds Trust, et al. (File No. 812-13344) under section 6(c) of the Act, that the requested exemption from sections 2(a)(32), 4(2), 22(d), 24(d) and 26(a)(2)(C) of the Act and rule 22c-1 under the Act is granted, effective immediately, subject to the conditions contained in the application, as amended.

IT IS FURTHER ORDERED, in the matter of BLDRS Index Funds Trust, et al. (File No. 812-13344) under sections 6(c) and 17(b) of the Act, that the requested exemption from sections 17(a)(1) and 17(a)(2) of the Act is granted, effective immediately, subject to the conditions contained in the application, as amended.

IT IS FURTHER ORDERED, in the matter of BLDRS Index Funds Trust, et al. (File No. 812-13344) under section 17(d) of the Act and rule 17d-1 under the Act, that the application to permit certain joint transactions in accordance with section 17(d) and rule 17d-1 is hereby granted, effective immediately, subject to the conditions contained in the application, as amended.

The exemption from section 24(d) of the Act does not affect a purchaser's rights under the civil liability and anti-fraud provisions of the Securities Act. Thus, rights under section 11 and section 12(a)(2) of the Securities Act extend to all purchasers who can trace their securities to a registration statement filed with the Commission, whether or not they were delivered a prospectus in connection with their purchase.

For the Commission, by the Division of Investment Management, under delegated authority.

Florence E. Harmon
Deputy Secretary