

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 28411; 812-13491]

Invesco PowerShares Capital Management LLC, et al.; Notice of Application

September 29, 2008

Agency: Securities and Exchange Commission (“Commission”).

Action: Notice of an application to amend a prior order under section 6(c) of the Investment Company Act of 1940 (“Act”) for an exemption from sections 2(a)(32), 5(a)(1), 22(d) and 22(e) of the Act and rule 22c-1 under the Act, and under sections 6(c) and 17(b) of the Act for an exemption from sections 17(a)(1) and (a)(2) of the Act.

Summary of Application: Applicants request an order to amend a prior order (“Prior Order”)¹ that permits (a) open-end management investment companies whose portfolio securities include equity and/or fixed-income securities of U.S. issuers to issue shares (“Shares”) that can be redeemed only in large aggregations (“Creation Units”); (b) secondary market transactions in Shares to occur at negotiated prices; (c) certain affiliated persons of the series to deposit securities into, and receive securities from, the series in connection with the purchase and redemption of Creation Units; and (d) certain registered management investment companies and unit investment trusts outside of the same group of investment companies as the series to acquire Shares. Applicants seek to amend the Prior Order in order to offer two new series (the “Additional Funds”) and future series (“Future Foreign Funds,” together with the Additional Funds, the “Foreign Funds”) investing in foreign equity and fixed-income securities.

¹ PowerShares Capital Management, et al., Investment Company Act Release Nos. 28140 (Feb. 1, 2008) (notice) and 28171 (Feb. 27, 2008) (order).

Applicants: Invesco PowerShares Capital Management LLC, formerly known as PowerShares Capital Management LLC (the “Adviser”), Invesco Aim Distributors, Inc., formerly known as AIM Distributors, Inc. (the “Distributor”), and PowerShares Actively Managed Exchange-Traded Fund Trust (the “Trust”).

Filing Dates: The application was filed on February 12, 2008, and amended on July 22, 2008.

Applicants have agreed to file an amendment during the notice period, the substance of which is reflected in this notice.

Hearing or Notification of Hearing: An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission’s Secretary and serving applicants with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on October 24, 2008, and should be accompanied by proof of service on applicants, in the form of an affidavit, or for lawyers, a certificate of service. Hearing requests should state the nature of the writer’s interest, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by writing to the Commission’s Secretary.

Addresses: Secretary, U.S. Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090; Applicants: Adviser and Trust, 301 West Roosevelt Road, Wheaton, Illinois 60187, and Distributor, 11 Greenway Plaza, Houston, Texas 77046-1173

For Further Information Contact: Jaea F. Hahn, Senior Counsel, at (202) 551-6870, or Marilyn Mann, Branch Chief, at (202) 551-6821 (Division of Investment Management, Office of Investment Company Regulation).

Supplementary Information: The following is a summary of the application. The complete application may be obtained for a fee at the Public Reference Room, U.S. Securities and

Exchange Commission, 100 F Street, NE, Washington DC 20549-1520 (telephone (202) 551-5850).

Applicants' Representations:

1. The Trust is an open-end management investment company registered under the Act and organized as a Delaware business trust. The Trust currently offers four series under the Prior Order (the "Initial Funds," together with the Foreign Funds, the "Funds").² The Adviser, which is registered as an investment adviser under the Investment Advisers Act of 1940 ("Advisers Act"), or an entity controlling, controlled by or under common control with the Adviser (included in the term "Adviser"), will serve as investment adviser to each Fund. The Adviser may in the future retain one or more sub-advisers ("Sub-Advisers") to manage particular Funds' portfolios. Any Sub-Adviser will be registered under the Advisers Act. The Distributor, a broker-dealer registered under the Securities Exchange Act of 1934 ("Exchange Act"), serves as the principal underwriter and distributor for the Funds.

2. The Trust is currently permitted to offer actively-managed exchange-traded funds investing in U.S. equity and fixed-income securities in reliance on the Prior Order. Applicants seek to amend the Prior Order to permit the Trusts to offer Foreign Funds that will invest in foreign equity and fixed-income securities.³

3. Applicants state that all discussions contained in the application for the Prior Order are equally applicable to the Foreign Funds, except as specifically noted by applicants (as summarized in this notice). Applicants assert that the Foreign Funds will operate in a manner

² The Initial Funds are the PowerShares Active AlphaQ Portfolio, PowerShares Active Alpha Multi-Cap Portfolio, PowerShares Active Mega-Cap Portfolio and PowerShares Active Low Duration Portfolio.

identical to the Initial Funds and will comply with all of the terms, provisions and conditions of the Prior Order, as amended by the present application. Applicants believe that the requested relief meets the necessary exemptive standards.

Applicants' Legal Analysis

1. In connection with applicants' request for relief to permit the operations of Foreign Funds, applicants seek to amend the Prior Order to add relief from section 22(e) of the Act. Section 22(e) generally prohibits a registered investment company from suspending the right of redemption or postponing the date of payment of redemption proceeds for more than seven days after the tender of a security for redemption. Applicants state that the settlement of redemptions for the Foreign Funds is contingent not only on the settlement cycle of the markets in the United States, but also on currently practicable delivery cycles in local markets for the foreign securities held by the Foreign Funds. Applicants state that local market delivery cycles for transferring certain foreign securities to investors redeeming Creation Units, together with local market holiday schedules, will under certain circumstances require a delivery process in excess of seven calendar days for the Foreign Funds. Applicants request relief under section 6(c) of the Act from section 22(e) in such circumstances to allow the Foreign Funds to pay redemption proceeds up to 14 calendar days after the tender of any Creation Unit for redemption. Except as disclosed in the Foreign Fund's prospectus or statement of additional information ("SAI"), applicants expect that each Foreign Fund will be able to deliver redemption proceeds

³ The Additional Funds consist of the PowerShares Active International Equity Portfolio which will invest in equity securities of foreign issuers, and the PowerShares Active Sovereign Debt Portfolio which will invest in foreign government debt securities.

within seven days.⁴ With respect to Future Foreign Funds, applicants seek the same relief from section 22(e) only to the extent that circumstances similar to those described in the application exist.

2. Applicants state that section 22(e) was designed to prevent unreasonable, undisclosed and unforeseen delays in the payment of redemption proceeds. Applicants assert that the requested relief will not lead to the problems that section 22(e) was designed to prevent. Applicants state that the SAI for each Foreign Fund will disclose those local holidays (over the period of at least one year following the date of the SAI), if any, that are expected to prevent the delivery of redemption proceeds in seven calendar days, and the maximum number of days needed to deliver the proceeds for the relevant Foreign Fund. Applicants are not seeking relief from section 22(e) of the Act with respect to Foreign Funds that do not effect creations and redemptions of Creation Units in-kind.

Applicants' Conditions:

Applicants agree that any order granting the requested relief will be subject to the same conditions as the Prior Order.

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

Florence E. Harmon
Acting Secretary

⁴ Rule 15c6-1 under the Exchange Act requires that most securities transactions be settled within three business days of the trade. Applicants acknowledge that no relief obtained from the requirements of section 22(e) will affect any obligations applicants may have under rule 15c6-1.