

UNITED STATES OF AMERICA  
BEFORE THE  
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940  
Release No. 27753 / March 20, 2007

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In the Matter of	:
	:
NASDAQ-100 TRUST, SERIES 1	:
c/o PowerShares Capital Management LLC	:
301 West Roosevelt Road	:
Wheaton, Illinois 60187	:
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POWERSHARES CAPITAL MANAGEMENT LLC	:
301 West Roosevelt Road	:
Wheaton, Illinois 60187	:
	:
ALPS DISTRIBUTORS, INC.	:
1625 Broadway, Suite 2200	:
Denver, Colorado 80202	:
	:
(812-13345)	:

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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

Nasdaq-100 Trust, Series 1 (“Trust”), PowerShares Capital Management LLC (“Sponsor”) and ALPS Distributors, Inc. filed an application on November 20, 2006 and amendments to the application on March 12 and 15, 2007 requesting an order under section 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 Trust, a unit investment trust whose portfolio will consist of the component stocks of the Nasdaq-100 Index, to issue shares (“Nasdaq-100

Shares”) that are only redeemable in large aggregations; (b) secondary market transactions in Nasdaq-100 Shares to occur at negotiated prices; (c) dealers to sell Nasdaq-100 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 Trust, rather than the Sponsor, to bear certain expenses associated with the maintenance of the Trust; (e) certain affiliated persons of the Trust to deposit securities into, and receive securities from, the Trust in connection with the purchase and redemption of Nasdaq-100 Shares; and (f) the Trust to reimburse the Sponsor for payment of an annual licensing fee to The Nasdaq Stock Market, Inc.

On February 27, 2007, a notice of the filing of the application was issued (Investment Company Act Release No. 27740). 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 Trust 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 Nasdaq-100 Trust, Series 1, et al. (File No. 812-13345), 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 Nasdaq-100 Trust, Series 1, et al. (File No. 812-13345) 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 Nasdaq-100 Trust, Series 1, et al. (File No. 812-13345) 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