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UNIT
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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SECURITIES AND EXCHANGE COMMISSION
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02

**ANNUAL AUDITED REPORT
FORM X-17A-5
PART III**

SEC FILE NUMBER
8-67795

FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING 07/07/08 AND ENDING 12/31/08
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Barclays Global Investors
Fund Distribution Company
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)
400 Howard Street
(No. and Street)
San Francisco California 94105
(City) (State) (Zip Code)

OFFICIAL USE ONLY
FIRM I.D. NO.

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT
Louis Marikas (415) 597-2861
(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*
Pricewaterhouse Coopers LLP
(Name - if individual, state last, first, middle name)
3 Embarcadero Center San Francisco California 94111
(Address) (City) (State) (Zip Code)

CHECK ONE:

- Certified Public Accountant
- Public Accountant
- Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

OATH OR AFFIRMATION

I, Louis Marikas, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Barclays Global Investors Fund Distribution Company, as of December 31, 2008, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

Not Applicable

Marikas

Signature

Chief Financial Officer

Title

See attached

Notary Public

This report ** contains (check all applicable boxes):

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Changes in Financial Condition.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

Jurat with Affiant Statement

State of CALIFORNIA }
County of SAN FRANCISCO } SS.

If using an **Attached Document** (Notary needs to cross out lines 1-12). If using the **Statement Below** (Lines 1-12 to be completed only by document signer(s), **not the Notary**)

Markon

Signature of Document Signer No.1

Signature of Document Signer No.2

Subscribed and sworn to (or affirmed) before me on February 25, 2009

by _____ / _____
Name of Signer No. 1 Name of Signer No. 2 (If Any)

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.



This area for official notarial seal

WITNESS my hand and official seal.

Red Anaplan

Signature of Notary Public

Report of Independent Auditors

To the Board of Directors and Shareholder of
Barclays Global Investors Fund Distribution Company
(a wholly-owned subsidiary of Barclays Global Investors International, Inc.)

In our opinion, the accompanying statement of financial condition and the related statements of income, changes in shareholder's equity and cash flows present fairly, in all material respects, the financial position of Barclays Global Investors Fund Distribution Company (the "Company") at December 31, 2008, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit of these statements in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedules I and II is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PricewaterhouseCoopers LLP

February 25, 2009

Barclays Global Investors Fund Distribution Company
(a wholly-owned subsidiary of Barclays Global Investors International, Inc.)
Statement of Financial Condition
December 31, 2008

(in thousands of dollars)

Assets

Cash and cash equivalents	\$	77
Marketable securities, at fair value		4,800
Receivable from affiliates (Note 3)		69
Prepaid expenses and other assets		187
Deferred tax asset (Note 4)		17
Total assets	\$	<u>5,150</u>

Liabilities and shareholder's equity

Liabilities

Accounts payable and accrued liabilities	\$	44
Income tax payable (Note 4)		28
Total liabilities		<u>72</u>

Shareholder's equity

Common stock \$1 par value; 1,000 shares authorized; one share issued and outstanding		-
Additional paid-in capital		5,000
Retained earnings		78
Total shareholder's equity		<u>5,078</u>
Total liabilities and shareholder's equity	\$	<u>5,150</u>

The accompanying notes are an integral part of these financial statements.