

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940

Release No. 28171 / February 27, 2008

In the Matter of	:
	:
POWERSHARES CAPITAL MANAGEMENT LLC	:
POWERSHARES ACTIVELY MANAGED	:
EXCHANGE-TRADED FUND TRUST	:
301 West Roosevelt Road	:
Wheaton, Illinois 60187	:
	:
AER ADVISORS, INC.	:
30 Laurence Lane	:
Rye Beach, New Hampshire 03871	:
	:
AIM DISTRIBUTORS, INC.	:
11 Greenway Plaza	:
Houston, Texas 77046	:
	:
(812-13386)	:
	:

ORDER UNDER SECTIONS 6(c), 12(d)(1)(J) AND 17(b) OF THE INVESTMENT COMPANY ACT OF 1940

PowerShares Capital Management LLC, PowerShares Actively Managed Exchange-Traded Fund Trust, AIM Distributors, Inc., and AER Advisors, Inc. filed an application on May 18, 2007, and amendments to the application on November 9, 2007, November 16, 2007, November 30, 2007, December 20, 2007, and January 7, 2008, requesting an order under sections 6(c) and 17(b) of the Investment Company Act of 1940 (“Act”) for an exemption from sections 2(a)(32), 5(a)(1), and 22(d) of the Act and rule 22c-1 under the Act, under section 12(d)(1)(J) of the Act for an exemption from sections 12(d)(1)(A) and 12(d)(1)(B) of the Act, and under sections 6(c) and 17(b) of the Act for an exemption from sections 17(a)(1) and 17(a)(2) of the Act.

The order permits: (a) series of certain open-end management investment companies to issue shares redeemable in large aggregations only (“Creation Units”); (b) secondary market transactions in the shares of the series 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 of the series.

On February 1, 2008, a notice of the filing of the application was issued (Investment Company Act Release No. 28140). 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.

It is further 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.

Accordingly, in the matter of PowerShares Capital Management LLC, et al. (File No. 812-13386),

IT IS ORDERED, under section 6(c) of the Act, that the requested exemption from sections 2(a)(32), 5(a)(1), and 22(d) 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, under section 12(d)(1)(J) of the Act, that the requested exemption from sections 12(d)(1)(A) and 12(d)(1)(B) of the Act, is granted, effective immediately, subject to the conditions contained in the application, as amended.

IT IS FURTHER ORDERED, 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.

By the Commission.

Florence E. Harman
Deputy Secretary