Information Circular: ALPS ETF Trust

To: Head Traders, Technical Contacts, Compliance Officers, Heads of ETF Trading, Structured Products Traders

From: NASDAQ / BX / PHLX Listing Qualifications Department

Date: December 20, 2012

Exchange-Traded Fund	Symbol	CUSIP #
ALPS/GS Momentum Builder Growth Markets Equities and U.S. Treasuries Index ETF	GSGO	00162Q775
ALPS/GS Momentum Builder Multi-Asset Index ETF	GSMA	00162Q767
ALPS/GS Momentum Builder Asia ex-Japan Equities and U.S. Treasuries Index ETF	GSAX	00162Q759
ALPS/GS Risk-Adjusted Return U.S. Large Cap Index ETF	GSRA	00162Q742

Background Information on the Funds

The ALPS ETF Trust (the "Trust") is a management investment company registered under the Investment Company Act of 1940, as amended (the "1940 Act"). The Trust consists of several exchange-traded funds (each, a "Fund" and collectively, the "Funds"). This circular refers only to the Funds listed above. The shares of each of the Funds listed above are referred to herein as "Shares." ALPS Advisors, Inc (the "Adviser") is the investment adviser for the Funds.

GSGO seeks investment results that correspond generally, before fees and expenses, to the performance of the GS Momentum Builder Growth Markets Equities and U.S. Treasuries Index (the "Index").

The Fund is an index-based exchange traded fund ("ETF") that seeks investment results that correspond generally, before fees and expenses, to the performance of the Index. The Fund is a "fund of funds" as it principally invests its assets in the ETFs included in the Index ("Underlying ETFs"), instead of individual securities. The Underlying ETFs are also passively managed and seek investment results that correspond to their own indexes. The Underlying ETFs primarily invest in emerging markets equity securities and U.S. Treasury securities. The Fund will invest at least 80% of its total assets in securities of the Underlying ETFs that comprise the Index. The Fund is required to provide 60 days' notice to its shareholders prior to a change in this policy.

The Index is comprised of shares of ETFs whose underlying indexes track the equity markets of the following emerging market countries ("growth markets"): Brazil, Russia, India, China, Mexico, South Korea, Indonesia, and Turkey, as well as shares of ETFs whose underlying indexes track U.S. Treasury securities. Using a methodology (the

"Methodology") developed by Goldman, Sachs & Co. (the "Index Provider"), the Index seeks to provide exposure to price momentum of these equity emerging markets and U.S. Treasury securities by reflecting the combination of Underlying ETF weightings that would have provided the highest six-month historical return, subject to the constraints on maximum and minimum weights and volatility controls described below. The Index is rebalanced monthly, but may also be rebalanced as frequently as daily if the daily volatility control is triggered.

Two levels of volatility control are applied to the Index. The monthly volatility control is performed on each monthly rebalancing date so that the Index is rebalanced in a manner which sets a maximum limit on the annualized historic six-month "realized" volatility (as defined below) of any selected combination of ETF weights (such limit being a "Volatility Target"). The daily volatility control rebalances a portion or all of the current Index components into ETFs, which invest in short-term U.S. Treasury securities, in order to reduce volatility when the annualized historic three-month volatility of the current Index components exceeds a predetermined level (such level being the "Daily Volatility Control Level"). The Fund will rebalance its portfolio in accordance with any such Index rebalances. Accordingly, the Fund may invest up to 100% of its assets in such U.S. Treasury ETFs from time to time. Following any rebalance resulting from the Index components' volatility exceeding the Daily Volatility Control Level, the Index is rebalanced into its prior composition when the annualized historic three-month volatility of such composition declines below the Daily Volatility Control Level.

Realized volatility is an historical calculation of the degree of movement based on prices or values of an asset observed periodically in the market over a specific period. The realized volatility of an asset is characterized by the frequency of the observations of the asset price used in the calculation and the period over which observations are made. The Methodology utilizes six-month realized volatility with respect to each monthly rebalance of the Index, while the Daily Volatility Control Level utilizes three month realized volatility. In each case, realized volatility is calculated by Structured Solutions AG (the "Calculation Agent") from daily closing prices of the shares of the Underlying ETFs over the applicable period and then annualized.

The Adviser, using a replication strategy, generally invests in all of the Underlying ETFs comprising the Index in proportion to their weightings in the Index. However, under various circumstances, it may not be possible or practicable to purchase all of those Underlying ETFs in those weightings. In those circumstances, the Fund may purchase a sample of the Underlying ETFs in the Index. There may also be instances in which the Adviser may choose to overweight another Underlying ETF in the Index, purchase securities or ETFs not in the Index which Adviser believes are appropriate to substitute for certain Underlying ETFs in the Index or utilize various combinations of other available investment techniques in seeking to track the Index. The Fund may sell Underlying ETFs that are represented in the Index in anticipation of their removal from the Index or purchase Underlying ETFs not represented in the Index in anticipation of their addition to the Index.

GSMA seeks investment results that closely correspond generally, before fees and expenses, to the performance of the GS Momentum Builder Multi-Asset Index (the "Multi-Asset Index").

The Fund is an index-based exchange traded fund ("ETF") that seeks investment results that correspond generally, before fees and expenses, to the performance of the Multi-Index. The Fund is a fund of funds as it principally invests its assets in the ETFs included in the Index ("Underlying ETFs"), instead of individual securities. The Underlying ETFs are also passively managed and seek investment results that correspond to their own indexes (with the exception of one Underlying ETF which is actively managed). The Underlying ETFs invest across asset classes. The Underlying ETFs primarily invest in global equities, including emerging markets, as well as commodities, real estate and U.S. and international fixed income securities. The Fund will invest at least 80% of its total assets in securities of the Underlying ETFs that comprise the Multi-Asset Index. The Fund required to provide 60 days' notice to its shareholders prior to a change in this policy.

The Multi-Asset Index is comprised of shares of ETFs whose underlying indexes track U.S., international, developed and emerging equity markets, commodity markets, real estate markets and U.S. and international fixed income markets (The fixed income securities in which Underlying ETFs may invest include U.S. Treasury securities and investment grade, high yield, international and emerging market bonds, and may include bonds with a wide range of maturities (though typically not less than one year). Using a methodology (the "Methodology") developed by Goldman, Sachs & Co. (the "Index Provider"), the Multi-Asset Index seeks to provide exposure to price momentum of these markets and U.S. Treasury securities by reflecting the combination of Underlying ETF weightings that would have provided the highest six-month historical return, subject to the constraints on maximum and minimum weights and volatility controls described below. The Multi-Asset Index is rebalanced monthly, but may also be rebalanced as frequently as daily if the daily volatility control is triggered.

Two levels of volatility control are applied to the Multi-Asset Index. The monthly volatility control is performed on each monthly rebalancing date so that the Multi-Asset Index is rebalanced in a manner which sets a maximum limit on the annualized historic six-month "realized" volatility (as defined below) of any selected combination of ETF weights (such limit being a "Volatility Target"). The daily volatility control rebalances a portion or all of the current Index components into ETFs, which invest in short-term U.S. Treasury securities, in order to reduce volatility when the annualized historic three-month volatility of the current Index components exceeds a predetermined level (such level being the "Daily Volatility Control Level"). The Fund will rebalance its portfolio in accordance with any such Index rebalances. Accordingly, the Fund may invest up to 100% of its assets in such U.S. Treasury ETFs from time to time. Following any rebalance resulting from the Index components volatility exceeding the Daily Volatility Control Level, the Multi-Asset Index is rebalanced into its prior composition when the annualized historic three-month volatility of such composition declines below the Daily Volatility Control Level.

The iShares Core Short-Term U.S. Bond ETF (ISTB) seeks investment results that correspond generally to the price and yield performance, before fees and expenses, of the Barclays U.S. Government/Credit 1-5 Year Bond Index (the "Barclays Index").

The Adviser, using a replication strategy, generally invests in all of the Underlying ETFs comprising the Index in proportion to their weightings in the Multi-Asset Index. However, under various circumstances, it may not be possible or practicable to purchase all of those Underlying ETFs in those weightings. In those circumstances, the Fund may purchase a sample of the Underlying ETFs in the Multi-Asset Index. There may also be instances in which the Adviser may choose to overweight another Underlying ETF in the Multi-Asset Index, purchase securities or ETFs not in the Multi-Asset Index which the Adviser believes are appropriate to substitute for certain Underlying ETFs in the Multi-Asset Index or utilize various combinations of other available investment techniques, in seeking to track the Multi-Asset Index. The Fund may sell Underlying ETFs that are represented in the Multi-Asset Index in anticipation of their removal from the Multi-Asset

Index or purchase Underlying ETFs not represented in the Multi-Asset Index in anticipation of their addition to the Multi-Asset Index.

The Adviser seeks a correlation over time of 0.95 or better between the Fund's performance, before fees and expenses, and the performance of the Multi-Asset Index. A figure of 1.00 would represent perfect correlation.

GSAX seeks investment results that correspond generally, before fees and expenses, to the performance of the GS Momentum Builder Asia ex-Japan Equities and U.S. Treasuries Index (the "Asia Index").

The Fund is an index-based exchange traded fund ("ETF") that seeks investment results that correspond generally, before fees and expenses, to the performance of the Asia Index. The Fund is a fund of funds as it principally invests its assets in the ETFs included in the Asia Index ("Underlying ETFs"), instead of individual securities. The Underlying ETFs are also passively managed and seek investment results that correspond to their own indexes. The Underlying ETFs invest primarily in securities of equity markets in Asia (excluding Japan) and U.S. Treasury securities. The Fund will invest at least 80% of its total assets in securities of the Underlying ETFs that comprise the Asia Index. In addition, under normal circumstances, the Fund will invest at least 80% of its total assets in Underlying ETFs which invest in securities of equity markets in Asia (excluding Japan) and U.S. Treasury securities. The Fund is required to provide 60 days' notice to its shareholders prior to a change in either 80% investment policy.

The Asia Index is comprised of shares of ETFs whose underlying indexes track the equity markets of the following countries in Asia: India, China, Thailand, Taiwan, Hong Kong, Indonesia, Singapore, Malaysia, South Korea and Australia ("Asia ex-Japan markets"), as well as shares of ETFs whose underlying indexes track U.S. Treasury securities. Using a methodology (the "Methodology") developed by Goldman, Sachs & Co. (the "Index Provider"), the Asia Index seeks to provide exposure to price momentum of these equity markets and U.S. Treasury securities by reflecting the combination of Underlying ETF weightings that would have provided the highest six-month historical return, subject to the constraints on maximum and minimum weights and volatility controls described below. The Asia Index is rebalanced monthly, but may also be rebalanced as frequently as daily if the daily volatility control is triggered.

Two levels of volatility control are applied to the Asia Index. The monthly volatility control is performed on each monthly rebalancing date so that the Asia Index is rebalanced in a manner which sets a maximum limit on the annualized historic six-month "realized" volatility (as defined below) of any selected combination of ETF weights(such limit being a "Volatility Target"). The daily volatility control rebalances a portion or all of the current Index components into ETFs, which invest in short-term U.S. Treasury securities, in order to reduce volatility when the annualized historic three-month volatility of the current Asia Index components exceeds a predetermined level (such level being the "Daily Volatility Control Level"). The Fund will rebalance its portfolio in accordance with any such Asia Index rebalances. Accordingly, the Fund may invest up to 100% of its assets in such U.S. Treasury ETFs from time to time. Following any rebalance resulting from the Asia Index components' volatility exceeding the Daily Volatility Control Level, the Index is rebalanced into its prior composition when the annualized historic three-month volatility of such composition declines below the Daily Volatility Control Level.

The Adviser, using a replication strategy, generally invests in all of the Underlying ETFs comprising the Index in proportion to their weightings in the Asia Index. However, under various circumstances, it may not be possible or practicable to purchase all of those Underlying ETFs in those weightings. In those circumstances, the Fund may purchase a sample of the Underlying ETFs in the Asia Index. There may also be instances in which the Adviser may choose to overweight another Underlying ETF in the Asia Index, purchase securities or ETFs not in the Asia Index which the Adviser believes are appropriate to substitute for certain Underlying ETFs in the Asia Index or utilize various combinations of other available investment techniques, in seeking to track the Asia Index. The Fund may sell Underlying ETFs that are represented in the Asia Index in anticipation of their removal from the Asia Index or purchase Underlying ETFs not represented in the Asia Index in anticipation of their addition to the Asia Index.

The Adviser seeks a correlation over time of 0.95 or better between the Fund's performance, before fees and expenses, and the performance of the Asia Index. A figure of 1.00 would represent perfect correlation.

GSRA seeks investment results that correspond generally, before fees and expenses, to the performance of the GS Risk-Adjusted Return U.S. Large Cap Index (the "Large Cap Index").

The Fund is an index-based exchange traded fund ("ETF") that seeks investment results that closely correspond to the total return of the Index. The Index includes U.S. securities within the Russell 1000 Index selected in accordance with the proprietary methodology described below.

The Fund's investment adviser, ALPS Advisors, Inc. (the "Adviser"), uses a "passive" or indexing approach to try to achieve the Fund's investment objective. Unlike many other funds, the Fund does not try to "beat" the Large Cap Index it tracks and does not seek temporary defensive positions when markets decline or appear overvalued. The Fund will invest at least 80% of its total assets in the securities that comprise the Large Cap Index. The Fund is required to provide 60 days' notice to its shareholders prior to a change in this policy. The Fund's investment objective and the Large Cap Index which the Fund seeks to track may be changed without shareholder approval.

The Large Cap Index is designed to reflect the performance of a hypothetical portfolio of U.S. stocks that are anticipated to have the highest risk-adjusted returns based on a methodology (the "Methodology") developed by Goldman, Sachs & Co. (the "Index Provider"). The Methodology selects a target of 50 stocks for inclusion in the Large Cap Index from a subset of U.S. equity securities within the Russell 1000 Index that meet the minimum analysts coverage, liquidity and market capitalization requirements set forth below. The Russell 1000 Index measures the performance of the large-cap segment of the U.S. equity universe. It is a subset of the Russell 3000 Index and includes approximately 1000 of the largest capitalization securities in such index.

The Methodology classifies the stocks by sector, then sorts by the highest risk adjusted returns within each sector. Risk-adjusted returns are based on I/B/E/S (Institutional Brokers' Estimate System) consensus 12-month target prices adjusted by their six month "realized" volatility (as defined below). All stocks are equally weighted and the number of stocks from each sector is determined by sector weightings using a risk-parity approach. Under this approach, the volatility of each sector is computed based on realized six-month volatility and sectors with relatively high realized volatility contribute proportionately fewer securities while sectors with relatively low realized volatility contribute proportionately more securities. The Large Cap Index is rebalanced semiannually.

For more information regarding each Fund's investment strategy, please read the prospectus for the Funds.

As described more fully in the Trust's prospectus and Statement of Additional Information ("SAI"), the Funds issue and redeem Shares at net asset value ("NAV") only in large blocks of 50,000 Shares (each block of Shares called a "Creation Unit"), or multiples thereof. As a practical matter, only broker-dealers or large institutional investors with creation and redemption agreements (called Authorized Participants) can purchase or redeem these Creation Units. Except when aggregated in Creation Units, the Shares may not be redeemed with the Funds.

Shares are held in book-entry form, which means that no Share certificates are issued. The Depository Trust Company or its nominee is the record owner of all outstanding Shares of the Funds and is recognized as the owner of all Shares for all purposes.

The NAV per Share for each Fund is computed by dividing the value of the net assets of the Fund (i.e., the value of its total assets less total liabilities) by the total number of Shares outstanding. Expenses and fees are accrued daily and taken into account for purposes of determining NAV. The NAV of each Fund is determined each business day after the close of trading (ordinarily 4:00 p.m., Eastern Time or "ET") of the New York Stock Exchange. Any assets or liabilities denominated in currencies other than the U.S. dollar are converted into U.S. dollars at the current market rates on the date of valuation as quoted by one or more sources.

The registration statement for the Funds describes the various fees and expenses for the Funds' Shares. For a more complete description of the Funds and the underlying indexes, visit the Funds' website at www.alpsfunds.com.

Purchases and Redemptions in Creation Unit Size

NASDAQ members, BX members and PHLX members and member organizations are hereby informed that procedures for purchases and redemptions of Shares in Creation Unit Size are described in the Trust's prospectus and Statement of Additional Information and that Shares are not individually redeemable but are redeemable only in Creation Unit Size aggregations or multiples thereof.

Principal Risks

Interested persons are referred to the discussion in the prospectus for the Funds of the principal risks of an investment in the Funds. These include tracking error risk (factors causing a Fund's performance to not match the performance of its underlying index), market trading risk (for example, trading halts, trading above or below net asset value), investment style risk, sector risk, investment approach risk, non-diversification risk, issuer-specific risk, management risk and fixed income risk and foreign securities risk.

Exchange Rules Applicable to Trading in the Shares

Trading in the Shares on NASDAQ is on a UTP basis and is subject to NASDAQ equity trading rules. Trading of the Shares on BX is on a UTP basis and is subject to BX equity trading rules. Trading of the Shares on PHLX's PSX system is on a UTP basis and is subject to PHLX rules.

Trading Hours

The values of each index underlying the Shares are disseminated to data vendors every 15 seconds. The Shares will trade on NASDAQ between 7:00 a.m. and 8:00 p.m. ET. The Shares will trade on BX between 8:00 a.m. and 7:00 p.m. ET. The Shares will trade on PSX between 9:00 a.m. and 5:00 p.m. ET. For trading during each market's pre-market and post-market sessions, market participants should note that additional risks may exist with respect to trading the Funds during these sessions, when the underlying index's values, intraday indicative value, or similar value may not be disseminated or calculated.

Dissemination of Fund Data

The Consolidated Tape Association will disseminate real time trade and quote information for the Funds to Tape B.

Fund Name	Listing Market	Trading Symbol	IOPV Symbol	NAV Symbol
ALPS/GS Momentum Builder Growth Markets Equities and U.S. Treasuries Index ETF	NYSE Arca	GSGO	GSGO.IV	GSGO.NV
ALPS/GS Momentum Builder Multi-Asset Index ETF	NYSE Arca	GSMA	GSMA.IV	GSMA.NV
ALPS/GS Momentum Builder Asia ex-Japan Equities and U.S. Treasuries Index ETF	NYSE Arca	GSAX	GSAX.IV	GSAX.NV
ALPS/GS Risk-Adjusted Return U.S. Large Cap Index ETF	NYSE Arca	GSRA	GSRA.IV	GSRA.NV

Suitability

Trading in the Shares on NASDAQ will be subject to the provisions of NASDAQ Rule 2310. Trading in the Shares on BX will be subject to the provisions of BX Equity Rule 2310. Shares trading on PSX will be subject to the provisions of PHLX Rule 763. Members and member organizations recommending transactions in the Shares to customers should make a determination that the recommendation is suitable for the customer. In addition, members must possess sufficient information to satisfy the "know your customer" obligation that is embedded in both the NASDAQ Conduct Rules and the BX Conduct Rules.

NASDAQ members, BX members and PHLX members and member organizations should also review NASD Notice to Members 03-71 for guidance on trading these products. The Notice reminds members of their obligations to: (1) conduct adequate due diligence to understand the features of the product; (2) perform a reasonable-basis suitability analysis; (3) perform customer-specific suitability analysis in connection with any recommended transactions; (4) provide a balanced disclosure of both the risks and rewards associated with the particular product, especially when selling to retail investors; (5) implement appropriate internal controls; and (6) train registered persons regarding the features, risk and suitability of these products.

Trading Halts

NASDAQ will halt trading in the Shares of a Fund in accordance with NASDAQ Rule 4120. BX will halt trading in the Shares of a Fund in accordance with BX Equity Rule 4120. PHLX will halt trading in the Shares of a Fund in accordance with PHLX Rule 3100. The grounds for a halt under these rules include a halt by the primary market because the intraday indicative value of the Fund, the value of its underlying index, or a similar value are not being disseminated as required, or a halt for other regulatory reasons. In addition, NASDAQ, BX and PHLX will also stop trading the Shares of a Fund if the primary market delists the Fund.

Delivery of a Prospectus

NASDAQ members, BX members and PHLX members and member organizations should be mindful of applicable prospectus delivery requirements under the federal securities laws with respect to transactions in the Funds.

Prospectuses may be obtained through the Funds' website. The prospectus for the Funds does not contain all of the information set forth in the Funds' registration statement (including the exhibits to the registration statement), parts of which have been omitted in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC"). For further information about the Funds, please refer to the registration statement.

In the event that the Funds rely upon an order by the SEC exempting the Shares from certain prospectus delivery requirements under Section 24(d) of the 1940 Act and in the future make available a written product description, NASDAQ Rules 5705 and 5740, BX Equity Rules 4420 and 4421, and PHLX Rule 803 require that members and member organizations, respectively, provide to all purchasers of Shares a written description of the terms and characteristics of such securities, in a form prepared by the Trust for the Funds, no later than the time a confirmation of the first transaction in the Shares is delivered to such purchaser. In addition, members and member organizations shall include such a written description with any sales material relating to the Shares that is provided to customers or the public. Any other written materials provided by members or member organizations to customers or the public making specific reference to the Shares as an investment vehicle must include a statement in substantially the following form: "A circular describing the terms and characteristics of the Shares of the Fund has been prepared by the Trust and is available from your broker. It is recommended that you obtain and review such circular before purchasing Shares of the Fund. In addition, upon request you may obtain from your broker a prospectus for Shares of the Fund."

Any NASDAQ, BX or PHLX member or member organization carrying an omnibus account for a non-member broker-dealer is required to inform such non-member that execution of an order to purchase Shares for such omnibus account will be deemed to constitute agreement by the non-member to make such written description available to its customers on the same terms as are directly applicable to NASDAQ members, BX members and PHLX members or member organizations under this rule.

Upon request of a customer, NASDAQ members, BX members and PHLX members or member organizations shall provide a copy of the prospectus.

Exemptive, Interpretive and No-Action Relief Under Federal Securities Regulations

The SEC has issued exemptive, interpretive or no-action relief from certain provisions of rules under the Securities Exchange Act of 1934 (the "Act") regarding trading in the above mentioned exchange-traded Funds.

Regulation M Exemptions

Generally, Rules 101 and 102 of Regulation M prohibit any "distribution participant" and its "affiliated purchasers" from bidding for, purchasing, or attempting to induce any person to bid for or purchase any security which is the subject of a distribution until after the applicable restricted period, except as specifically permitted in Regulation M. The provisions of the Rules apply to underwriters, prospective underwriters, brokers, dealers, and other persons who have agreed to participate or are participating in a distribution of securities.

The SEC has granted an exemption from Rule 101 under Regulation M to permit persons participating in a distribution of shares of the above-mentioned Funds to engage in secondary market transactions in such shares during their participation in such a distribution. In addition, the SEC has granted relief under Regulation M to permit persons who may be deemed to be participating in the distribution of Shares of the above-mentioned Funds (i) to purchase securities for the purpose of purchasing Creation Unit Aggregations of Fund Shares and (ii) to tender securities for redemption in Creation Unit Aggregations. Further, the SEC has clarified that the tender of Fund Shares to the Funds for redemption does not constitute a bid for or purchase of any of the Funds' securities during the restricted period of Rule 101. The SEC has also granted an exemption pursuant to paragraph (e) of Rule 102 under Regulation M to allow the redemption of Fund Shares in Creation Unit Aggregations during the continuous offering of Shares.

Customer Confirmations for Creation or Redemption of Fund Shares (SEC Rule 10b-10)

Broker-dealers who handle purchases or redemptions of Fund Shares in Creation Unit size for customers will be permitted to provide such customers with a statement of the number of Creation Unit Aggregations created or redeemed without providing a statement of the identity, number and price of shares of the individual securities tendered to a Fund for purposes of purchasing Creation Unit Aggregations ("Deposit Securities") or the identity, number and price of shares to be delivered by the Trust for the Fund to the redeeming holder ("Redemption Securities"). The composition of the securities required to be tendered to the Fund for creation purposes and of the securities to be delivered on redemption will be disseminated each business day and will be applicable to requests for creations or redemption, as the case may be, on that day. This exemptive relief under Rule 10b-10 with respect to creations and redemptions is subject to the following conditions:

1) Confirmations to customers engaging in creations or redemptions must state that all information required by Rule 10b-10 will be provided upon request;

2) Any such request by a customer for information required by Rule 10b-10 will be filed in a timely manner, in accordance with Rule 10b-10(c);

3) Except for the identity, number and price of shares of the component securities of the Deposit Securities and Redemption Securities, as described above, confirmations to customers must disclose all other information required by Rule 10b-10(a).

SEC Rule 14e-5

An exemption from Rule 14e-5 has been granted to permit any person acting as a dealer-manager of a tender offer for a component security of a Fund (1) to redeem Fund Shares in Creation Unit Aggregations from the issuer that may include a security subject to such tender offer and (2) to purchase Fund Shares during such tender offer. In addition, a no-action position has been taken under Rule 14e-5 if a broker-dealer acting as a dealer-manager of a tender offer for a security of a Fund purchases or arranges to purchase such securities in the secondary market for the purpose of tendering such securities to purchase one or more Creation Unit Aggregations of Shares, if made in conformance with the following:

1) such bids or purchases are effected in the ordinary course of business, in connection with a basket of 20 or more securities in which any security that is the subject of a distribution, or any reference security, does not comprise more than 5% of the value of the basket purchased; or
2) purchases are effected as adjustments to such basket in the ordinary course of business as a result of a change in the composition of the underlying index; and
3) such bids or purchases are not effected for the purpose of facilitating such tender offer.

Section 11(d)(1); SEC Rules 11d1-1 and 11d1-2

Section 11(d)(1) of the Act generally prohibits a person who is both a broker and a dealer from effecting any transaction in which the broker-dealer extends credit to a customer on any security which was part of a new issue in the distribution of which he participated as a member of a selling syndicate or group within thirty days prior to such transaction. The SEC has clarified that Section 11(d)(1) does not apply to broker-dealers that are not Authorized Participants (and, therefore, do not create Creation Unit Aggregations) that engage in both proprietary and customer transactions in Shares of the Fund in the secondary market, and for broker-dealer Authorized Participants that engage in creations of Creation Unit Aggregations. This relief is subject to specific conditions, including the condition that such broker-dealer (whether or not an Authorized Participant) does not, directly or indirectly, receive from the fund complex any payment, compensation or other economic incentive to promote or sell the Shares of a Fund to persons outside the fund complex, other than non-cash compensation permitted under NASD Rule 2830(l)(5)(A), (B) or (C). (See letter from Catherine McGuire, Chief Counsel, SEC Division of Market Regulation, to Securities Industry Association, Derivative Products Committee, dated November 21, 2005.) The SEC also has taken a no-action position under Section 11(d)(1) of the Act that broker-dealers may treat Shares of a Fund, for purposes of Rule 11d1-2, as "securities issued by a registered open-end investment company as defined in the Investment Company Act" and thereby extend credit or maintain or arrange for the extension or maintenance of credit on Shares that have been owned by the persons to whom credit is provided for more than 30 days, in reliance on the exemption contained in the rule.

SEC Rule 15c1-5 and 15c1-6

The SEC has taken a no-action position with respect to Rule 15c1-5 and Rule 15c1-6 as to the required disclosure of control by a broker or dealer with respect to creations and redemptions of Fund Shares and secondary market transactions therein. (See letter from Catherine McGuire, Chief Counsel, SEC Division of Market Regulation, to Securities Industry Association, Derivative Products Committee, dated November 21, 2005.)

This Information Circular is not a statutory prospectus. NASDAQ members, BX members and PHLX members and member organizations should consult the Funds' prospectus and/or the Funds' website for relevant information.

Inquiries regarding this Information Circular should be directed to:

- Will Slattery, Listing Qualifications, at 301.978.8088
- NASDAQ / BX / PSX Market Sales, at 800.846.0477