

**POWERSHARES EXCHANGE-TRADED FUND TRUST II**  
**SUPPLEMENT DATED DECEMBER 1, 2008 TO THE PROSPECTUS**  
**DATED SEPTEMBER 12, 2008 OF:**

PowerShares Global Agriculture Portfolio  
PowerShares Global Biotech Portfolio  
PowerShares Global Coal Portfolio  
PowerShares Global Gold and Precious Metals Portfolio  
PowerShares Global Progressive Transportation Portfolio  
PowerShares Global Steel Portfolio  
(each a “Fund” and collectively, the “Funds”)

The fourth paragraph of the section titled “Management of the Funds” is hereby removed and replaced with the following:

John W. Southard, Jr., CFA, MBA, oversees all research, portfolio management and trading operations of each Fund. In this capacity, Mr. Southard oversees a team of portfolio managers (with Mr. Southard, the “Portfolio Managers”) who are responsible for the day-to-day management of the Fund. Brian McGreal, who reports to Peter Hubbard, is the member of the portfolio management team who is currently primarily responsible for the Funds’ day-to-day management. Mr. McGreal receives management assistance from Joshua Betts and Travis Trampe. Messrs. Betts and Trampe report to Mr. Hubbard. Each Portfolio Manager is responsible for various functions related to portfolio management, including investing cash flows, coordinating with members of his team to focus on certain asset classes, implementing investment strategy, researching and reviewing investment strategy, and overseeing members of his portfolio management team with more limited responsibilities, but each Portfolio Manager has appropriate limitations on his authority for risk management and compliance purposes.

The following paragraph is hereby added after the third paragraph of the section titled “Management of the Funds—Portfolio Managers”:

Joshua Betts is a Vice President and Portfolio Manager of the Adviser and has been one of the Portfolio Managers primarily responsible for the day-to-day management of the Funds since November 2008. Prior to joining the Adviser, Mr. Betts was a Regional Vice President at Claymore Securities, Inc., from 2007 to 2008. Prior to this, he was a Portfolio Consultant for the Adviser from 2006 to 2007. From 2005 to 2006, he was a mortgage broker for Advanced Mortgage Services. He received a Bachelor of Science from Oregon State University.

# PowerShares Exchange-Traded Fund Trust II

powerSHARES™  
xchange traded funds™

PowerShares Global Agriculture Portfolio – PAGG

PowerShares Global Biotech Portfolio – PBTQ

PowerShares Global Coal Portfolio – PKOL

PowerShares Global Gold and  
Precious Metals Portfolio – PSAU

PowerShares Global Progressive  
Transportation Portfolio – PTRP

PowerShares Global Steel Portfolio – PSTL

PowerShares Exchange-Traded Fund Trust II (the “Trust”) is a registered investment company that currently consists of 37 separate exchange-traded index funds. Additional funds may be offered in the future. This Prospectus relates to the six funds of the Trust identified on the cover page (each a “Fund” and, together, the “Funds”).

The Funds shares (the “Shares”) have been approved for listing on The NASDAQ Stock Market (“NASDAQ” or the “Exchange”), subject to issuance of notice. The market prices for the Shares may be different from their net asset value (“NAV”). The Funds will issue and redeem Shares only in large blocks consisting of 100,000 Shares (“Creation Units”). Creation Units will be issued and redeemed principally in-kind for securities included in a specified index.

*Except when aggregated in Creation Units, the Shares are not redeemable securities of the Funds.*

**The Securities and Exchange Commission (“SEC”) has not approved or disapproved these securities or passed upon the adequacy or accuracy of this Prospectus. Each representation to the contrary is a criminal offense.**

Prospectus dated September 12, 2008

**NOT FEDERAL DEPOSIT INSURANCE  
CORPORATION (“FDIC”) INSURED. MAY LOSE VALUE.  
NO BANK GUARANTEE.**

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## **INTRODUCTION – POWERSHARES EXCHANGE-TRADED FUND TRUST II**

The Trust is an investment company consisting of 37 separate exchange-traded “index funds.” The investment objective of each of the funds of the Trust is to replicate as closely as possible, before fees and expenses, the price and yield of a specified index. This Prospectus relates to the Funds listed on the cover page. Invesco PowerShares Capital Management LLC (the “Adviser”) is the investment adviser for the Funds.

The Funds Shares have been approved for listing on the NASDAQ, subject to notice of issuance. The market prices for the Shares may be different from their NAV. Unlike conventional mutual funds, each Fund will issue and redeem Shares on a continuous basis, at NAV, only in large specified blocks, each called a “Creation Unit.” Creation Units will be issued and redeemed principally in-kind for securities included in the relevant index. Except when aggregated in Creation Units, Shares of the Funds are not redeemable securities of the Funds.

### **WHO SHOULD INVEST IN THE FUNDS**

The Funds are designed for investors who seek a relatively low-cost approach for investing in a portfolio of securities of companies in a specified index. The Funds may be suitable for long-term investment in the market represented in the relevant index and may also be used as an asset allocation tool or as a speculative trading instrument.

### **TAX ADVANTAGED PRODUCT STRUCTURE**

Unlike interests in conventional mutual funds, the Shares are traded throughout the day on a national securities exchange, whereas mutual fund interests are typically only bought and sold at closing NAVs. The Shares have been designed to be tradable in the secondary market on a national securities exchange on an intra-day basis, and to be created and redeemed, principally in-kind, in Creation Units at each day’s next calculated NAV. These arrangements are designed to protect ongoing shareholders from the adverse effects on the portfolio of each Fund that could arise from frequent cash creation and redemption transactions. In a conventional mutual fund, redemptions can have an adverse tax impact on taxable shareholders because of the mutual fund’s need to sell portfolio securities to obtain cash to meet fund redemptions. These sales may generate taxable gains for the shareholders of the mutual fund, whereas the Shares’ in-kind redemption mechanism generally will not lead to a tax event for a Fund or its ongoing shareholders.

The Funds may recognize gains as a result of rebalancing their securities holdings to reflect changes in an underlying index. The Funds may be required to

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distribute any such gains to their shareholders to avoid adverse federal income tax consequences. For further discussion of the distribution requirements that apply to the Funds, see “Taxes” in the Funds’ Statement of Additional Information (“SAI”). For information concerning the tax consequences of distributions, see “Dividends, Distributions and Taxes” in this Prospectus.

The Funds may invest in derivatives, the use of which will generally result in the realization of short-term capital gains that will be classified as ordinary income for tax purposes when distributed to investors.

# PowerShares Global Agriculture Portfolio

## Investment Objective, Strategies and Risks

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### Investment Objective

The Fund seeks investment results that correspond (before fees and expenses) generally to the price and yield performance of the index called the NASDAQ OMX Global Agriculture Index<sup>SM</sup> (the “Underlying Index”).

### Principal Investment Strategies

The Fund will normally invest at least 90% of its total assets in the securities and American Depository Receipts (“ADRs”) and Global Depository Receipts (“GDRs”) based on the securities that comprise the Underlying Index. The Fund anticipates that the majority of its investments will be in the securities that comprise the Underlying Index rather than in ADRs and GDRs. The Fund will normally invest at least 80% of its total assets in securities of companies involved in the agriculture industry and farming related activities. The Underlying Index is designed to measure the overall performance of globally traded securities of the largest and most liquid companies involved in the agriculture industry and farming related activities and is calculated and maintained by The NASDAQ OMX Group, Inc. (“NASDAQ OMX” or the “Index Provider”). The Underlying Index includes the securities of approximately 55 companies with market capitalizations between \$686 million and \$72.0 billion. The Fund’s investment objective and 80% investment policy are non-fundamental and require 60 days’ prior written notice to shareholders before they can be changed.

The Underlying Index is reconstituted annually and rebalanced quarterly and the Fund, using an “indexing” investment approach, attempts to replicate, before fees and expenses, the performance of the Underlying Index. The Adviser seeks correlation over time of 0.95 or better between the Fund’s performance and the performance of the Underlying Index; a figure of 1.00 would represent perfect correlation. The Fund generally will invest in all of the securities comprising the Underlying Index in proportion to their weightings in the Underlying Index. However, under various circumstances, it may not be possible or practicable to purchase all of those securities in those weightings. In those circumstances, the Fund may purchase a sample of securities in the Underlying Index. There may also be instances in which the Adviser may choose to overweight another security in the Underlying Index, purchase securities not in the Underlying Index which the Adviser believes are appropriate to substitute for certain securities in the Underlying Index or utilize various combinations of other available investment techniques, in seeking to track the Underlying Index. The Fund may sell securities that are represented in the Underlying Index in anticipation of their

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removal from the Underlying Index or purchase securities not represented in the Underlying Index in anticipation of their addition to the Underlying Index.

### **Index Methodology**

The Underlying Index will employ a modified market capitalization-weighted methodology based on the market capitalization ranking of the Underlying Index securities. At each quarterly rebalance, if the Underlying Index weight of the highest ranking security is greater than 8%, it will be capped at 8% and the excess weight will be proportionally distributed across the remaining securities. Then, if the Underlying Index weight of the second highest ranking security is greater than 8%, it too will be capped at 8% and the excess weight will be proportionally distributed across the remaining securities. This process will be repeated until no more than five securities are capped at 8%. If after redistribution, any of the five highest ranked securities are weighted below 8%, they will not be capped. Next, the Underlying Index weight of all other securities greater than 4% will be capped at 4% with the excess weight proportionally distributed across the remaining securities to generate the final rebalanced Underlying Index weights.

The modified market capitalization-weighted methodology is applied to the capitalization of each Underlying Index security after applying quarterly changes to the total shares outstanding and the corresponding last sale price of the security at the close of trading on the first Friday in March, June, September and December. Underlying Index shares are then calculated by dividing this modified market capitalization for each Underlying Index security by its corresponding last sale price. Changes to the securities in the Underlying Index will ordinarily be made effective after the close of trading on the third Friday in March, June, September and December.

### **Index Construction**

Companies included in the Underlying Index must be listed on a recognized global stock exchange and classified as agriculture by NASDAQ OMX. Only one security per company is permitted. If a company has multiple securities, the security with the highest dollar trading volume will be selected for possible inclusion in the Underlying Index. In addition, each security, according to a recognized market data vendor, must have a minimum float-adjusted worldwide market capitalization of \$500 million and a minimum three-month average daily

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dollar trading volume of \$1 million prior to inclusion in the Underlying Index. If a company has multiple share classes, the share class with the lower liquidity is not eligible for inclusion.

The Underlying Index securities are evaluated annually each September based on market data and sector classification by NASDAQ OMX. Security additions and deletions are made effective after the close of trading on the third (3rd) Friday in September. Moreover, if at any time during the year a security included in the Underlying Index is no longer traded on a recognized global exchange, or no longer meets the Underlying Index construction criteria, or is otherwise determined by NASDAQ OMX to be ineligible for continued inclusion in the Underlying Index, the security will be removed. In addition, any security that reaches its foreign investment limit in between quarterly rebalance will be removed immediately from the Underlying Index. Additions to the Underlying Index are only made at the annual reconstitution.

### **Index Maintenance**

Changes in the price and/or Underlying Index shares driven by corporate events such as stock dividends, stock splits, certain spin-offs and rights issuances are adjusted on the ex-date. If the change in total shares outstanding arising from other corporate actions is greater than or equal to 5%, the change will ordinarily become effective as soon as practicable, in accordance with Underlying Index policies and procedures. Changes of less than 5% are accumulated during the quarter and will ordinarily be made effective after the close of trading on the third Friday in March, June, September and December.

In the case of a special cash dividend, the Index Provider determines on an individual basis whether to make a change to the price and/or Underlying Index shares of an Underlying Index security in accordance with Underlying Index policies and procedures. If it is determined that a change will be made, it will ordinarily become effective on the ex-date.

The Underlying Index began operations on July 28, 2008. Valuation Data regarding the Underlying Index is available via Bloomberg, L.P.

### **Principal Risks of Investing in the Fund**

The following specific risk factors have been identified for the Fund. See also the section on “Additional Risks” for other risk factors.

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### **Foreign Investment Risks**

Investment in the securities of non-U.S. issuers involve risks beyond those associated with investments in U.S. securities. These additional risks include greater market volatility, the availability of less reliable financial information, higher transactional costs, taxation by foreign governments, decreased market liquidity and political instability. As the Fund will invest in securities denominated in foreign currencies, changes in currency exchange rates may negatively impact the Fund's returns. The values of the currencies of the countries in which the Fund may invest may be subject to a high degree of fluctuation due to changes in interest rates, the effects of monetary policies issued by the United States, foreign governments, central banks or supranational entities, the imposition of currency controls or other national or global political or economic developments. Therefore, the Fund's exposure to foreign currencies may result in reduced returns to the Fund. Foreign issuers are often subject to less stringent requirements regarding accounting, auditing, financial reporting and record keeping than are U.S. issuers, and therefore, not all material information regarding these issuers will be available. Securities exchanges or foreign governments may adopt rules or regulations that may negatively impact the Fund's ability to invest in foreign securities or may prevent the Fund from repatriating its investments. In addition, the Fund may not receive shareholder communications or be permitted to vote the securities that it holds, as the issuers may be under no legal obligation to distribute them.

### **Risks Related to the Agriculture Industry**

Companies involved in the agriculture industry and farming related activities may be affected by certain legislative or regulatory developments related to food safety, the environment, taxes and other governmental policies. An increased competitive landscape, caused by increased availability of food and other agricultural commodities, economic recession or labor difficulties, may lead to a decrease in demand for the products and services provided by companies involved in agriculture and farming related activities. Furthermore, agriculture and farming related activities are particularly affected by changing weather conditions and other natural disasters.

### **Market Risk**

The Shares are subject to market fluctuations caused by such factors as economic, political, regulatory or market developments, changes in interest rates

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and perceived trends in securities prices. Overall securities values could decline generally or could underperform other investments.

### **Market Trading Risk**

Risk is inherent in all investing. An investment in the Fund involves risks similar to those of investing in any fund of equity securities traded on an exchange. You should anticipate that the value of the Shares will decline, more or less, in correlation with any decline in value of the Underlying Index.

### **Non-Correlation Risk**

The Fund's return may not match the return of the Underlying Index for a number of reasons. For example, the Fund incurs operating expenses not applicable to the Underlying Index, and incurs costs in buying and selling securities, especially when rebalancing the Fund's securities holdings to reflect changes in the composition of the Underlying Index. In addition, the performance of the Fund and the Underlying Index may vary due to asset valuation differences and differences between the Fund's portfolio and the Underlying Index resulting from legal restrictions (such as diversification requirements that apply to the Fund but not to the Underlying Index).

Due to legal and regulatory rules and limitations imposed by certain countries in which securities in the Underlying Index trade, the Fund may not be able to invest in all securities in the Underlying Index. The Fund may exclude certain securities included in the Underlying Index that are traded in certain countries due to issues such as trading restrictions, cost or liquidity constraints. Since the Underlying Index is not subject to the diversification requirements to which the Fund must adhere, the Fund may be required to deviate its investments from the securities and relative weightings of the Underlying Index. The Fund may not invest in certain securities included in the Underlying Index due to liquidity constraints. Liquidity constraints may delay the Fund's purchase or sale of securities included in the Underlying Index. For tax efficiency purposes, the Fund may sell certain securities to realize losses, causing it to deviate from the Underlying Index.

The Fund may not be fully invested at times, either as a result of cash flows into the Fund or reserves of cash held by the Fund to meet redemptions and expenses. If the Fund utilizes a sampling approach or futures or other derivative positions, its return may not correlate as well with the return of the Underlying Index as

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would be the case if it purchased all of the securities in the Underlying Index with the same weightings as the Underlying Index.

### **Replication Management Risk**

Unlike many investment companies, the Fund is not “actively” managed. That is, the Fund does not utilize an investing strategy that seeks returns in excess of the Underlying Index. Therefore, it would not necessarily sell a security because the security’s issuer was in financial trouble unless that security is removed from the Underlying Index.

### **Small and Medium Capitalization Risk**

Investing in securities of small and medium capitalization companies involves greater risk than is customarily associated with investing in larger, more established companies. These companies’ securities may be more volatile and less liquid than those of more established companies. These securities may have returns that vary, sometimes significantly, from the overall securities market. Often small and medium capitalization companies and the industries in which they are focused are still evolving and this may make them more sensitive to changing market conditions.

### **Non-Diversified Fund Risk**

The Fund is considered non-diversified and can invest a greater portion of assets in securities of individual issuers than a diversified fund. As a result, changes in the market value of a single investment could cause greater fluctuations in share price than would occur in a diversified fund.

**The Fund’s Shares will change in value, and you could lose money by investing in the Fund. The Fund may not achieve its investment objective. An investment in the Fund is not a deposit with a bank and is not insured or guaranteed by the FDIC or any other government agency.**

### **How the Fund Has Performed**

The Fund had not begun operations as of the date of this Prospectus, and therefore does not have a performance history for a full calendar year.

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### What are the Costs of Investing?

This table describes the fees and expenses that you may pay if you buy and hold Fund Shares. Investors purchasing Shares in the secondary market will not pay Creation/Redemption Transaction Fees, but may be subject to costs (including customary brokerage commissions) charged by their broker.(1)

Shareholder Transaction Expenses (fees paid directly from your investments) .....	None
Annual Fund Operating Expenses(2) (expenses that are deducted from the Fund's assets)	
Management Fees .....	0.75%
Other Expenses(3) .....	0.00%
Total Annual Fund Operating Expenses .....	0.75%

### Example

This example is intended to help you compare the cost of investing in the Fund with the cost of investing in other funds. This example does not take into account brokerage commissions that you pay when purchasing or selling Shares of the Fund.

The example assumes that you invest \$10,000 in the Fund for the time periods indicated and then sell all of your Shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the Fund's gross operating expenses remain the same. Although your actual costs may be higher or lower, your costs, based on these assumptions, would be:

<u>1 YEAR</u>	<u>3 YEARS</u>
\$77	\$240

(1) *The Fund had not commenced operations as of the date of this Prospectus. The expenses listed in the table are estimates based on the expenses the Fund expects to incur for the fiscal year ending October 31, 2008.*

(2) *Expressed as a percentage of average net assets.*

(3) *The Trust's Investment Advisory Agreement provides that the Adviser will pay all expenses of the Fund, except for the fee payments under the Investment Advisory Agreement, distribution fees, if any, brokerage expenses, taxes, interest, litigation expenses and other extraordinary expenses.*

### Creation Transaction Fees and Redemption Transaction Fees

The Fund will issue and redeem Shares at NAV only in large blocks of 100,000 Shares (each block of 100,000 Shares called a "Creation Unit") or multiples thereof ("Creation Unit Aggregations"). As a practical matter, only broker-dealers

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or large institutional investors with creation and redemption agreements and called authorized participants (“Authorized Participants,” or “APs”) can purchase or redeem these Creation Units. Purchasers of Creation Units at NAV must pay a standard creation transaction fee of \$1,700 (the “Creation Transaction Fee”) per transaction (regardless of the number of Creation Units involved). An AP who holds Creation Units and wishes to redeem at NAV would also pay a standard redemption transaction fee of \$1,700 (the “Redemption Transaction Fee”) for each redemption transaction (regardless of the number of Creation Units involved).<sup>\*</sup> APs who hold Creation Units in inventory will also pay the Annual Fund Operating Expenses described in the table above. Assuming an investment in a Creation Unit of \$2,500,000 and a 5% return each year, and assuming that the Fund’s operating expenses remain the same, the total costs would be \$22,548 if the Creation Unit is redeemed after one year, and \$63,321 if the Creation Unit is redeemed after three years.

If a Creation Unit is purchased or redeemed outside the usual process through the National Securities Clearing Corporation (“NSCC”), if any, or for cash, a variable fee of up to four times the standard Creation or Redemption Transaction Fee may be charged to the AP making the transaction.

The Creation Transaction Fee, Redemption Transaction Fee and variable fee are not expenses of the Fund and do not impact the Fund’s expense ratio.

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<sup>\*</sup> See “Creations, Redemptions and Transaction Fees” later in this Prospectus.

## Investment Objective, Strategies and Risks

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### Investment Objective

The Fund seeks investment results that correspond (before fees and expenses) generally to the price and yield performance of the index called the NASDAQ OMX Global Biotechnology Index<sup>SM</sup> (the “Underlying Index”).

### Principal Investment Strategies

The Fund will normally invest at least 90% of its total assets in the securities and ADRs and GDRs based on the securities that comprise the Underlying Index. The Fund anticipates that the majority of its investments will be in the securities that comprise the Underlying Index rather than in ADRs and GDRs. The Fund will normally invest at least 80% of its total assets in securities of companies involved in the biotechnology industry. The Underlying Index is designed to measure the overall performance of globally traded securities of the largest and most liquid companies involved in the biotechnology industry and is calculated and maintained by NASDAQ OMX. The Underlying Index includes the securities of approximately 41 companies with market capitalizations between \$644 million and \$79.7 billion. The Fund’s investment objective and 80% investment policy are non-fundamental and require 60 days’ prior written notice to shareholders before they can be changed.

The Underlying Index is reconstituted annually and rebalanced quarterly and the Fund, using an “indexing” investment approach, attempts to replicate, before fees and expenses, the performance of the Underlying Index. The Adviser seeks correlation over time of 0.95 or better between the Fund’s performance and the performance of the Underlying Index; a figure of 1.00 would represent perfect correlation. The Fund generally will invest in all of the securities comprising the Underlying Index in proportion to their weightings in the Underlying Index. However, under various circumstances, it may not be possible or practicable to purchase all of those securities in those weightings. In those circumstances, the Fund may purchase a sample of securities in the Underlying Index. There may also be instances in which the Adviser may choose to overweight another security in the Underlying Index, purchase securities not in the Underlying Index which the Adviser believes are appropriate to substitute for certain securities in the Underlying Index or utilize various combinations of other available investment techniques, in seeking to track the Underlying Index. The Fund may sell securities that are represented in the Underlying Index in anticipation of their removal from the Underlying Index or purchase securities not represented in the Underlying Index in anticipation of their addition to the Underlying Index.

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## **Index Methodology**

The Underlying Index will employ a modified market capitalization-weighted methodology based on the market capitalization ranking of the Underlying Index securities. At each quarterly rebalance, if the Underlying Index weight of the highest ranking security is greater than 8%, it will be capped at 8% and the excess weight will be proportionally distributed across the remaining securities. Then, if the Underlying Index weight of the second highest ranking security is greater than 8%, it too will be capped at 8% and the excess weight will be proportionally distributed across the remaining securities. This process will be repeated until no more than five securities are capped at 8%. If after redistribution, any of the five highest ranked securities are weighted below 8%, they will not be capped. Next, the Underlying Index weight of all other securities greater than 4% will be capped at 4% with the excess weight proportionally distributed across the remaining securities to generate the final rebalanced Underlying Index weights.

The modified market capitalization-weighted methodology is applied to the capitalization of each Underlying Index security after applying quarterly changes to the total shares outstanding and the corresponding last sale price of the security at the close of trading on the first Friday in March, June, September and December. Underlying Index shares are then calculated by dividing this modified market capitalization for each Underlying Index security by its corresponding last sale price. Changes to the securities in the Underlying Index will ordinarily be made effective after the close of trading on the third Friday in March, June, September and December.

## **Index Construction**

Companies included in the Underlying Index must be listed on a recognized global stock exchange and classified as engaged in the biotechnology industry by NASDAQ OMX. In addition, each security, according to a recognized market data vendor, must have a minimum float-adjusted worldwide market capitalization of \$500 million and a minimum three-month average daily dollar trading volume of \$1 million prior to inclusion in the Underlying Index. If a company has multiple share classes, the share class with the lower liquidity is not eligible for inclusion.

The Underlying Index securities are evaluated annually each September based on market data and sector classification by NASDAQ OMX. Only one security per

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company is permitted. If a company has multiple securities, the security with the highest dollar trading volume will be selected for possible inclusion in the Underlying Index. Security additions and deletions are made effective after the close of trading on the third (3rd) Friday in September. Moreover, if at any time during the year a security included in the Underlying Index is no longer traded on a recognized global exchange, or no longer meets the Underlying Index construction criteria, or is otherwise determined by NASDAQ OMX to be ineligible for continued inclusion in the Underlying Index, the security will be removed. In addition, any security that reaches its foreign investment limit in between quarterly rebalance will be removed immediately from the Underlying Index. Additions to the Underlying Index are only made at the annual reconstitution.

### **Index Maintenance**

Changes in the price and/or Underlying Index shares driven by corporate events such as stock dividends, stock splits, certain spin-offs and rights issuances are adjusted on the ex-date. If the change in total shares outstanding arising from other corporate actions is greater than or equal to 5%, the change will ordinarily become effective as soon as practicable in accordance with Underlying Index policies and procedures. Changes of less than 5% are accumulated during the quarter and will ordinarily be made effective after the close of trading on the third Friday in March, June, September and December.

In the case of a special cash dividend, the Index Provider determines on an individual basis whether to make a change to the price and/or Underlying Index shares of an Underlying Index security in accordance with Underlying Index policies and procedures. If it is determined that a change will be made, it will ordinarily become effective on the ex-date.

The Underlying Index began operations on August 18, 2008. Valuation data regarding the Underlying Index is available via Bloomberg, L.P.

### **Principal Risks of Investing in the Fund**

The following specific risk factors have been identified for the Fund. See also the section on “Additional Risks” for other risk factors.

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### **Foreign Investment Risks**

Investment in the securities of non-U.S. issuers involve risks beyond those associated with investments in U.S. securities. These additional risks include greater market volatility, the availability of less reliable financial information, higher transactional costs, taxation by foreign governments, decreased market liquidity and political instability. As the Fund will invest in securities denominated in foreign currencies, changes in currency exchange rates may negatively impact the Fund's returns. The values of the currencies of the countries in which the Fund may invest may be subject to a high degree of fluctuation due to changes in interest rates, the effects of monetary policies issued by the United States, foreign governments, central banks or supranational entities, the imposition of currency controls or other national or global political or economic developments. Therefore, the Fund's exposure to foreign currencies may result in reduced returns to the Fund. Foreign issuers are often subject to less stringent requirements regarding accounting, auditing, financial reporting and record keeping than are U.S. issuers, and therefore, not all material information regarding these issuers will be available. Securities exchanges or foreign governments may adopt rules or regulations that may negatively impact the Fund's ability to invest in foreign securities or may prevent the Fund from repatriating its investments. In addition, the Fund may not receive shareholder communications or be permitted to vote the securities that it holds, as the issuers may be under no legal obligation to distribute them.

### **Risks Related to the Biotechnology Industry**

Companies involved in the biotechnology industry may face intense competition, both domestically and internationally, due to progressive scientific developments and technological advances, as well as frequent new product introduction. Unpredictable changes in growth rates, rapid obsolescence of products, competition for qualified personnel and governmental regulations affecting demand for particular products and services create additional challenges for companies in the biotechnology industry. Further, biotechnology companies are heavily dependent on patent and intellectual property rights; the loss or impairment of which, may adversely affect the companies' profitability.

Companies involved in this industry may also be subject to extensive government regulations by the Food and Drug Administration, the Environmental Protection Agency and the United States Department of Agriculture. This regulation may significantly affect and limit biotechnology research, product development and approval of products.

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### **Market Risk**

The Shares are subject to market fluctuations caused by such factors as economic, political, regulatory or market developments, changes in interest rates and perceived trends in securities prices. Overall securities values could decline generally or could underperform other investments.

### **Market Trading Risk**

Risk is inherent in all investing. An investment in the Fund involves risks similar to those of investing in any fund of equity securities traded on an exchange. You should anticipate that the value of the Shares will decline, more or less, in correlation with any decline in value of the Underlying Index.

### **Non-Correlation Risk**

The Fund's return may not match the return of the Underlying Index for a number of reasons. For example, the Fund incurs operating expenses not applicable to the Underlying Index, and incurs costs in buying and selling securities, especially when rebalancing the Fund's securities holdings to reflect changes in the composition of the Underlying Index. In addition, the performance of the Fund and the Underlying Index may vary due to asset valuation differences and differences between the Fund's portfolio and the Underlying Index resulting from legal restrictions (such as diversification requirements that apply to the Fund but not to the Underlying Index).

Due to legal and regulatory rules and limitations imposed by certain countries in which securities in the Underlying Index trade, the Fund may not be able to invest in all securities in the Underlying Index. The Fund may exclude certain securities included in the Underlying Index that are traded in certain countries due to issues such as trading restrictions, cost or liquidity constraints. Since the Underlying Index is not subject to the diversification requirements to which the Fund must adhere, the Fund may be required to deviate its investments from the securities and relative weightings of the Underlying Index. The Fund may not invest in certain securities included in the Underlying Index due to liquidity constraints. Liquidity constraints may delay the Fund's purchase or sale of securities included in the Underlying Index. For tax efficiency purposes, the Fund may sell certain securities to realize losses, causing it to deviate from the Underlying Index.

The Fund may not be fully invested at times, either as a result of cash flows into the Fund or reserves of cash held by the Fund to meet redemptions and expenses.

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If the Fund utilizes a sampling approach or futures or other derivative positions, its return may not correlate as well with the return of the Underlying Index as would be the case if it purchased all of the securities in the Underlying Index with the same weightings as the Underlying Index.

### **Replication Management Risk**

Unlike many investment companies, the Fund is not “actively” managed. That is, the fund does not utilize an investing strategy that seeks returns in excess of the Underlying Index. Therefore, it would not necessarily sell a security because the security’s issuer was in financial trouble unless that security is removed from the Underlying Index.

### **Small and Medium Capitalization Risk**

Investing in securities of small and medium capitalization companies involves greater risk than is customarily associated with investing in larger, more established companies. These companies’ securities may be more volatile and less liquid than those of more established companies. These securities may have returns that vary, sometimes significantly, from the overall securities market. Often small and medium capitalization companies and the industries in which they are focused are still evolving and this may make them more sensitive to changing market conditions. Small and medium capitalization companies in the biotechnology industry may be especially subject to abrupt or erratic price movements.

### **Non-Diversified Fund Risk**

The Fund is considered non-diversified and can invest a greater portion of assets in securities of individual issuers than a diversified fund. As a result, changes in the market value of a single investment could cause greater fluctuations in share price than would occur in a diversified fund.

**The Fund’s Shares will change in value, and you could lose money by investing in the Fund. The Fund may not achieve its investment objective. An investment in the Fund is not a deposit with a bank and is not insured or guaranteed by the FDIC or any other government agency.**

### **How the Fund Has Performed**

The Fund had not begun operations as of the date of this Prospectus, and therefore does not have a performance history for a full calendar year.

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### What are the Costs of Investing?

This table describes the fees and expenses that you may pay if you buy and hold Fund Shares. Investors purchasing Shares in the secondary market will not pay Creation/Redemption Transaction Fees, but may be subject to costs (including customary brokerage commissions) charged by their broker.(1)

Shareholder Transaction Expenses (fees paid directly from your investments) .....	None
Annual Fund Operating Expenses(2) (expenses that are deducted from the Fund's assets)	
Management Fees .....	0.75%
Other Expenses(3) .....	0.00%
Total Annual Fund Operating Expenses .....	0.75%

### Example

This example is intended to help you compare the cost of investing in the Fund with the cost of investing in other funds. This example does not take into account brokerage commissions that you pay when purchasing or selling Shares of the Fund.

The example assumes that you invest \$10,000 in the Fund for the time periods indicated and then sell all of your Shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the Fund's gross operating expenses remain the same. Although your actual costs may be higher or lower, your costs, based on these assumptions, would be:

<u>1 YEAR</u>	<u>3 YEARS</u>
\$77	\$240

(1) The Fund had not commenced operations as of the date of this Prospectus. The expenses listed in the table are estimates based on the expenses the Fund expects to incur for the fiscal year ending October 31, 2008.

(2) Expressed as a percentage of average net assets.

(3) The Trust's Investment Advisory Agreement provides that the Adviser will pay all expenses of the Fund, except for the fee payments under the Investment Advisory Agreement, distribution fees, if any, brokerage expenses, taxes, interest, litigation expenses and other extraordinary expenses.

### Creation Transaction Fees and Redemption Transaction Fees

The Fund will issue and redeem Shares at NAV only in large blocks of 100,000 Shares (each block of 100,000 Shares called a "Creation Unit") or multiples thereof ("Creation Unit Aggregations"). As a practical matter, only APs can

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purchase or redeem these Creation Units. Purchasers of Creation Units at NAV must pay a standard Creation Transaction Fee of \$500 per transaction (regardless of the number of Creation Units involved). An AP who holds Creation Units and wishes to redeem at NAV would also pay a standard Redemption Transaction Fee of \$500 for each redemption transaction (regardless of the number of Creation Units involved).<sup>\*</sup> APs who hold Creation Units in inventory will also pay the Annual Fund Operating Expenses described in the table above. Assuming an investment in a Creation Unit of \$2,500,000 and a 5% return each year, and assuming that the Fund's operating expenses remain the same, the total costs would be \$20,148 if the Creation Unit is redeemed after one year, and \$60,921 if the Creation Unit is redeemed after three years.

If a Creation Unit is purchased or redeemed outside the usual process through the NSCC, if any, or for cash, a variable fee of up to four times the standard Creation or Redemption Transaction Fee may be charged to the AP making the transaction.

The Creation Transaction Fee, Redemption Transaction Fee and variable fee are not expenses of the Fund and do not impact the Fund's expense ratio.

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<sup>\*</sup> See "Creations, Redemptions and Transaction Fees" later in this Prospectus.

## Investment Objective, Strategies and Risks

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### Investment Objective

The Fund seeks investment results that correspond (before fees and expenses) generally to the price and yield performance of the index called the NASDAQ OMX Global Coal Index<sup>SM</sup> (the “Underlying Index”).

### Principal Investment Strategies

The Fund will normally invest at least 90% of its total assets in the securities and ADRs and GDRs based on the securities that comprise the Underlying Index. The Fund anticipates that the majority of its investments will be in the securities that comprise the Underlying Index rather than in ADRs and GDRs. The Fund will normally invest at least 80% of its total assets in securities of companies involved in the coal industry. The Underlying Index is designed to measure the overall performance of globally traded securities of the largest and most liquid companies involved in the coal industry and is calculated and maintained by NASDAQ OMX. The Underlying Index includes the securities of approximately 33 companies with market capitalizations between \$675 million and \$23.9 billion. The Fund’s investment objective and 80% investment policy are non-fundamental and require 60 days’ prior written notice to shareholders before they can be changed.

The Underlying Index is reconstituted annually and rebalanced quarterly and the Fund, using an “indexing” investment approach, attempts to replicate, before fees and expenses, the performance of the Underlying Index. The Adviser seeks correlation over time of 0.95 or better between the Fund’s performance and the performance of the Underlying Index; a figure of 1.00 would represent perfect correlation. The Fund generally will invest in all of the securities comprising the Underlying Index in proportion to their weightings in the Underlying Index. However, under various circumstances, it may not be possible or practicable to purchase all of those securities in those weightings. In those circumstances, the Fund may purchase a sample of securities in the Underlying Index. There may also be instances in which the Adviser may choose to overweight another security in the Underlying Index, purchase securities not in the Underlying Index which the Adviser believes are appropriate to substitute for certain securities in the Underlying Index or utilize various combinations of other available investment techniques, in seeking to track the Underlying Index. The Fund may sell securities that are represented in the Underlying Index in anticipation of their removal from the Underlying Index or purchase securities not represented in the Underlying Index in anticipation of their addition to the Underlying Index.

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## **Index Methodology**

The Underlying Index will employ a modified market capitalization-weighted methodology based on the market capitalization ranking of the Underlying Index securities. At each quarterly rebalance, if the Underlying Index weight of the highest ranking security is greater than 8%, it will be capped at 8% and the excess weight will be proportionally distributed across the remaining securities. Then, if the Underlying Index weight of the second highest ranking security is greater than 8%, it too will be capped at 8% and the excess weight will be proportionally distributed across the remaining securities. This process will be repeated until no more than five securities are capped at 8%. If after redistribution, any of the five highest ranked securities are weighted below 8%, they will not be capped. Next, the Underlying Index weight of all other securities greater than 4% will be capped at 4% with the excess weight proportionally distributed across the remaining securities to generate the final rebalanced Underlying Index weights.

The modified market capitalization-weighted methodology is applied to the capitalization of each Underlying Index security after applying quarterly changes to the total shares outstanding and the corresponding last sale price of the security at the close of trading on the first Friday in March, June, September and December. Underlying Index shares are then calculated by dividing this modified market capitalization for each Underlying Index security by its corresponding last sale price. Changes to the securities in the Underlying Index will ordinarily be made effective after the close of trading on the third Friday in March, June, September and December.

## **Index Construction**

Companies included in the Underlying Index must be listed on a recognized global stock exchange and classified as involved in the exploration for, mining of, and other related activities for coal by NASDAQ OMX. Only one security per company is permitted. If a company has multiple securities, the security with the highest dollar trading volume will be selected for possible inclusion in the Underlying Index. In addition, each security, according to a recognized market data vendor, must have a minimum float-adjusted worldwide market capitalization of \$500 million and a minimum three-month average daily dollar trading volume of \$1 million prior to inclusion in the Underlying Index. If a

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company has multiple share classes, the share class with the lower liquidity is not eligible for inclusion.

The Underlying Index securities are evaluated annually each September based on market data and sector classification by NASDAQ OMX. Security additions and deletions are made effective after the close of trading on the third (3rd) Friday in September. Moreover, if at any time during the year a security included in the Underlying Index is no longer traded on a recognized global exchange, or no longer meets the Underlying Index construction criteria, or is otherwise determined by NASDAQ OMX to be ineligible for continued inclusion in the Underlying Index, the security will be removed. In addition, any security that reaches its foreign investment limit in between quarterly rebalance will be removed immediately from the Underlying Index. Additions to the Underlying Index are only made at the annual reconstitution.

### **Index Maintenance**

Changes in the price and/or Underlying Index shares driven by corporate events such as stock dividends, stock splits, certain spin-offs and rights issuances are adjusted on the ex-date. If the change in total shares outstanding arising from other corporate actions is greater than or equal to 5%, the change will ordinarily become effective as soon as practicable in accordance with Underlying Index policies and procedures. Changes of less than 5% are accumulated during the quarter and will ordinarily be made effective after the close of trading on the third Friday in March, June, September and December.

In the case of a special cash dividend, the Index Provider determines on an individual basis whether to make a change to the price and/or Underlying Index shares of an Underlying Index security in accordance with Underlying Index policies and procedures. If it is determined that a change will be made, it will ordinarily become effective on the ex-date.

The Underlying Index began operations on August 18, 2008. Valuation data regarding the Underlying Index is available via Bloomberg, L.P.

### **Principal Risks of Investing in the Fund**

The following specific risk factors have been identified for the Fund. See also the section on “Additional Risks” for other risk factors.

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### **Foreign Investment Risks**

Investment in the securities of non-U.S. issuers involve risks beyond those associated with investments in U.S. securities. These additional risks include greater market volatility, the availability of less reliable financial information, higher transactional costs, taxation by foreign governments, decreased market liquidity and political instability. As the Fund will invest in securities denominated in foreign currencies, changes in currency exchange rates may negatively impact the Fund's returns. The values of the currencies of the countries in which the Fund may invest may be subject to a high degree of fluctuation due to changes in interest rates, the effects of monetary policies issued by the United States, foreign governments, central banks or supranational entities, the imposition of currency controls or other national or global political or economic developments. Therefore, the Fund's exposure to foreign currencies may result in reduced returns to the Fund. Foreign issuers are often subject to less stringent requirements regarding accounting, auditing, financial reporting and record keeping than are U.S. issuers, and therefore, not all material information regarding these issuers will be available. Securities exchanges or foreign governments may adopt rules or regulations that may negatively impact the Fund's ability to invest in foreign securities or may prevent the Fund from repatriating its investments. In addition, the Fund may not receive shareholder communications or be permitted to vote the securities that it holds, as the issuers may be under no legal obligation to distribute them.

### **Risks Related to the Coal Industry**

Companies involved in activities relating to the exploration for, mining of, and other related activities for coal face risks due to supply and demand variability. Weather conditions, a strong or weak domestic economy, the price levels of competing sources of fuel, political instability and conservation efforts may affect the demand for coal. The productivity of mining operations may be reduced by geological conditions, regulatory permits for mining activities and the availability of coal that meets standards set forth in the Clean Air Act, as amended in 1990. Companies involved in activities relating to the exploration for, mining of, and other related activities for coal are also impacted by the level and volatility of commodity prices, the exchange value of the dollar, import controls, worldwide competition, liability for environmental damage, depletion of resources and mandated expenditures for safety and pollution control devices. In addition, companies in this industry may be significantly affected by the

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occurrence of certain events relating to international political and economic developments, the success of exploration projects and tax and other government regulations.

### **Market Risk**

The Shares are subject to market fluctuations caused by such factors as economic, political, regulatory or market developments, changes in interest rates and perceived trends in securities prices. Overall securities values could decline generally or could underperform other investments.

### **Market Trading Risk**

Risk is inherent in all investing. An investment in the Fund involves risks similar to those of investing in any fund of equity securities traded on an exchange. You should anticipate that the value of the Shares will decline, more or less, in correlation with any decline in value of the Underlying Index.

### **Non-Correlation Risk**

The Fund's return may not match the return of the Underlying Index for a number of reasons. For example, the Fund incurs operating expenses not applicable to the Underlying Index, and incurs costs in buying and selling securities, especially when rebalancing the Fund's securities holdings to reflect changes in the composition of the Underlying Index. In addition, the performance of the Fund and the Underlying Index may vary due to asset valuation differences and differences between the Fund's portfolio and the Underlying Index resulting from legal restrictions (such as diversification requirements that apply to the Fund but not to the Underlying Index).

Due to legal and regulatory rules and limitations imposed by certain countries in which securities in the Underlying Index trade, the Fund may not be able to invest in all securities in the Underlying Index. The Fund may exclude certain securities included in the Underlying Index that are traded in certain countries due to issues such as trading restrictions, cost or liquidity constraints. Since the Underlying Index is not subject to the diversification requirements to which the Fund must adhere, the Fund may be required to deviate its investments from the securities and relative weightings of the Underlying Index. The Fund may not invest in certain securities included in the Underlying Index due to liquidity constraints. Liquidity constraints may delay the Fund's purchase or sale of

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securities included in the Underlying Index. For tax efficiency purposes, the Fund may sell certain securities to realize losses, causing it to deviate from the Underlying Index.

The Fund may not be fully invested at times, either as a result of cash flows into the Fund or reserves of cash held by the Fund to meet redemptions and expenses. If the Fund utilizes a sampling approach or futures or other derivative positions, its return may not correlate as well with the return of the Underlying Index as would be the case if it purchased all of the securities in the Underlying Index with the same weightings as the Underlying Index.

### **Replication Management Risk**

Unlike many investment companies, the Fund is not “actively” managed. That is, the fund does not utilize an investing strategy that seeks returns in excess of the Underlying Index. Therefore, it would not necessarily sell a security because the security’s issuer was in financial trouble unless that security is removed from the Underlying Index.

### **Small and Medium Capitalization Risk**

Investing in securities of small and medium capitalization companies involves greater risk than is customarily associated with investing in larger, more established companies. These companies’ securities may be more volatile and less liquid than those of more established companies. These securities may have returns that vary, sometimes significantly, from the overall securities market. Often small and medium capitalization companies and the industries in which they are focused are still evolving and this may make them more sensitive to changing market conditions.

### **Non-Diversified Fund Risk**

The Fund is considered non-diversified and can invest a greater portion of assets in securities of individual issuers than a diversified fund. As a result, changes in the market value of a single investment could cause greater fluctuations in share price than would occur in a diversified fund.

**The Fund’s Shares will change in value, and you could lose money by investing in the Fund. The Fund may not achieve its investment objective. An investment in the Fund is not a deposit with a bank and is not insured or guaranteed by the FDIC or any other government agency.**

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## How the Fund Has Performed

The Fund had not begun operations as of the date of this Prospectus, and therefore does not have a performance history for a full calendar year.

## What are the Costs of Investing?

This table describes the fees and expenses that you may pay if you buy and hold Fund Shares. Investors purchasing Shares in the secondary market will not pay Creation/Redemption Transaction Fees, but may be subject to costs (including customary brokerage commissions) charged by their broker.(1)

Shareholder Transaction Expenses (fees paid directly from your investments) .....	None
Annual Fund Operating Expenses(2) (expenses that are deducted from the Fund's assets)	
Management Fees .....	0.75%
Other Expenses(3) .....	0.00%
Total Annual Fund Operating Expenses .....	0.75%

## Example

This example is intended to help you compare the cost of investing in the Fund with the cost of investing in other funds. This example does not take into account brokerage commissions that you pay when purchasing or selling Shares of the Fund.

The example assumes that you invest \$10,000 in the Fund for the time periods indicated and then sell all of your Shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the Fund's gross operating expenses remain the same. Although your actual costs may be higher or lower, your costs, based on these assumptions, would be:

<u>1 YEAR</u>	<u>3 YEARS</u>
\$77	\$240

(1) The Fund had not commenced operations as of the date of this Prospectus. The expenses listed in the table are estimates based on the expenses the Fund expects to incur for the fiscal year ending October 31, 2008.

(2) Expressed as a percentage of average net assets.

(3) The Trust's Investment Advisory Agreement provides that the Adviser will pay all expenses of the Fund, except for the fee payments under the Investment Advisory Agreement, distribution fees, if any, brokerage expenses, taxes, interest, litigation expenses and other extraordinary expenses.

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### **Creation Transaction Fees and Redemption Transaction Fees**

The Fund will issue and redeem Shares at NAV only in large blocks of 100,000 Shares (each block of 100,000 Shares called a “Creation Unit”) or multiples thereof (“Creation Unit Aggregations”). As a practical matter, only APs can purchase or redeem these Creation Units. Purchasers of Creation Units at NAV must pay a standard Creation Transaction Fee of \$1,000 per transaction (regardless of the number of Creation Units involved). An AP who holds Creation Units and wishes to redeem at NAV would also pay a standard Redemption Transaction Fee of \$1,000 for each redemption transaction (regardless of the number of Creation Units involved).\* APs who hold Creation Units in inventory will also pay the Annual Fund Operating Expenses described in the table above. Assuming an investment in a Creation Unit of \$2,500,000 and a 5% return each year, and assuming that the Fund’s operating expenses remain the same, the total costs would be \$21,148 if the Creation Unit is redeemed after one year, and \$61,921 if the Creation Unit is redeemed after three years.

If a Creation Unit is purchased or redeemed outside the usual process through the NSCC, if any, or for cash, a variable fee of up to four times the standard Creation or Redemption Transaction Fee may be charged to the AP making the transaction.

The Creation Transaction Fee, Redemption Transaction Fee and variable fee are not expenses of the Fund and do not impact the Fund’s expense ratio.

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\* See “Creations, Redemptions and Transaction Fees” later in this Prospectus.

# PowerShares Global Gold and Precious Metals Portfolio

## Investment Objective, Strategies and Risks

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### Investment Objective

The Fund seeks investment results that correspond (before fees and expenses) generally to the price and yield performance of the index called the NASDAQ OMX Global Gold and Precious Metals Index<sup>SM</sup> (the “Underlying Index”).

### Principal Investment Strategies

The Fund will normally invest at least 90% of its total assets in the securities and ADRs and GDRs based on the securities that comprise the Underlying Index. The Fund anticipates that the majority of its investments will be in the securities that comprise the Underlying Index rather than in ADRs and GDRs. The Fund will normally invest at least 80% of its total assets in securities of companies involved in the gold and other precious metals mining industries. The Underlying Index is designed to measure the overall performance of globally traded securities of the largest and most liquid companies involved in gold and other precious metals mining related activities and is calculated and maintained by NASDAQ OMX. The Underlying Index includes the securities of approximately 50 companies with market capitalizations between \$512 million and \$40.0 billion. The Fund’s investment objective and 80% investment policy are non-fundamental and require 60 days’ prior written notice to shareholders before they can be changed.

The Underlying Index is reconstituted annually and rebalanced quarterly and the Fund, using an “indexing” investment approach, attempts to replicate, before fees and expenses, the performance of the Underlying Index. The Adviser seeks correlation over time of 0.95 or better between the Fund’s performance and the performance of the Underlying Index; a figure of 1.00 would represent perfect correlation. The Fund generally will invest in all of the securities comprising the Underlying Index in proportion to their weightings in the Underlying Index. However, under various circumstances, it may not be possible or practicable to purchase all of those securities in those weightings. In those circumstances, the Fund may purchase a sample of securities in the Underlying Index. There may also be instances in which the Adviser may choose to overweight another security in the Underlying Index, purchase securities not in the Underlying Index which the Adviser believes are appropriate to substitute for certain securities in the Underlying Index or utilize various combinations of other available investment techniques, in seeking to track the Underlying Index. The Fund may sell securities that are represented in the Underlying Index in anticipation of their removal from the Underlying Index or purchase securities not represented in the Underlying Index in anticipation of their addition to the Underlying Index.

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## **Index Methodology**

The Underlying Index will employ a modified market capitalization-weighted methodology based on the market capitalization ranking of the Underlying Index securities. At each quarterly rebalance, if the Underlying Index weight of the highest ranking security is greater than 8%, it will be capped at 8% and the excess weight will be proportionally distributed across the remaining securities. Then, if the Underlying Index weight of the second highest ranking security is greater than 8%, it too will be capped at 8% and the excess weight will be proportionally distributed across the remaining securities. This process will be repeated until no more than five securities are capped at 8%. If after redistribution, any of the five highest ranked securities are weighted below 8%, they will not be capped. Next, the Underlying Index weight of all other securities greater than 4% will be capped at 4% with the excess weight proportionally distributed across the remaining securities to generate the final rebalanced Underlying Index weights.

The modified market capitalization-weighted methodology is applied to the capitalization of each Underlying Index security after applying quarterly changes to the total shares outstanding and the corresponding last sale price of the security at the close of trading on the first Friday in March, June, September and December. Underlying Index shares are then calculated by dividing this modified market capitalization for each Underlying Index security by its corresponding last sale price. Changes to the securities in the Underlying Index will ordinarily be made effective after the close of trading on the third Friday in March, June, September and December.

## **Index Construction**

Companies included in the Underlying Index must be listed on a recognized global stock exchange and classified as involved in gold and other precious metals mining industries by NASDAQ OMX. Only one security per company is permitted. If a company has multiple securities, the security with the highest dollar trading volume will be selected for possible inclusion in the Underlying Index. In addition, each security, according to a recognized market data vendor, must have a minimum float-adjusted worldwide market capitalization of \$500 million and a minimum three-month average daily dollar trading volume of \$1 million prior to inclusion in the Underlying Index. If a company has multiple share classes, the share class with the lower liquidity is not eligible for inclusion.

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The Underlying Index securities are evaluated annually each September based on market data and sector classification by NASDAQ OMX. Security additions and deletions are made effective after the close of trading on the third (3rd) Friday in September. Moreover, if at any time during the year a security included in the Underlying Index is no longer traded on a recognized global exchange, or no longer meets the Underlying Index construction criteria, or is otherwise determined by NASDAQ OMX to be ineligible for continued inclusion in the Underlying Index, the security will be removed. In addition, any security that reaches its foreign investment limit in between quarterly rebalance will be removed immediately from the Underlying Index. Additions to the Underlying Index are only made at the annual reconstitution.

### **Index Maintenance**

Changes in the price and/or Underlying Index shares driven by corporate events such as stock dividends, stock splits, certain spin-offs and rights issuances are adjusted on the ex-date. If the change in total shares outstanding arising from other corporate actions is greater than or equal to 5%, the change will ordinarily become effective as soon as practicable in accordance with Underlying Index policies and procedures. Changes of less than 5% are accumulated during the quarter and will ordinarily be made effective after the close of trading on the third Friday in March, June, September and December.

In the case of a special cash dividend, the Index Provider determines on an individual basis whether to make a change to the price and/or Underlying Index shares of an Underlying Index security in accordance with Underlying Index policies and procedures. If it is determined that a change will be made, it will ordinarily become effective on the ex-date.

The Underlying Index began operations on August 18, 2008. Valuation data regarding the Underlying Index is available via Bloomberg, L.P.

### **Principal Risks of Investing in the Fund**

The following specific risk factors have been identified for the Fund. See also the section on “Additional Risks” for other risk factors.

#### **Foreign Investment Risks**

Investment in the securities of non-U.S. issuers involve risks beyond those associated with investments in U.S. securities. These additional risks include

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greater market volatility, the availability of less reliable financial information, higher transactional costs, taxation by foreign governments, decreased market liquidity and political instability. As the Fund will invest in securities denominated in foreign currencies, changes in currency exchange rates may negatively impact the Fund's returns. The values of the currencies of the countries in which the Fund may invest may be subject to a high degree of fluctuation due to changes in interest rates, the effects of monetary policies issued by the United States, foreign governments, central banks or supranational entities, the imposition of currency controls or other national or global political or economic developments. Therefore, the Fund's exposure to foreign currencies may result in reduced returns to the Fund. Foreign issuers are often subject to less stringent requirements regarding accounting, auditing, financial reporting and record keeping than are U.S. issuers, and therefore, not all material information regarding these issuers will be available. Securities exchanges or foreign governments may adopt rules or regulations that may negatively impact the Fund's ability to invest in foreign securities or may prevent the Fund from repatriating its investments. In addition, the Fund may not receive shareholder communications or be permitted to vote the securities that it holds, as the issuers may be under no legal obligation to distribute them.

### **Risks Related to the Gold and Precious Metals Industry**

Investments related to gold are considered speculative and are affected by a variety of worldwide economic, financial and political factors. The price of gold and other precious metals may fluctuate sharply over short periods of time due to changes in inflation or expectations regarding inflation in various countries, the availability of supplies of gold, changes in industrial and commercial demand, gold sales by governments, trade imbalances, currency devaluation or revaluation, central banks or international agencies, investment speculation, monetary and other economic policies of various governments and government restrictions on private ownership of gold. Markets therefore are volatile at times, and there may be sharp fluctuations in prices even during periods of rising prices. The metals industry can be significantly affected by events relating to international political developments, the success of exploration projects, commodity prices and tax and government regulations.

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### **Market Risk**

The Shares are subject to market fluctuations caused by such factors as economic, political, regulatory or market developments, changes in interest rates and perceived trends in securities prices. Overall securities values could decline generally or could underperform other investments.

### **Market Trading Risk**

Risk is inherent in all investing. An investment in the Fund involves risks similar to those of investing in any fund of equity securities traded on an exchange. You should anticipate that the value of the Shares will decline, more or less, in correlation with any decline in value of the Underlying Index.

### **Non-Correlation Risk**

The Fund's return may not match the return of the Underlying Index for a number of reasons. For example, the Fund incurs operating expenses not applicable to the Underlying Index, and incurs costs in buying and selling securities, especially when rebalancing the Fund's securities holdings to reflect changes in the composition of the Underlying Index. In addition, the performance of the Fund and the Underlying Index may vary due to asset valuation differences and differences between the Fund's portfolio and the Underlying Index resulting from legal restrictions (such as diversification requirements that apply to the Fund but not to the Underlying Index).

Due to legal and regulatory rules and limitations imposed by certain countries in which securities in the Underlying Index trade, the Fund may not be able to invest in all securities included in the Underlying Index. The Fund may exclude certain securities included in the Underlying Index that are traded in certain countries due to issues such as trading restrictions, cost or liquidity constraints. Since the Underlying Index is not subject to the diversification requirements to which the Fund must adhere, the Fund may be required to deviate its investments from the securities and relative weightings of the Underlying Index. The Fund may not invest in certain securities included in the Underlying Index due to liquidity constraints. Liquidity constraints may delay the Fund's purchase or sale of securities included in the Underlying Index. For tax efficiency purposes, the Fund may sell certain securities to realize losses, causing it to deviate from the Underlying Index.

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The Fund may not be fully invested at times, either as a result of cash flows into the Fund or reserves of cash held by the Fund to meet redemptions and expenses. If the Fund utilizes a sampling approach or futures or other derivative positions, its return may not correlate as well with the return of the Underlying Index as would be the case if it purchased all of the securities in the Underlying Index with the same weightings as the Underlying Index.

### **Replication Management Risk**

Unlike many investment companies, the Fund is not “actively” managed. That is, the Fund does not utilize an investing strategy that seeks returns in excess of the Underlying Index. Therefore, it would not necessarily sell a security because the security’s issuer was in financial trouble unless that security is removed from the Underlying Index.

### **Small and Medium Capitalization Risk**

Investing in securities of small and medium capitalization companies involves greater risk than is customarily associated with investing in larger, more established companies. These companies’ securities may be more volatile and less liquid than those of more established companies. These securities may have returns that vary, sometimes significantly, from the overall securities market. Often small and medium capitalization companies and the industries in which they are focused are still evolving and this may make them more sensitive to changing market conditions.

### **Non-Diversified Fund Risk**

The Fund is considered non-diversified and can invest a greater portion of assets in securities of individual issuers than a diversified fund. As a result, changes in the market value of a single investment could cause greater fluctuations in share price than would occur in a diversified fund.

**The Fund’s Shares will change in value, and you could lose money by investing in the Fund. The Fund may not achieve its investment objective. An investment in the Fund is not a deposit with a bank and is not insured or guaranteed by the FDIC or any other government agency.**

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## How the Fund Has Performed

The Fund had not begun operations as of the date of this Prospectus, and therefore does not have a performance history for a full calendar year.

## What are the Costs of Investing?

This table describes the fees and expenses that you may pay if you buy and hold Fund Shares. Investors purchasing Shares in the secondary market will not pay Creation/Redemption Transaction Fees, but may be subject to costs (including customary brokerage commissions) charged by their broker.(1)

Shareholder Transaction Expenses (fees paid directly from your investments) .....	None
Annual Fund Operating Expenses(2) (expenses that are deducted from the Fund's assets)	
Management Fees .....	0.75%
Other Expenses(3) .....	0.00%
Total Annual Fund Operating Expenses .....	0.75%

## Example

This example is intended to help you compare the cost of investing in the Fund with the cost of investing in other funds. This example does not take into account brokerage commissions that you pay when purchasing or selling Shares of the Fund.

The example assumes that you invest \$10,000 in the Fund for the time periods indicated and then sell all of your Shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the Fund's gross operating expenses remain the same. Although your actual costs may be higher or lower, your costs, based on these assumptions, would be:

<u>1 YEAR</u>	<u>3 YEARS</u>
\$77	\$240

(1) The Fund had not commenced operations as of the date of this Prospectus. The expenses listed in the table are estimates based on the expenses the Fund expects to incur for the fiscal year ending October 31, 2008.

(2) Expressed as a percentage of average net assets.

(3) The Trust's Investment Advisory Agreement provides that the Adviser will pay all expenses of the Fund, except for the fee payments under the Investment Advisory Agreement, distribution fees, if any, brokerage expenses, taxes, interest, litigation expenses and other extraordinary expenses.

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### **Creation Transaction Fees and Redemption Transaction Fees**

The Fund will issue and redeem Shares at NAV only in large blocks of 100,000 Shares (each block of 100,000 Shares called a “Creation Unit”) or multiples thereof (“Creation Unit Aggregations”). As a practical matter, only APs can purchase or redeem these Creation Units. Purchasers of Creation Units at NAV must pay a standard Creation Transaction Fee of \$1,000 per transaction (regardless of the number of Creation Units involved). An AP who holds Creation Units and wishes to redeem at NAV would also pay a standard Redemption Transaction Fee of \$1,000 for each redemption transaction (regardless of the number of Creation Units involved).<sup>\*</sup> APs who hold Creation Units in inventory will also pay the Annual Fund Operating Expenses described in the table above. Assuming an investment in a Creation Unit of \$2,500,000 and a 5% return each year, and assuming that the Fund’s operating expenses remain the same, the total costs would be \$21,148 if the Creation Unit is redeemed after one year, and \$61,921 if the Creation Unit is redeemed after three years.

If a Creation Unit is purchased or redeemed outside the usual process through the NSCC, if any, or for cash, a variable fee of up to four times the standard Creation or Redemption Transaction Fee may be charged to the AP making the transaction.

The Creation Transaction Fee, Redemption Transaction Fee and variable fee are not expenses of the Fund and do not impact the Fund’s expense ratio.

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<sup>\*</sup> See “Creations, Redemptions and Transaction Fees” later in this Prospectus.

# PowerShares Global Progressive Transportation Portfolio

## Investment Objective, Strategies and Risks

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### Investment Objective

The Fund seeks investment results that correspond generally to the price and yield (before the Fund's fees and expenses) of an equity index called the Wilder NASDAQ OMX Global Energy Efficient Transport Index<sup>SM</sup> (the "Underlying Index").

### Principal Investment Strategies

The Fund will normally invest at least 90% of its total assets in securities that comprise the Underlying Index. The Fund will normally invest at least 80% of its total assets in the securities and ADRs and GDRs based on the securities of global companies involved in the advancement of efficient transportation as discussed below. The Underlying Index is comprised of companies engaged in a business or businesses which the index provider, Wilder Transport Index, LLC, believes stand to benefit substantially from a societal transition toward the use of cleaner, less costly and more efficient means of transportation. Companies selected for the Underlying Index include those that focus on technologies for the utilization of greener, more efficient sources of energy for transportation. These technologies are designed to provide greater efficiency and to reduce costs and time in transit and include renewable energy harvesting or production, energy conversion, energy storage, improvements in energy efficiency, power delivery, energy conservation and monitoring of energy information. The Underlying Index includes the securities of approximately 40 companies with market capitalizations between \$179 million and \$87.0 billion. The Fund's investment objective and 80% investment policy noted above are non-fundamental and require 60 days' prior written notice to shareholders before they can be changed.

The Underlying Index is reconstituted and rebalanced quarterly and the Fund, using an "indexing" investment approach, attempts to replicate, before expenses, the performance of the Underlying Index. The Adviser seeks correlation over time of 0.95 or better between the Fund's performance and the performance of the Underlying Index; a figure of 1.00 would represent perfect correlation. The Fund generally will invest in all of the securities comprising the Underlying Index in proportion to their weightings in the Underlying Index. However, under various circumstances, it may not be possible or practicable to purchase all of those securities in those weightings. In those circumstances, the Fund may purchase a sample of securities in the Underlying Index. There may also be instances in which the Adviser may choose to overweight securities in the Underlying Index, purchase securities not in the Underlying Index which the Adviser believes are appropriate to substitute for certain securities in the

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Underlying Index or utilize various combinations of other available investment techniques, in seeking to track the Underlying Index. The Fund may sell securities that are represented in the Underlying Index in anticipation of their removal from the Underlying Index or purchase securities not represented in the Underlying Index in anticipation of their addition to the Underlying Index.

### **Index Maintenance**

Changes in the price and/or Underlying Index shares driven by corporate events such as stock dividends, stock splits, certain spin-offs and rights issuances are adjusted on the ex-date. If the change in total shares outstanding arising from other corporate actions is greater than or equal to 5%, the change will ordinarily become effective as soon as practicable, in accordance with Underlying Index policies and procedures. Changes of less than 5% are accumulated during the quarter and will ordinarily be made effective after the close of trading on the third Friday in March, June, September and December.

In the case of a special cash dividend, the Index Provider determines on an individual basis whether to make a change to the price and/or Underlying Index shares of an Underlying Index security in accordance with Underlying Index policies and procedures. If it is determined that a change will be made, it will ordinarily become effective on the ex-date.

Security weightings are determined each rebalancing by evenly dividing them by total sector weight using modified equal weighting; within any sector, securities are initially equally weighted. The securities under \$200 million in market capitalization are removed from sector weight calculations and set at 0.5%.

Following quarterly rebalancing, securities move the next three months according to respective prices and automatically reset for the next quarter's start.

The modified equal dollar weighting methodology is applied to the capitalization of each security in the Underlying Index, after applying quarterly changes to the total shares outstanding and the corresponding last sale price of the security in the Underlying Index at the close of trading on the first Friday in March, June, September and December. Securities in the Underlying Index are then calculated by dividing this modified equal dollar capitalization for each security in the Underlying Index by its corresponding last sale price. Changes to securities in the Underlying Index will ordinarily be made effective after the close of trading on the third Friday in March, June, September and December.

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The Underlying Index began operations on August 25, 2008. Valuation Data regarding the Underlying Index will be available via Bloomberg, L.P.

### **Index Construction**

- (1) The Underlying Index uses modified equal dollar weighting. No single security may exceed 5% of the total Underlying Index weight at the start of the quarterly rebalancing. If a security exceeds 5%, its excess weight will be redistributed within the sectors described below.
- (2) For a security to be included in the selection universe, a company must be identified as one which has a significant exposure to advance efficiency or innovation in transportation or infrastructure, to develop technologies that contribute to innovation in transportation or infrastructure and to contribute to lowering costs of transportation and reducing time in transit.

The Underlying Index is currently comprised of companies focused on the following sectors:

**Alternative Vehicles:** This wide-ranging sector for alternative vehicles and their related technologies may include electric cars, plug-in hybrid vehicles, and improvements in energy efficiency for larger trucks and buses, as well as the work advancing smaller personal bicycles, bicycle components, and scooters. It may also include alternative fuel and related distribution systems for liquid, gaseous, or solid modern fuels; advanced batteries that store energy in innovative ways; basic precursor materials used in battery chemistries; nanotechnology for better storage; and related processes and systems.

**Rail and Subway Systems:** This sector includes highly modern rail technologies as well as common railroads where goods are transported more efficiently than by any other means; the varied technologies for moving people with the greatest energy efficiency from common railroads to modern bullet trains; mass transit and related systems; subways; basic infrastructure; and the logistic and other support specific to rail and subway systems.

**Sea, Land, Air and Intermodal:** This sector includes manufacturers and facilitators for various transport methodologies by land, sea, or air, as well as the intermodal systems that can tie these various transport methodologies together for more efficient movement of goods and people. This sector may contain, for instance, shipping and the carriage of goods or people by sea; energy efficient

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means for transport by land; aerospace and airport logistics; and companies advancing synergies of intermodal transport.

**Innovative Transportation:** This sector includes a broad scope of new and innovative activity advancing modern transportation for efficiency, reducing costs such as of fuel, or time in transit, and generally leading to improvements in transportation. This sector may include improved key materials such as better aluminum, carbon fiber and advanced steel; or innovative systems for distribution of emerging fuels; modernized controllers, electronic systems; or the latest advances in materials, technologies and transportation management.

- (3) Market capitalization for the majority of Underlying Index securities is \$200 million and above. To account for notable but smaller companies sometimes significant to the efficient transportation field, a minority of Underlying Index securities may have market capitalizations between \$50 million and \$200 million.
- (4) To be eligible for the Underlying Index, a security generally will:
  - (i) have a market capitalization of at least \$50 million;
  - (ii) have a three-month average closing price above \$1.00 if not currently in the Underlying Index;
  - (iii) have a minimum three-month average daily dollar trading volume of at least \$1 million; and
  - (iv) be listed on a major and liquid exchange among countries around the world.

### **Stock Universe**

The companies selected for inclusion in the Underlying Index offer efficiency gains in transportation through technological innovation, or advancing efficient designs that may be widely adopted to achieve greater efficiencies in transportation. This includes, for instance, means to reduce fuel costs, vehicle weight or time in transit. Areas may include rail and subway systems; alternative vehicles and fuels; fuel and power systems; better transportation by sea, land, air, and intermodal means; innovative transportation-relevant activity included companies involved in new materials, lightening load weight, transport monitoring, management, information and logistics.

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Companies operating outside of the transportation industry may be included if they do significant work that advances the transportation industry, such as companies making lighter new materials that help to achieve greater efficiencies in transportation or notably reduce noise.

### **Quarterly Evaluation**

The securities included in the Underlying Index shall be evaluated quarterly in March, June, September and December based on market data from the preceding month end. Security additions and deletions shall be made effective after the close of trading on each third (3rd) Friday of each calendar quarter month.

At each quarterly evaluation the index provider, Wilder Transport Index, LLC, will determine the sector weights for the Underlying Index.

### **Principal Risks of Investing in the Fund**

The following specific risk factors have been identified for the Fund. See also the section on “Additional Risks” for other risk factors.

#### **Foreign Investment Risks**

Investment in the securities of non-U.S. issuers involve risks beyond those associated with investments in U.S. securities. These additional risks include greater market volatility, the availability of less reliable financial information, higher transactional costs, taxation by foreign governments, decreased market liquidity and political instability. As the Fund will invest in securities denominated in foreign currencies, changes in currency exchange rates may negatively impact the Fund’s returns. The values of the currencies of the countries in which the Fund may invest may be subject to a high degree of fluctuation due to changes in interest rates, the effects of monetary policies issued by the United States, foreign governments, central banks or supranational entities, the imposition of currency controls or other national or global political or economic developments. Therefore, the Fund’s exposure to foreign currencies may result in reduced returns to the Fund. Foreign issuers are often subject to less stringent requirements regarding accounting, auditing, financial reporting and record keeping than are U.S. issuers, and therefore, not all material information regarding these issuers will be available. Securities exchanges or foreign governments may adopt rules or regulations that may negatively impact the Fund’s ability to invest in foreign securities or may prevent the Fund from repatriating its investments. In addition, the Fund may not receive shareholder

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communications or be permitted to vote the securities that it holds, as the issuers may be under no legal obligation to distribute them.

### **Risks Related to the Transportation Industry**

Companies involved in transportation industry can be significantly affected by changes in the economy, fuel prices, labor relations, inflation, insurance costs, security and environmental measures and government regulation. Also, the Fund's policy of investing in companies involved in the advancement of efficient transportation could cause it to make or avoid investments that could result in the Fund underperforming similar funds that do not invest in companies involved in the advancement of efficient transportation.

In addition, companies in this industry may be significantly affected by the occurrence of certain events related to war, terrorist attacks and political instability (or the threat thereof). Consumer perceptions of travel safety and costs, preferences and spending patterns may also affect companies in the transportation industry. Furthermore, the transportation industry is particularly affected by changing weather conditions and other natural disasters.

### **Market Risk**

The Shares are subject to market fluctuations caused by such factors as economic, political, regulatory or market developments, changes in interest rates and perceived trends in securities prices. Overall securities values could decline generally or could underperform other investments.

### **Market Trading Risk**

Risk is inherent in all investing. An investment in the Fund involves risks similar to those of investing in any fund of equity securities traded on an exchange. You should anticipate that the value of the Shares will decline, more or less, in correlation with any decline in value of the Underlying Index.

### **Non-Correlation Risk**

The Fund's return may not match the return of the Underlying Index for a number of reasons. For example, the Fund incurs operating expenses not applicable to the Underlying Index, and incurs costs in buying and selling securities, especially when rebalancing the Fund's securities holdings to reflect changes in the composition of the Underlying Index. In addition, the performance of the Fund and the Underlying Index may vary due to asset valuation differences and differences between the Fund's portfolio and the

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Underlying Index resulting from legal restrictions (such as diversification requirements that apply to the Fund but not to the Underlying Index).

Due to legal and regulatory rules and limitations imposed by certain countries in which securities in the Underlying Index trade, the Fund may not be able to invest in all securities in the Underlying Index. The Fund may exclude certain securities included in the Underlying Index that are traded in certain countries due to issues such as trading restrictions, cost or liquidity constraints. Since the Underlying Index is not subject to the diversification requirements to which the Fund must adhere, the Fund may be required to deviate its investments from the securities and relative weightings of the Underlying Index. The Fund may not invest in certain securities included in the Underlying Index due to liquidity constraints. Liquidity constraints may delay the Fund's purchase or sale of securities included in the Underlying Index. For tax efficiency purposes, the Fund may sell certain securities to realize losses, causing it to deviate from the Underlying Index.

The Fund may not be fully invested at times, either as a result of cash flows into the Fund or reserves of cash held by the Fund to meet redemptions and expenses. If the Fund utilizes a sampling approach or futures or other derivative positions, its return may not correlate as well with the return of the Underlying Index as would be the case if it purchased all of the securities in the Underlying Index with the same weightings as the Underlying Index.

### **Replication Management Risk**

Unlike many investment companies, the Fund is not “actively” managed. That is, the Fund does not utilize an investing strategy that seeks returns in excess of the Underlying Fund. Therefore, it would not necessarily sell a security because the security's issuer was in financial trouble unless that security is removed from the Underlying Index.

### **Small and Medium Capitalization Risk**

Investing in securities of small and medium capitalization companies involves greater risk than is customarily associated with investing in larger, more established companies. These companies' securities may be more volatile and less liquid than those of more established companies. These securities may have returns that vary, sometimes significantly, from the overall securities market. Often small and medium capitalization companies and the industries in which they are focused are still evolving and this may make them more sensitive to changing market conditions.

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### Non-Diversified Fund Risk

The Fund is considered non-diversified and can invest a greater portion of assets in securities of individual issuers than a diversified fund. As a result, changes in the market value of a single investment could cause greater fluctuations in share price than would occur in a diversified fund.

The Fund's Shares will change in value, and you could lose money by investing in the Fund. The Fund may not achieve its investment objective. An investment in the Fund is not a deposit with a bank and is not insured or guaranteed by the FDIC or any other government agency.

### How the Fund Has Performed

The Fund had not begun operations as of the date of this Prospectus, and therefore does not have a performance history for a full calendar year.

### What are the Costs of Investing?

This table describes the fees and expenses that you may pay if you buy and hold Fund Shares. Investors purchasing Shares in the secondary market will not pay Creation/Redemption Transaction Fees, but may be subject to costs (including customary brokerage commissions) charged by their broker.(1)

Shareholder Transaction Expenses (fees paid directly from your investments) .....	None
Annual Fund Operating Expenses(2) (expenses that are deducted from the Fund's assets)	
Management Fees .....	0.75%
Other Expenses(3) .....	0.00%
Total Annual Fund Operating Expenses .....	0.75%

### Example

This example is intended to help you compare the cost of investing in the Fund with the cost of investing in other funds. This example does not take into account brokerage commissions that you pay when purchasing or selling Shares of the Fund.

The example assumes that you invest \$10,000 in the Fund for the time periods indicated and then sell all of your Shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the Fund's gross operating expenses remain the same. Although your actual costs may be higher or lower, your costs, based on these assumptions, would be:

<b>1 YEAR</b>	<b>3 YEARS</b>
\$77	\$240

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- (1) *The Fund had not commenced operations as of the date of this Prospectus. The expenses listed in the table are estimates based on the expenses the Fund expects to incur for the fiscal year ending October 31, 2008.*
  - (2) *Expressed as a percentage of average net assets.*
  - (3) *The Trust's Investment Advisory Agreement provides that the Adviser will pay all expenses of the Fund, except for the fee payments under the Investment Advisory Agreement, distribution fees, if any, brokerage expenses, taxes, interest, litigation expenses and other extraordinary expenses.*

### **Creation Transaction Fees and Redemption Transaction Fees**

The Fund will issue and redeem Shares at NAV only in large blocks of 100,000 Shares (each block of 100,000 Shares called a "Creation Unit") or multiples thereof ("Creation Unit Aggregations"). As a practical matter, only APs can purchase or redeem these Creation Units. Purchasers of Creation Units at NAV must pay a standard Creation Transaction Fee of \$900 per transaction (regardless of the number of Creation Units involved). An AP who holds Creation Units and wishes to redeem at NAV would also pay a standard Redemption Transaction Fee of \$900 for each redemption transaction (regardless of the number of Creation Units involved).<sup>\*</sup> APs who hold Creation Units in inventory will also pay the Annual Fund Operating Expenses described in the table above. Assuming an investment in a Creation Unit of \$2,500,000 and a 5% return each year, and assuming that the Fund's operating expenses remain the same, the total costs would be \$20,948 if the Creation Unit is redeemed after one year, and \$61,721 if the Creation Unit is redeemed after three years.

If a Creation Unit is purchased or redeemed outside the usual process through the NSCC, if any, or for cash, a variable fee of up to four times the standard Creation or Redemption Transaction Fee may be charged to the AP making the transaction.

The Creation Transaction Fee, Redemption Transaction Fee and variable fee are not expenses of the Fund and do not impact the Fund's expense ratio.

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<sup>\*</sup> See "Creations, Redemptions and Transaction Fees" later in this Prospectus.

## Investment Objective, Strategies and Risks

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### Investment Objective

The Fund seeks investment results that correspond (before fees and expenses) generally to the price and yield performance of the index called the NASDAQ OMX Global Steel Index<sup>SM</sup> (the “Underlying Index”).

### Principal Investment Strategies

The Fund will normally invest at least 90% of its total assets in the securities and ADRs and GDRs based on the securities that comprise the Underlying Index. The Fund anticipates that the majority of its investments will be in the securities that comprise the Underlying Index rather than in ADRs and GDRs. The Fund will normally invest at least 80% of its total assets in securities of companies involved in the steel industry. The Underlying Index is designed to measure the overall performance of globally traded securities of the largest and most liquid companies involved in the manufacturing and storage of iron and steel products and is calculated and maintained by NASDAQ OMX. The Underlying Index includes the securities of approximately 82 companies with market capitalizations between \$685 million and \$341.6 billion. The Fund’s investment objective and 80% investment policy are non-fundamental and require 60 days’ prior written notice to shareholders before they can be changed.

The Underlying Index is reconstituted annually and rebalanced quarterly and the Fund, using an “indexing” investment approach, attempts to replicate, before fees and expenses, the performance of the Underlying Index. The Adviser seeks correlation over time of 0.95 or better between the Fund’s performance and the performance of the Underlying Index; a figure of 1.00 would represent perfect correlation. The Fund generally will invest in all of the securities comprising the Underlying Index in proportion to their weightings in the Underlying Index. However, under various circumstances, it may not be possible or practicable to purchase all of those securities in those weightings. In those circumstances, the Fund may purchase a sample of securities in the Underlying Index. There may also be instances in which the Adviser may choose to overweight another security in the Underlying Index, purchase securities not in the Underlying Index which the Adviser believes are appropriate to substitute for certain securities in the Underlying Index or utilize various combinations of other available investment techniques, in seeking to track the Underlying Index. The Fund may sell securities that are represented in the Underlying Index in anticipation of their removal from the Underlying Index or purchase securities not represented in the Underlying Index in anticipation of their addition to the Underlying Index.

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## **Index Methodology**

The Underlying Index will employ a modified market capitalization-weighted methodology based on the market capitalization ranking of the Underlying Index securities. At each quarterly rebalance, if the Underlying Index weight of the highest ranking security is greater than 8%, it will be capped at 8% and the excess weight will be proportionally distributed across the remaining securities. Then, if the Underlying Index weight of the second highest ranking security is greater than 8%, it too will be capped at 8% and the excess weight will be proportionally distributed across the remaining securities. This process will be repeated until no more than five securities are capped at 8%. If after redistribution, any of the five highest ranked securities are weighted below 8%, they will not be capped. Next, the Underlying Index weight of all other securities greater than 4% will be capped at 4% with the excess weight proportionally distributed across the remaining securities to generate the final rebalanced Underlying Index weights.

The modified market capitalization-weighted methodology is applied to the capitalization of each Underlying Index security after applying quarterly changes to the total shares outstanding and the corresponding last sale price of the security at the close of trading on the first Friday in March, June, September and December. Underlying Index shares are then calculated by dividing this modified market capitalization for each Underlying Index security by its corresponding last sale price. Changes to the securities in the Underlying Index will ordinarily be made effective after the close of trading on the third Friday in March, June, September and December.

## **Index Construction**

Companies included in the Underlying Index must be listed on a recognized global stock exchange and classified as involved in the manufacturing and storage of iron and steel products by NASDAQ OMX. Only one security per company is permitted. If a company has multiple securities, the security with the highest dollar trading volume will be selected for possible inclusion in the Underlying Index. In addition, each security, according to a recognized market data vendor, must have a minimum float-adjusted worldwide market capitalization of \$500 million and a minimum three-month average daily dollar trading volume of \$1 million prior to inclusion in the Underlying Index. If a company

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has multiple share classes, the share class with the lower liquidity is not eligible for inclusion.

The Underlying Index securities are evaluated annually each September based on market data and sector classification by NASDAQ OMX. Security additions and deletions are made effective after the close of trading on the third (3rd) Friday in September. Moreover, if at any time during the year a security included in the Underlying Index is no longer traded on a recognized global exchange, or no longer meets the Underlying Index construction criteria, or is otherwise determined by NASDAQ OMX to be ineligible for continued inclusion in the Underlying Index, the security will be removed. In addition, any security that reaches its foreign investment limit in between quarterly rebalance will be removed immediately from the Underlying Index. Additions to the Underlying Index are only made at the annual reconstitution.

### **Index Maintenance**

Changes in the price and/or Underlying Index shares driven by corporate events such as stock dividends, stock splits, certain spin-offs and rights issuances are adjusted on the ex-date. If the change in total shares outstanding arising from other corporate actions is greater than or equal to 5%, the change will ordinarily become effective as soon as practicable in accordance with Underlying Index policies and procedures. Changes of less than 5% are accumulated during the quarter and will ordinarily be made effective after the close of trading on the third Friday in March, June, September and December.

In the case of a special cash dividend, the Index Provider determines on an individual basis whether to make a change to the price and/or Underlying Index shares of an Underlying Index security in accordance with Underlying Index policies and procedures. If it is determined that a change will be made, it will ordinarily become effective on the ex-date.

The Underlying Index began operations on August 18, 2008. Valuation data regarding the Underlying Index is available via Bloomberg, L.P.

### **Principal Risks of Investing in the Fund**

The following specific risk factors have been identified for the Fund. See also the section on “Additional Risks” for other risk factors.

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### **Foreign Investment Risks**

Investment in the securities of non-U.S. issuers involve risks beyond those associated with investments in U.S. securities. These additional risks include greater market volatility, the availability of less reliable financial information, higher transactional costs, taxation by foreign governments, decreased market liquidity and political instability. As the Fund will invest in securities denominated in foreign currencies, changes in currency exchange rates may negatively impact the Fund's returns. The values of the currencies of the countries in which the Fund may invest may be subject to a high degree of fluctuation due to changes in interest rates, the effects of monetary policies issued by the United States, foreign governments, central banks or supranational entities, the imposition of currency controls or other national or global political or economic developments. Therefore, the Fund's exposure to foreign currencies may result in reduced returns to the Fund. Foreign issuers are often subject to less stringent requirements regarding accounting, auditing, financial reporting and record keeping than are U.S. issuers, and therefore, not all material information regarding these issuers will be available. Securities exchanges or foreign governments may adopt rules or regulations that may negatively impact the Fund's ability to invest in foreign securities or may prevent the Fund from repatriating its investments. In addition, the Fund may not receive shareholder communications or be permitted to vote the securities that it holds, as the issuers may be under no legal obligation to distribute them.

### **Risks Related to the Steel Industry**

Companies involved in activities related to the manufacturing and storage of iron and steel products face risks due to supply and demand variability. Weather conditions, a strong or weak domestic economy and the price levels of competing sources of fuel, political instability and conservation efforts may affect the demand for steel. Companies involved in the manufacturing and storage of iron and steel products are also impacted by the level and volatility of commodity prices, the exchange value of the dollar, import controls, worldwide competition, liability for environmental damage, depletion of resources and mandated expenditures for safety and pollution control devices. In addition, companies in this industry may be significantly affected by the occurrence of certain events relating to international political and economic developments, the success of exploration projects and tax and other government regulations.

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### **Market Risk**

The Shares are subject to market fluctuations caused by such factors as economic, political, regulatory or market developments, changes in interest rates and perceived trends in securities prices. Overall securities values could decline generally or could underperform other investments.

### **Market Trading Risk**

Risk is inherent in all investing. An investment in the Fund involves risks similar to those of investing in any fund of equity securities traded on an exchange. You should anticipate that the value of the Shares will decline, more or less, in correlation with any decline in value of the Underlying Index.

### **Non-Correlation Risk**

The Fund's return may not match the return of the Underlying Index for a number of reasons. For example, the Fund incurs operating expenses not applicable to the Underlying Index, and incurs costs in buying and selling securities, especially when rebalancing the Fund's securities holdings to reflect changes in the composition of the Underlying Index. In addition, the performance of the Fund and the Underlying Index may vary due to asset valuation differences and differences between the Fund's portfolio and the Underlying Index resulting from legal restrictions (such as diversification requirements that apply to the Fund but not to the Underlying Index).

Due to legal and regulatory rules and limitations imposed by certain countries in which securities in the Underlying Index trade, the Fund may not be able to invest in all securities in the Underlying Index. The Fund may exclude certain securities included in the Underlying Index that are traded in certain countries due to issues such as trading restrictions, cost or liquidity constraints. Since the Underlying Index is not subject to the diversification requirements to which the Fund must adhere, the Fund may be required to deviate its investments from the securities and relative weightings of the Underlying Index. The Fund may not invest in certain securities included in the Underlying Index due to liquidity constraints. Liquidity constraints may delay the Fund's purchase or sale of securities included in the Underlying Index. For tax efficiency purposes, the Fund may sell certain securities to realize losses, causing it to deviate from the Underlying Index.

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The Fund may not be fully invested at times, either as a result of cash flows into the Fund or reserves of cash held by the Fund to meet redemptions and expenses. If the Fund utilizes a sampling approach or futures or other derivative positions, its return may not correlate as well with the return of the Underlying Index as would be the case if it purchased all of the securities in the Underlying Index with the same weightings as the Underlying Index.

### **Replication Management Risk**

Unlike many investment companies, the Fund is not “actively” managed. That is, the Fund does not utilize an investing strategy that seeks returns in excess of the Underlying Fund. Therefore, it would not necessarily sell a security because the security’s issuer was in financial trouble unless that security is removed from the Underlying Index.

### **Small and Medium Capitalization Risk**

Investing in securities of small and medium capitalization companies involves greater risk than is customarily associated with investing in larger, more established companies. These companies’ securities may be more volatile and less liquid than those of more established companies. These securities may have returns that vary, sometimes significantly, from the overall securities market. Often small and medium capitalization companies and the industries in which they are focused are still evolving and this may make them more sensitive to changing market conditions.

### **Non-Diversified Fund Risk**

The Fund is considered non-diversified and can invest a greater portion of assets in securities of individual issuers than a diversified fund. As a result, changes in the market value of a single investment could cause greater fluctuations in share price than would occur in a diversified fund.

**The Fund’s Shares will change in value, and you could lose money by investing in the Fund. The Fund may not achieve its investment objective. An investment in the Fund is not a deposit with a bank and is not insured or guaranteed by the FDIC or any other government agency.**

### **How the Fund Has Performed**

The Fund had not begun operations as of the date of this Prospectus, and therefore does not have a performance history for a full calendar year.

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### What are the Costs of Investing?

This table describes the fees and expenses that you may pay if you buy and hold Fund Shares. Investors purchasing Shares in the secondary market will not pay Creation/Redemption Transaction Fees, but may be subject to costs (including customary brokerage commissions) charged by their broker.(1)

Shareholder Transaction Expenses (fees paid directly from your investments) .....	None
Annual Fund Operating Expenses(2) (expenses that are deducted from the Fund's assets)	
Management Fees .....	0.75%
Other Expenses(3) .....	0.00%
Total Annual Fund Operating Expenses .....	0.75%

### Example

This example is intended to help you compare the cost of investing in the Fund with the cost of investing in other funds. This example does not take into account brokerage commissions that you pay when purchasing or selling Shares of the Fund.

The example assumes that you invest \$10,000 in the Fund for the time periods indicated and then sell all of your Shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the Fund's gross operating expenses remain the same. Although your actual costs may be higher or lower, your costs, based on these assumptions, would be:

<b>1 YEAR</b>	<b>3 YEARS</b>
\$77	\$240

(1) *The Fund had not commenced operations as of the date of this Prospectus. The expenses listed in the table are estimates based on the expenses the Fund expects to incur for the fiscal year ending October 31, 2008.*

(2) *Expressed as a percentage of average net assets.*

(3) *The Trust's Investment Advisory Agreement provides that the Adviser will pay all expenses of the Fund, except for the fee payments under the Investment Advisory Agreement, distribution fees, if any, brokerage expenses, taxes, interest, litigation expenses and other extraordinary expenses.*

### Creation Transaction Fees and Redemption Transaction Fees

The Fund will issue and redeem Shares at NAV only in large blocks of 100,000 Shares (each block of 100,000 Shares called a "Creation Unit") or multiples thereof ("Creation Unit Aggregations"). As a practical matter, only APs can

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purchase or redeem these Creation Units. Purchasers of Creation Units at NAV must pay a standard Creation Transaction Fee of \$2,500 per transaction (regardless of the number of Creation Units involved). An AP who holds Creation Units and wishes to redeem at NAV would also pay a standard Redemption Transaction Fee of \$2,500 for each redemption transaction (regardless of the number of Creation Units involved).<sup>\*</sup> APs who hold Creation Units in inventory will also pay the Annual Fund Operating Expenses described in the table above. Assuming an investment in a Creation Unit of \$2,500,000 and a 5% return each year, and assuming that the Fund's operating expenses remain the same, the total costs would be \$24,148 if the Creation Unit is redeemed after one year, and \$64,921 if the Creation Unit is redeemed after three years.

If a Creation Unit is purchased or redeemed outside the usual process through the NSCC, if any, or for cash, a variable fee of up to four times the standard Creation or Redemption Transaction Fee may be charged to the AP making the transaction.

The Creation Transaction Fee, Redemption Transaction Fee and variable fee are not expenses of the Fund and do not impact the Fund's expense ratio.

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<sup>\*</sup> See "Creations, Redemptions and Transaction Fees" later in this Prospectus.

## **Additional Investment Strategies**

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Each Fund will normally invest at least 90% of its total assets in component securities that comprise its Underlying Index and in ADRs and GDRs based on such component securities. The Funds may invest their remaining assets in money market instruments, including repurchase agreements or other funds which invest exclusively in money market instruments (subject to applicable limitations under the Investment Company Act of 1940, as amended (the “1940 Act”), or exemptions therefrom), convertible securities, structured notes (notes on which the amount of principal repayment and interest payments are based on the movement of one or more specified factors, such as the movement of a particular security or securities index), and in swaps, options and futures contracts. Swaps, options and futures contracts (and convertible securities and structured notes) may be used by a Fund in seeking performance that corresponds to its respective Underlying Index and in managing cash flows. The Funds will not invest in forward currency contracts and money market instruments as part of a temporary defensive strategy to protect against potential securities market declines. The Adviser anticipates that it may take approximately three business days (i.e., each day the New York Stock Exchange (“NYSE”) is open) for additions and deletions to each Fund’s Underlying Index to be reflected in the portfolio composition of each Fund.

Each of the policies described herein, including the investment objective of each Fund, constitutes a non-fundamental policy that may be changed by the Board of Trustees without shareholder approval. Certain fundamental policies of the Funds are set forth in the Funds’ SAI under “Investment Restrictions.”

### **Borrowing Money**

Each Fund may borrow money from a bank up to a limit of 10% of the value of its assets, but only for temporary or emergency purposes.

### **Securities Lending**

The Funds may lend their portfolio securities. In connection with such loans, the Funds receive and maintain liquid collateral equal to at least 102% of the value of the portfolio securities being lent. This collateral is marked to market on a daily basis.

## **Additional Risks**

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### **Trading Issues**

Trading in Shares on the NASDAQ may be halted due to market conditions or for reasons that, in the view of the NASDAQ, make trading in Shares inadvisable. In addition, trading in Shares on the NASDAQ is subject to trading halts caused by extraordinary market volatility pursuant to the NASDAQ “circuit breaker” rules. There can be no assurance that the requirements of the NASDAQ necessary to maintain the listing of a Fund will continue to be met or will remain unchanged. Foreign exchanges may be open on days when Shares are not priced, and therefore, the value of the securities in a Fund’s portfolio may change on days when shareholders will not be able to purchase or sell Shares.

### **Fluctuation of Net Asset Value**

The NAV of a Fund’s Shares will generally fluctuate with changes in the market value of the Fund’s holdings. The market prices of the Shares will generally fluctuate in accordance with changes in NAV as well as the relative supply of and demand for the Shares on the NASDAQ. The Adviser cannot predict whether the Shares will trade below, at or above their NAV. Price differences may be due, in large part, to the fact that supply and demand forces at work in the secondary trading market for the Shares will be closely related to, but not identical to, the same forces influencing the prices of the securities of a Fund’s Underlying Index trading individually or in the aggregate at any point in time. However, given that the Shares can be purchased and redeemed in Creation Units (unlike shares of closed-end funds, which frequently trade at appreciable discounts from, and sometimes at premiums to, their NAV), the Adviser believes that large discounts or premiums to the NAV of the Shares should not be sustained.

### **Securities Lending**

Although each Fund will receive collateral in connection with all loans of its securities holdings, a Fund would be exposed to a risk of loss should a borrower default on its obligation to return the borrowed securities. In addition, a Fund will bear the risk of loss of any cash collateral that it invests.

### **Derivatives Risk**

A derivative is a financial contract the value of which depends on, or is derived from, the value of an underlying asset such as a security or an index. Each Fund may invest in derivatives. Compared to conventional securities, derivatives can be more sensitive to changes in interest rates or to sudden fluctuations in market prices and thus each Fund’s losses may be greater if it invests in derivatives than if it invests only in conventional securities.

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The Funds may invest in swap agreements, including credit default swap agreements. Swap agreements are contracts between parties in which one party agrees to make periodic payments to the other party (the “Counterparty”) based on the change in market value or level of a specified rate, index or asset. In return, the Counterparty agrees to make periodic payments to the first party based on the return of a different specified rate, index or asset. Swap agreements will usually be done on a net basis, each Fund receiving or paying only the net amount of the two payments. The net amount of the excess, if any, of each Fund’s obligations over its entitlements with respect to each swap is accrued on a daily basis and an amount of cash or highly liquid securities having an aggregate value at least equal to the accrued excess is maintained in an account at the Trust’s custodian bank.

The risk of loss with respect to swaps generally is limited to the net amount of payments that a Fund is contractually obligated to make. Swap agreements are also subject to the risk that the Counterparty will default on its obligations. If such a default were to occur, each Fund will have contractual remedies pursuant to the agreements related to the transaction. However, such remedies may be subject to bankruptcy and insolvency laws which could affect a Fund’s rights as a creditor (e.g., the Fund may not receive the net amount of payments that it contractually is entitled to receive). Each Fund, however, intends to utilize swaps in a manner designed to limit its risk exposure to levels comparable to direct investments in stocks.

Due to the current credit crisis, there is an increased possibility that a Counterparty may become bankrupt or otherwise fail to perform its obligations due to financial difficulties.

## **Portfolio Holdings**

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A description of the Trust’s policies and procedures with respect to the disclosure of the Funds’ portfolio holdings is available in the Funds’ SAI.

## **Management of the Funds**

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Invesco PowerShares Capital Management LLC is a registered investment adviser with its offices at 301 West Roosevelt Road, Wheaton, Illinois 60187. Invesco PowerShares Capital Management LLC serves as the investment adviser to the Trust, PowerShares India Exchange-Traded Fund Trust, PowerShares Actively Managed Exchange-Traded Fund Trust and PowerShares Exchange-Traded Fund Trust, a family of exchange-traded funds, with combined assets under

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management of approximately \$14.5 billion as of August 31, 2008. The Trust is currently comprised of 37 exchange-traded funds.

Invesco PowerShares Capital Management LLC has overall responsibility as the Funds' investment adviser for the selection and ongoing monitoring of the Funds' investments, managing the Funds' business affairs and providing certain clerical, bookkeeping and other administrative services.

The Adviser uses a team of portfolio managers, investment strategists and other investment specialists. This team approach brings together many disciplines and leverages the Adviser's resources.

John W. Southard, Jr., CFA, MBA, oversees all research, portfolio management and trading operations of each Fund. In this capacity, Mr. Southard oversees a team of portfolio managers (with Mr. Southard, the "Portfolio Managers") who are responsible for the day-to-day management of the Fund. Brian McGreal, who reports to Peter Hubbard, is the member of the portfolio management team who is currently primarily responsible for the Funds' day-to-day management. Mr. McGreal receives management assistance from Travis Trampe. Mr. Trampe reports to Mr. Hubbard. Each Portfolio Manager is responsible for various functions related to portfolio management, including investing cash flows, coordinating with members of his team to focus on certain asset classes, implementing investment strategy, researching and reviewing investment strategy, and overseeing members of his portfolio management team with more limited responsibilities, but each Portfolio Manager has appropriate limitations on his authority for risk management and compliance purposes.

### **Portfolio Managers**

John Southard is a Managing Director at the Adviser and has been with the Adviser since its inception in February 2003. Mr. Southard has managed each Fund since inception. Prior to his current position, he was a Senior Equity Analyst at Charles Schwab & Company from May 2001 to August 2002.

Peter Hubbard is a Vice President of Portfolio Management of the Adviser and has been one of the Portfolio Managers primarily responsible for the day-to-day management of the Funds since their inception. Mr. Hubbard was a Research Analyst for the Adviser from May 2005 to June 2007. Prior to joining the Adviser, Mr. Hubbard was employed by Ritchie Capital, a hedge fund operator, where he was a Research Analyst and Trader from September 2003 to May 2005, after receiving a bachelor of science degree in Business and Economics from Wheaton College.

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Brian McGreal is a Vice President and Portfolio Manager of the Adviser and has been one of the Portfolio Managers primarily responsible for the day-to-day management of the Funds since their inception. Prior to joining the Adviser, Mr. McGreal was an analyst for Ritchie Capital Management from May 2005 to September 2007 and a trader with SAM Investments from February 1999 to April 2005.

Travis Trampe is a Portfolio Manager of the Adviser and has been one of the Portfolio Managers primarily responsible for the day-to-day management of the Funds since their inception. Mr. Trampe has been an employee of the Adviser since April 2007. Prior to joining the Adviser, Mr. Trampe was an analyst for Principal Global Investors from December 1994 to September 2006 and Research Analyst for Quantitative Services Group LLC from October 2006 to April 2007.

The Funds' SAI provides additional information about the Portfolio Managers' compensation structure, other accounts managed by the Portfolio Managers and the Portfolio Managers' ownership of securities in the Trust.

Out of the unitary management fee, the Adviser pays substantially all expenses of the Fund, including the cost of transfer agency, custody, fund administration, legal, audit and other services, except for the fee payments under the Investment Advisory Agreement, distribution fees, if any, brokerage expenses, taxes, interest, litigation expenses and other extraordinary expenses.

The Adviser's unitary management fee is designed to pay the Funds' expenses and to compensate the Adviser for providing services for the Funds.

Each Fund pays the Adviser a unitary management fee equal to 0.75% of its average daily net assets.

A discussion regarding the Board of Trustees' basis for approving the Funds' Investment Advisory Agreement will be available in the Annual Report to Shareholders for the fiscal year ending October 31, 2008.

## How to Buy and Sell Shares

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The Shares will be issued or redeemed by each Fund at NAV per Share only in Creation Unit Aggregations. See “Creations, Redemptions and Transaction Fees.”

Most investors will buy and sell Shares of each Fund in secondary market transactions through brokers. Shares of each Fund will be listed for trading on the secondary market on the NASDAQ. Shares can be bought and sold throughout the trading day like other publicly traded shares. There is no minimum investment. Although Shares are generally purchased and sold in “round lots” of 100 Shares, brokerage firms typically permit investors to purchase or sell Shares in smaller “oddlots” at no per-share price differential. When buying or selling Shares through a broker, you will incur customary brokerage commissions and charges, and you may pay some or all of the spread between the bid and the offered price in the secondary market on each leg of a round trip (purchase and sale) transaction. The Funds Shares have been approved for listing on the NASDAQ, subject to notice of issuance, under the following symbols:

<b><u>Fund</u></b>	<b><u>Trading Symbol</u></b>
PowerShares Global Agriculture Portfolio .....	PAGG
PowerShares Global Biotech Portfolio .....	PBTQ
PowerShares Global Coal Portfolio .....	PKOL
PowerShares Global Gold and Precious Metals Portfolio .....	PSAU
PowerShares Global Progressive Transportation Portfolio .....	PTRP
PowerShares Global Steel Portfolio .....	PSTL

Share prices are reported in dollars and cents per Share.

Investors may acquire Shares directly from each Fund, and shareholders may tender their Shares for redemption directly to each Fund, only in Creation Unit Aggregations, as discussed in the “Creations, Redemptions and Transaction Fees” section below.

### **Book Entry**

Shares are held in book-entry form, which means that no stock certificates are issued. The Depository Trust Company (“DTC”) 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.

Investors owning Shares are beneficial owners as shown on the records of DTC or its participants. DTC serves as the securities depository for all Shares. Participants in DTC include securities brokers and dealers, banks, trust companies, clearing corporations and other institutions that directly or indirectly maintain a custodial

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relationship with DTC. As a beneficial owner of Shares, you are not entitled to receive physical delivery of stock certificates or to have Shares registered in your name, and you are not considered a registered owner of Shares. Therefore, to exercise any right as an owner of Shares, you must rely upon the procedures of DTC and its participants. These procedures are the same as those that apply to any other securities that you hold in book entry or “street name” form.

### **Fund Share Trading Prices**

The trading prices of Shares of each Fund on the NASDAQ may differ from the Fund’s daily NAV and can be affected by market forces of supply and demand, economic conditions and other factors.

The NASDAQ or other market information provider intends to disseminate the approximate value of Shares of each Fund every fifteen seconds. This approximate value should not be viewed as a “real-time” update of the NAV per Share of the Fund because the approximate value may not be calculated in the same manner as the NAV, which is computed once a day, generally at the end of the business day. The Funds are not involved in, or responsible for, the calculation or dissemination of the approximate value and the Funds do not make any warranty as to its accuracy.

## **Frequent Purchases and Redemptions of Fund Shares**

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The Trust’s Board of Trustees (the “Board”) has adopted a policy of not monitoring for frequent purchases and redemptions of Fund Shares (“market timing”). In establishing this policy, the Board evaluated the risks of market timing activities by the Trust’s shareholders. The Board noted that a Fund’s Shares can only be purchased and redeemed directly from the Fund in Creation Units by Authorized Participants and that the vast majority of trading in the Funds’ Shares occurs on the secondary market. Because the secondary market trades do not involve a Fund directly, it is unlikely those trades would cause many of the harmful effects of market timing, including dilution, disruption of portfolio management, increases in the Funds’ trading costs and the realization of capital gains. With respect to trades directly with the Funds, to the extent effected in-kind (i.e., for securities), those trades do not cause any of the harmful effects (as previously noted) that may result from frequent cash trades. To the extent trades are effected in whole or in part in cash, the Board noted that those trades could result in dilution to a Fund and increased transaction costs, which could negatively impact a Fund’s ability to achieve its investment objective.

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However, the Board noted that direct trading by Authorized Participants is critical to ensuring that the Funds' Shares trade at or close to NAV. The Funds also employ fair valuation pricing to minimize potential dilution from market timing. The Funds impose transaction fees on in-kind purchases and redemptions of Fund Shares to cover the custodial and other costs incurred by a Fund in effecting in-kind trades, these fees increase if an investor substitutes cash in part or in whole for securities, reflecting the fact that a Fund's trading costs increase in those circumstances. Given this structure, the Board determined that it is not necessary to adopt policies and procedures to detect and deter market timing of the Funds' Shares.

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## **Creations, Redemptions and Transaction Fees**

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### **Creation Units**

Investors such as market makers, large investors and institutions who wish to deal in Creation Units directly with a Fund must have entered into an authorized participant agreement with the principal underwriter and the transfer agent, or purchase through a dealer that has entered into such an agreement. Set forth below is a brief description of the procedures applicable to the purchase and redemption of Creation Units. For more detailed information, see "Creation and Redemption of Creation Unit Aggregations" in the SAI.

### **Purchase**

In order to purchase Creation Units of a Fund, an investor must generally deposit a designated portfolio of equity securities constituting a substantial replication, or a representation, of the securities included in the relevant Fund's Underlying Index (the "Deposit Securities") and generally make a small cash payment referred to as the "Cash Component." The list of the names and the numbers of shares of the Deposit Securities is made available by the Funds' custodian through the facilities of the NSCC immediately prior to the opening of business each day of the NASDAQ. The Cash Component represents the difference between the NAV of a Creation Unit and the market value of the Deposit Securities.

Orders must be placed in proper form by or through either (i) a "Participating Party," i.e., a broker-dealer or other participant in the Clearing Process of the Continuous Net Settlement System of the NSCC (the "Clearing Process") or (ii) a participant of DTC ("DTC Participant") that has entered into an agreement with the principal underwriter and the transfer agent, with respect to purchases and redemptions of Creation Units. All orders must be placed for one

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or more whole Creation Units of Shares of a Fund and must be received by the principal underwriter in proper form no later than the close of regular trading on the NYSE (ordinarily 4:00 p.m., Eastern time) (“Closing Time”) in order to receive that day’s closing NAV per Share. In the case of custom orders, as further described in the SAI, the order must be received by the principal underwriter no later than 3:00 p.m., Eastern time. A custom order may be placed by an Authorized Participant in the event that the Trust permits or requires the substitution of an amount of cash to be added to the Cash Component to replace any Deposit Security which may not be available in sufficient quantity for delivery or which may not be eligible for trading by such Authorized Participant or the investor for which it is acting or any other relevant reason. See “Creation and Redemption of Creation Unit Aggregations” in the SAI.

A fixed Creation Transaction Fee of \$1,700, \$500, \$1,000, \$1,000, \$900 and \$2,500 for PowerShares Global Agriculture Portfolio, PowerShares Global Biotech Portfolio, PowerShares Global Coal Portfolio, PowerShares Global Gold and Precious Metals Portfolio, PowerShares Global Progressive Transportation Portfolio and PowerShares Global Steel Portfolio, respectively, is applicable to each transaction regardless of the number of Creation Units purchased in the transaction.

An additional charge of up to four times the Creation Transaction Fee may be imposed with respect to transactions effected outside of the Clearing Process (through a DTC Participant), if any, or to the extent that cash is used in lieu of securities to purchase Creation Units. See “Creation and Redemption of Creation Unit Aggregations” in the SAI. The price for each Creation Unit will equal the daily NAV per Share times the number of Shares in a Creation Unit plus the fees described above and, if applicable, any transfer taxes.

Shares of a Fund may be issued in advance of receipt of all Deposit Securities subject to various conditions, including a requirement to maintain on deposit with the Fund cash at least equal to 115% of the market value of the missing Deposit Securities. See “Creation and Redemption of Creation Unit Aggregations” in the SAI.

### **Legal Restrictions on Transactions in Certain Securities**

An investor subject to a legal restriction with respect to a particular security required to be deposited in connection with the purchase of a Creation Unit may, at a Fund’s discretion, be permitted to deposit an equivalent amount of cash in substitution for any security which would otherwise be included in the Deposit Securities applicable to the purchase of a Creation Unit. For more details, see “Creation and Redemption of Creation Unit Aggregations” in the SAI.

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## Redemption

Each Fund's custodian makes available immediately prior to the opening of business each day on the NYSE, through the facilities of the NSCC, the list of the names and the numbers of shares of the Fund's portfolio securities and the amount of cash that will be applicable that day to redemption requests in proper form ("Fund Securities"). Fund Securities received on redemption may not be identical to Deposit Securities which are applicable to purchases of Creation Units. Unless all cash redemptions are available or specified for a Fund, the redemption proceeds consist of the Fund Securities, plus cash in an amount equal to the difference between the NAV of the Shares being redeemed, as next determined after receipt by the transfer agent of a redemption request in proper form, and the value of the Fund Securities (the "Cash Redemption Amount"), less the applicable redemption fee and, if applicable, any transfer taxes. Should the Fund Securities have a value greater than the NAV of Shares being redeemed, a compensating cash payment to the Trust equal to the differential, plus the applicable redemption fee and, if applicable, any transfer taxes will be required to be arranged for by or on behalf of the redeeming shareholder. For more details, see "Creation and Redemption of Creation Unit Aggregations" in the SAI.

An order to redeem Creation Units of a Fund may only be effected by or through an Authorized Participant. An order to redeem must be placed for one or more whole Creation Units and must be received by the transfer agent in proper form no later than the close of regular trading on the NYSE (ordinarily 4:00 p.m., Eastern time) in order to receive that day's closing NAV per Share. In the case of custom orders, as further described in the SAI, the order must be received by the transfer agent no later than 3:00 p.m., Eastern time.

A fixed Redemption Transaction Fee of \$1,700, \$500, \$1,000, \$1,000, \$900 and \$2,500 for PowerShares Global Agriculture Portfolio, PowerShares Global Biotech Portfolio, PowerShares Global Coal Portfolio, PowerShares Global Gold and Precious Metals Portfolio, PowerShares Global Progressive Transportation Portfolio and PowerShares Global Steel Portfolio, respectively, is applicable to each redemption transaction regardless of the number of Creation Units redeemed in the transaction.

An additional charge of up to four times the Redemption Transaction Fee may be charged to approximate additional expenses incurred by the Trust with respect to redemptions effected outside of the Clearing Process, if any, or to the extent that redemptions are for cash. Each Fund reserves the right to effect redemptions in cash. A shareholder may request a cash redemption in lieu of

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securities, however, each Fund may, in its discretion, reject any such request. See “Creation and Redemption of Creation Unit Aggregations” in the SAI.

## **Dividends, Distributions and Taxes**

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Ordinarily, dividends from net investment income, if any, are declared and paid annually. Each Fund distributes its net realized capital gains, if any, to shareholders annually.

Distributions in cash may be reinvested automatically in additional whole Shares only if the broker through whom you purchased Shares makes such option available.

### **Taxes**

As with any investment, you should consider how your investment in Shares will be taxed. The tax information in this Prospectus is provided as general information. You should consult your own tax professional about the tax consequences of an investment in Shares.

Unless your investment in Shares is made through a tax-exempt entity or tax-deferred retirement account, such as an IRA plan, you need to be aware of the possible tax consequences when:

- Your Fund makes distributions,
- You sell your Shares listed on the NASDAQ, and
- You purchase or redeem Creation Units.

### **Taxes on Distributions**

Ordinarily, dividends from net investment income, if any, are declared and paid annually. Each Fund may also pay a special distribution at the end of the calendar year to comply with federal tax requirements. In general, your distributions are subject to federal income tax when they are paid, whether you take them in cash or reinvest them in a Fund. Dividends paid out of the Funds’ income and net short-term capital gains, if any, are taxable as ordinary income. Distributions of net long-term capital gains, if any, in excess of net short-term capital losses are taxable as long-term capital gains, regardless of how long you have held the Shares.

Long-term capital gains of non-corporate taxpayers are generally taxed at a maximum rate of 15% for taxable years beginning before January 1, 2011. In

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addition, for these taxable years, some ordinary dividends declared and paid by a Fund to non-corporate shareholders may qualify for taxation at the lower reduced tax rates applicable to long-term capital gains, provided that holding period and other requirements are met by the Fund and the shareholder. Without future congressional action, the maximum rate of long-term capital gains will return to 20% in 2011, and all dividends will be taxed at ordinary income rates.

Distributions in excess of a Fund's current and accumulated earnings and profits are treated as a tax-free return of capital to the extent of your basis in the Shares, and as capital gain thereafter. A distribution will reduce a Fund's NAV per Share and may be taxable to you as ordinary income or capital gain even though, from an investment standpoint, the distribution may constitute a return of capital.

By law, each Fund must withhold a percentage of your distributions and proceeds if you have not provided a taxpayer identification number or social security number.

### **Taxes on Exchange-Listed Share Sales**

Currently, any capital gain or loss realized upon a sale of Shares is generally treated as long-term capital gain or loss if the Shares have been held for more than one year and as short-term capital gain or loss if the Shares have been held for one year or less. The ability to deduct capital losses may be limited.

### **Taxes on Purchase and Redemption of Creation Units**

An AP who exchanges equity securities for Creation Units generally will recognize a gain or a loss. The gain or loss will be equal to the difference between the market value of the Creation Units at the time and the exchanger's aggregate basis in the securities surrendered and the Cash Component paid. A person who exchanges Creation Units for equity securities will generally recognize a gain or loss equal to the difference between the exchanger's basis in the Creation Units and the aggregate market value of the securities received and the Cash Redemption Amount. The Internal Revenue Service, however, may assert that a loss realized upon an exchange of securities for Creation Units cannot be deducted currently under the rules governing "wash sales," or on the basis that there has been no significant change in economic position. Persons exchanging securities should consult their own tax advisor with respect to whether wash sale rules apply and when a loss might be deductible.

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Under current federal tax laws, any capital gain or loss realized upon redemption of Creation Units is generally treated as long-term capital gain or loss if the Shares have been held for more than one year and as a short-term capital gain or loss if the Shares have been held for one year or less.

If you purchase or redeem Creation Units, you will be sent a confirmation statement showing how many Shares you purchased or sold and at what price.

### **Foreign Income Taxes**

Each Fund may elect to pass its credits for foreign income taxes through to its shareholders for a taxable year if more than 50% of its assets at the close of the year, by value, consists of stock and securities of foreign corporations. If a Fund makes this election, each shareholder will be treated as having paid a proportionate share of the Fund's foreign income taxes, but the shareholder must include an equal amount in gross income. See the SAI section "Taxes."

The foregoing discussion summarizes some of the possible consequences under current federal tax law of an investment in a Fund. It is not a substitute for personal tax advice. You may also be subject to state and local tax on Fund distributions and sales of Fund Shares. Consult your personal tax advisor about the potential tax consequences of an investment in Fund Shares under all applicable tax laws. For more information, please see the SAI section "Taxes."

## **Distributor**

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Invesco Aim Distributors, Inc. (the "Distributor") serves as the distributor of Creation Units for each Fund on an agency basis. The Distributor does not maintain a secondary market in the Shares.

## **Net Asset Value**

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The Bank of New York ("BONY") calculates each Fund's NAV at the close of regular trading (normally 4:00 p.m., Eastern time) every day the NYSE is open. NAV is calculated by deducting all of the Fund's liabilities from the total value of its assets and dividing the result by the number of Shares outstanding, rounding to the nearest cent. All valuations are subject to review by the Trust's Board of Trustees or its delegate.

In determining NAV, expenses are accrued and applied daily and securities and other assets for which market quotations are available are valued at market value. Securities and other assets are valued at the last sales price that day based

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on the official closing price of the exchange on which the security is primarily traded. The NAV for each Fund will be calculated and disseminated daily.

The NASDAQ will disseminate every 15 seconds throughout the trading day through the facilities of the Consolidated Tape Association the approximate value of Shares of the applicable Fund, an amount representing on a per share basis the sum of the current value of the Deposit Securities based on their then current market price and the estimated Cash Component. As the respective international local markets close, the market value of the Deposit Securities will continue to be updated for foreign exchange rates for the remainder of the U.S. trading day at the prescribed 15 second interval. The value of each Underlying Index will not be calculated and disseminated intra day. The value and return of each Underlying Index is calculated once each trading day by the Index Provider based on prices received from the respective international local markets.

The value of each Fund's portfolio securities is based on the securities' closing price on local markets when available. If a security's market price is not readily available or does not otherwise accurately reflect the fair value of the security, the security will be valued by another method that the Adviser believes will better reflect fair value in accordance with the Trust's valuation policies and procedures approved by the Board of Trustees. Money market securities maturing in 60 days or less will be valued at amortized cost. Each Fund may use fair value pricing in a variety of circumstances, including but not limited to, situations when the value of a security in a Fund's portfolio has been materially affected by events occurring after the close of the market on which the security is principally traded (such as a corporate action or other news that may materially affect the price of a security) or trading in a security has been suspended or halted. Fair value pricing involves subjective judgments and it is possible that a fair value determination for a security is materially different than the value that could be realized upon the sale of the security. In addition, fair value pricing could result in a difference between the prices used to calculate a Fund's NAV and the prices used by the Fund's Underlying Index. This may adversely affect a Fund's ability to track its Underlying Index. With respect to securities that are primarily listed on foreign exchanges, the value of a Fund's portfolio securities may change on days when you will not be able to purchase or sell your Shares.

## **Fund Service Providers**

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BONY, 101 Barclay Street, New York, New York 10286, is the administrator, custodian and fund accounting and transfer agent for each Fund.

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Clifford Chance US LLP, 31 West 52nd Street, New York, New York 10019, serves as legal counsel to the Funds.

PricewaterhouseCoopers LLP, 300 Madison Avenue, New York, New York, 10036, serves as the Funds' independent registered public accounting firm. The independent registered public accounting firm is responsible for auditing the annual financial statements of the Funds.

## Index Providers

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The NASDAQ OMX Global Agricultural Index<sup>SM</sup>, NASDAQ OMX Global Biotechnology Index<sup>SM</sup>, NASDAQ OMX Global Coal Index<sup>SM</sup>, NASDAQ OMX Global Gold and Precious Metals Index<sup>SM</sup> and NASDAQ OMX Global Steel Index<sup>SM</sup> are calculated and maintained by Standard & Poor's Custom Indices ("S&P") on behalf of the Index Provider. Neither S&P nor the Index Provider are affiliated with the Trust, the Adviser or the Distributor. The Adviser has entered into a license agreement with the Index Provider to use NASDAQ OMX Global Agricultural Index<sup>SM</sup>, NASDAQ OMX Global Biotech Index<sup>SM</sup>, NASDAQ OMX Global Coal Index<sup>SM</sup>, NASDAQ OMX Global Gold and Precious Metals Index<sup>SM</sup>, Wilder NASDAQ OMX Global Energy Efficient Transport Index<sup>SM</sup> and NASDAQ OMX Global Steel Index<sup>SM</sup>.

The Funds are entitled to use the NASDAQ OMX Global Agricultural Index<sup>SM</sup>, NASDAQ OMX Global Biotech Index<sup>SM</sup>, NASDAQ OMX Global Coal Index<sup>SM</sup>, NASDAQ OMX Global Gold and Precious Metals Index<sup>SM</sup>, Wilder NASDAQ OMX Global Energy Efficient Transport Index<sup>SM</sup> and NASDAQ OMX Global Steel Index<sup>SM</sup> pursuant to a sub-licensing agreement with the Adviser.

## Disclaimers

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Set forth below is a list of each Fund and the Underlying Index upon which it is based.

<b>Fund</b>	<b>Underlying Index</b>
PowerShares Global Agriculture Portfolio	NASDAQ OMX Global Agricultural Index <sup>SM</sup>
PowerShares Global Biotech Portfolio	NASDAQ OMX Global Biotechnology Index <sup>SM</sup>
PowerShares Global Coal Portfolio	NASDAQ OMX Global Coal Index <sup>SM</sup>
PowerShares Global Gold and Precious Metals Portfolio	NASDAQ OMX Global Gold and Precious Metals Index <sup>SM</sup>
PowerShares Global Progressive Transportation Portfolio	Wilder NASDAQ OMX Global Energy Efficient Transport Index <sup>SM</sup>
PowerShares Global Steel Portfolio	NASDAQ OMX Global Steel Index <sup>SM</sup>

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**THE CORPORATIONS DO NOT GUARANTEE THE ACCURACY AND/OR UNINTERRUPTED CALCULATION OF THE NASDAQ OMX GLOBAL AGRICULTURAL INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL BIOTECHNOLOGY INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL COAL INDEX<sup>SM</sup>,**

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WILDER NASDAQ OMX GLOBAL ENERGY EFFICIENT TRANSPORT INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL GOLD AND PRECIOUS METALS INDEX<sup>SM</sup> AND NASDAQ OMX GLOBAL STEEL INDEX<sup>SM</sup> OR ANY DATA INCLUDED THEREIN. THE CORPORATIONS MAKE NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY LICENSEE, OWNERS OF THE FUND, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE NASDAQ GLOBAL AGRICULTURAL INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL BIOTECHNOLOGY INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL COAL INDEX<sup>SM</sup>, WILDER NASDAQ OMX GLOBAL ENERGY EFFICIENT TRANSPORT INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL GOLD AND PRECIOUS METALS INDEX<sup>SM</sup> AND NASDAQ OMX GLOBAL STEEL INDEX<sup>SM</sup> OR ANY DATA INCLUDED THEREIN. THE CORPORATIONS MAKE NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE RESULTS TO BE OBTAINED BY LICENSEE, OWNERS OF THE FUND, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE NASDAQ OMX GLOBAL AGRICULTURAL INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL BIOTECHNOLOGY INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL COAL INDEX<sup>SM</sup>, WILDER NASDAQ OMX GLOBAL ENERGY EFFICIENT TRANSPORT INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL GOLD AND PRECIOUS METALS INDEX<sup>SM</sup> AND NASDAQ OMX GLOBAL STEEL INDEX<sup>SM</sup>, OR ANY DATA INCLUDED THEREIN. THE CORPORATIONS MAKE NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIM ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE NASDAQ OMX GLOBAL AGRICULTURAL INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL BIOTECHNOLOGY INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL COAL INDEX<sup>SM</sup>, WILDER NASDAQ OMX GLOBAL ENERGY EFFICIENT TRANSPORT INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL GOLD AND PRECIOUS METALS INDEX<sup>SM</sup> AND NASDAQ OMX GLOBAL STEEL INDEX<sup>SM</sup> OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL THE CORPORATIONS HAVE ANY LIABILITY FOR ANY LOST PROFITS OR SPECIAL, INCIDENTAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES, EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

THE POWERSHARES GLOBAL AGRICULTURE PORTFOLIO, POWERSHARES GLOBAL BIOTECH PORTFOLIO, POWERSHARES GLOBAL COAL PORTFOLIO, POWERSHARES GLOBAL GOLD AND PRECIOUS METALS PORTFOLIO AND POWERSHARES GLOBAL STEEL PORTFOLIO ARE NOT SPONSORED, ENDORSED, SOLD OR

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PROMOTED BY STANDARD & POOR'S, A DIVISION OF THE MCGRAW-HILL COMPANIES, INC. ("S&P") OR ITS THIRD PARTY LICENSORS. NEITHER S&P NOR ITS THIRD PARTY LICENSORS MAKE ANY REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, TO THE OWNERS OF THE POWERSHARES GLOBAL AGRICULTURE PORTFOLIO, POWERSHARES GLOBAL BIOTECH PORTFOLIO, POWERSHARES GLOBAL COAL PORTFOLIO, POWERSHARES GLOBAL GOLD AND PRECIOUS METALS PORTFOLIO AND POWERSHARES GLOBAL STEEL PORTFOLIO OR ANY MEMBER OF THE PUBLIC REGARDING THE ADVISABILITY OF INVESTING IN SECURITIES GENERALLY OR IN THE POWERSHARES GLOBAL AGRICULTURE PORTFOLIO, POWERSHARES GLOBAL BIOTECH PORTFOLIO, POWERSHARES GLOBAL COAL PORTFOLIO, POWERSHARES GLOBAL GOLD AND PRECIOUS METALS PORTFOLIO, POWERSHARES GLOBAL PROGRESSIVE TRANSPORTATION PORTFOLIO AND POWERSHARES GLOBAL STEEL PORTFOLIO PARTICULARLY OR THE ABILITY OF NASDAQ OMX GLOBAL AGRICULTURAL INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL BIOTECHNOLOGY INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL COAL INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL GOLD AND PRECIOUS METALS INDEX<sup>SM</sup>, WILDER NASDAQ OMX GLOBAL ENERGY EFFICIENT TRANSPORT INDEX<sup>SM</sup>, GLOBAL STEEL INDEX<sup>SM</sup> AND NASDAQ OMX GLOBAL STEEL INDEX<sup>SM</sup> TO TRACK GENERAL STOCK MARKET PERFORMANCE. S&P'S AND ITS THIRD PARTY LICENSOR'S ONLY RELATIONSHIP TO THE FUND, THE TRUST OR THE DISTRIBUTOR IS THE LICENSING OF CERTAIN TRADEMARKS, SERVICE MARKS AND TRADE NAMES OF S&P AND/OR ITS THIRD PARTY LICENSORS AND FOR THE PROVIDING OF CALCULATION AND MAINTENANCE SERVICES RELATED TO NASDAQ OMX GLOBAL AGRICULTURAL INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL BIOTECHNOLOGY INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL COAL INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL GOLD AND PRECIOUS METALS INDEX<sup>SM</sup>, WILDER NASDAQ OMX GLOBAL ENERGY EFFICIENT TRANSPORT INDEX<sup>SM</sup> AND NASDAQ OMX GLOBAL STEEL INDEX<sup>SM</sup>. NEITHER S&P NOR ITS THIRD PARTY LICENSORS IS RESPONSIBLE FOR AND HAS NOT PARTICIPATED IN THE DETERMINATION OF THE PRICES AND AMOUNT OF THE POWERSHARES GLOBAL AGRICULTURE PORTFOLIO, POWERSHARES GLOBAL BIOTECH PORTFOLIO, POWERSHARES GLOBAL COAL PORTFOLIO, POWERSHARES GLOBAL GOLD AND PRECIOUS METALS PORTFOLIO, POWERSHARES GLOBAL PROGRESSIVE

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TRANSPORTATION PORTFOLIO AND POWERSHARES GLOBAL STEEL PORTFOLIO OR THE TIMING OF THE ISSUANCE OR SALE OF THE POWERSHARES GLOBAL AGRICULTURE PORTFOLIO, POWERSHARES GLOBAL BIOTECH PORTFOLIO, POWERSHARES GLOBAL COAL PORTFOLIO, POWERSHARES GLOBAL GOLD AND PRECIOUS METALS PORTFOLIO, POWERSHARES GLOBAL PROGRESSIVE TRANSPORTATION PORTFOLIO AND POWERSHARES GLOBAL STEEL PORTFOLIO IN THE DETERMINATION OR CALCULATION OF THE EQUATION BY WHICH THE POWERSHARES GLOBAL AGRICULTURE PORTFOLIO, POWERSHARES GLOBAL BIOTECH PORTFOLIO, POWERSHARES GLOBAL COAL PORTFOLIO, POWERSHARES GLOBAL GOLD AND POWERSHARES PRECIOUS METALS PORTFOLIO, POWERSHARES GLOBAL PROGRESSIVE TRANSPORTATION PORTFOLIO AND POWERSHARES GLOBAL STEEL PORTFOLIO IS TO BE CONVERTED INTO CASH. S&P HAS NO OBLIGATION OR LIABILITY IN CONNECTION WITH THE ADMINISTRATION, MARKETING OR TRADING OF THE POWERSHARES GLOBAL AGRICULTURE PORTFOLIO, POWERSHARES GLOBAL BIOTECH PORTFOLIO, POWERSHARES GLOBAL COAL PORTFOLIO, POWERSHARES GLOBAL GOLD AND POWERSHARES PRECIOUS METALS PORTFOLIO, POWERSHARES GLOBAL PROGRESSIVE TRANSPORTATION PORTFOLIO AND POWERSHARES GLOBAL STEEL PORTFOLIO.

NEITHER S&P, ITS AFFILIATES NOR THEIR THIRD PARTY LICENSORS GUARANTEE THE ADEQUACY, ACCURACY, TIMELINESS OR COMPLETENESS OF NASDAQ OMX GLOBAL AGRICULTURAL INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL BIOTECHNOLOGY INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL COAL INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL GOLD AND PRECIOUS METALS INDEX<sup>SM</sup>, WILDER NASDAQ OMX GLOBAL ENERGY EFFICIENT TRANSPORT INDEX<sup>SM</sup> AND NASDAQ OMX GLOBAL STEEL INDEX<sup>SM</sup> OR ANY DATA INCLUDED THEREIN OR ANY COMMUNICATIONS, INCLUDING BUT NOT LIMITED TO, ORAL OR WRITTEN COMMUNICATIONS (INCLUDING ELECTRONIC COMMUNICATIONS) WITH RESPECT THERETO. S&P, ITS AFFILIATES AND THEIR THIRD PARTY LICENSORS SHALL NOT BE SUBJECT TO ANY DAMAGES OR LIABILITY FOR ANY ERRORS, OMISSIONS OR DELAYS THEREIN. S&P MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO ITS TRADEMARKS, NASDAQ OMX GLOBAL

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AGRICULTURAL INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL BIOTECHNOLOGY INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL COAL INDEX<sup>SM</sup>, NASDAQ OMX GLOBAL GOLD AND PRECIOUS METALS INDEX<sup>SM</sup>, WILDER NASDAQ OMX GLOBAL ENERGY EFFICIENT TRANSPORT INDEX<sup>SM</sup> AND NASDAQ OMX GLOBAL STEEL INDEX<sup>SM</sup> OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT WHATSOEVER SHALL S&P, ITS AFFILIATES OR THEIR THIRD PARTY LICENSORS BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE OR CONSEQUENTIAL DAMAGES, INCLUDING BUT NOT LIMITED TO, LOSS OF PROFITS, TRADING LOSSES, LOST TIME OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY OR OTHERWISE.

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## **Other Information**

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Section 12(d)(1) of the 1940 Act restricts investments by investment companies in the securities of other investment companies, including Shares of the Funds. Registered investment companies are permitted to invest in the Funds beyond the limits set forth in Section 12(d)(1) subject to certain terms and conditions set forth in an SEC exemptive order issued to the Trust, including that such investment companies enter into an agreement with the Trust.

### **Continuous Offering**

The method by which Creation Unit Aggregations of Fund Shares are created and traded may raise certain issues under applicable securities laws. Because new Creation Unit Aggregations of Shares are issued and sold by the Funds on an ongoing basis, a “distribution,” as such term is used in the Securities Act of 1933, as amended (the “Securities Act”), may occur at any point. Broker-dealers and other persons are cautioned that some activities on their part may, depending on the circumstances, result in their being deemed participants in a distribution in a manner which could render them statutory underwriters and subject them to the prospectus delivery requirement and liability provisions of the Securities Act.

For example, a broker-dealer firm or its client may be deemed a statutory underwriter if it takes Creation Unit Aggregations after placing an order with the Distributor; breaks them down into constituent Shares and sells such Shares directly to customers, or if it chooses to couple the creation of a supply of new Shares with an active selling effort involving solicitation of secondary market demand for Shares. A determination of whether one is an underwriter for purposes of the Securities Act must take into account all the facts and circumstances pertaining to the activities of the broker-dealer or its client in the particular case, and the examples mentioned above should not be considered a complete description of all the activities that could lead to a characterization as an underwriter.

Broker-dealer firms should also note that dealers who are not “underwriters” but are effecting transactions in Shares, whether or not participating in the

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distribution of Shares, are generally required to deliver a Prospectus. This is because the prospectus delivery exemption in Section 4(3) of the Securities Act is not available in respect of such transactions as a result of Section 24(d) of the 1940 Act. As a result, broker-dealer firms should note that dealers who are not underwriters but are participating in a distribution (as contrasted with ordinary secondary market transactions) and thus dealing with the Shares that are part of an overallotment within the meaning of Section 4(3)(a) of the Securities Act would be unable to take advantage of the prospectus delivery exemption provided by Section 4(3) of the Securities Act. The Trust, however, has received from the SEC an exemption from the prospectus delivery obligation in ordinary secondary market transactions under certain circumstances, on the condition that purchasers are provided with a product description of the Shares. Firms that incur a prospectus delivery obligation with respect to Shares are reminded that, under the Securities Act Rule 153, a prospectus delivery obligation under Section 5(b)(2) of the Securities Act owed to an exchange member in connection with a sale on the NASDAQ is satisfied by the fact that the prospectus is available at the NASDAQ upon request. The prospectus delivery mechanism provided in Rule 153 is only available with respect to transactions on an exchange.

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### **For More Information**

For more detailed information on the Trust, the Funds and the Shares, you may request a copy of the Funds' SAI. The SAI provides detailed information about the Funds, and is incorporated by reference into this Prospectus. This means that the SAI, for legal purposes, is a part of this Prospectus. If you have questions about the Funds or Shares or you wish to obtain the SAI free of charge, please:

Call: Invesco Aim Distributors, Inc. at 1-800-337-4246  
Monday through Friday  
8:00 a.m. to 5:00 p.m. Central Time

Write: PowerShares Exchange-Traded Fund Trust II  
c/o Invesco Aim Distributors, Inc.  
11 Greenway Plaza  
Suite 100  
Houston, Texas 77046 - 1173

Visit: [www.InvescoPowerShares.com](http://www.InvescoPowerShares.com)

Information about the Funds (including the SAI) can be reviewed and copied at SEC's Public Reference Room, in Washington, D.C. and information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-202-942-8090. Reports and other information about the Funds are available on the EDGAR Database on the SEC's Internet site at [www.sec.gov](http://www.sec.gov), and copies of this information may be obtained, after paying a duplicating fee, by electronic request at the following e-mail address:

[publicinfo@sec.gov](mailto:publicinfo@sec.gov)

or by writing the SEC's Public Reference Section, Washington, D.C. 20549-0102.

No person is authorized to give any information or to make any representations about the Funds and their Shares not contained in this Prospectus and you should not rely on any other information. Read and keep the Prospectus for future reference.

**DEALERS EFFECTING TRANSACTIONS IN THE FUNDS' SHARES, WHETHER OR NOT PARTICIPATING IN THIS DISTRIBUTION, ARE GENERALLY REQUIRED TO DELIVER A PROSPECTUS. THIS IS IN ADDITION TO ANY OBLIGATION OF DEALERS TO DELIVER A PROSPECTUS WHEN ACTING AS UNDERWRITERS .**

The Trust's registration number under the 1940 Act is 811-21977.

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P-091808-PRO-1