SECURITIES AND EXCHANGE COMMISSION


October 30, 2014.

I. Introduction

On August 29, 2014, The NASDAQ Stock Market LLC ("Nasdaq" or "Exchange") filed with the Securities and Exchange Commission ("Commission"); pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act") 1 and Rule 19b–4 thereunder, 2 a proposed rule change to list and trade the shares ("Shares") of the PowerShares DB Optimum Yield Diversified Commodity Strategy Portfolio, PowerShares Agriculture Commodity Strategy Portfolio, PowerShares Precious Metals Commodity Strategy Portfolio, PowerShares Energy Commodity Strategy Portfolio, PowerShares Base Metals Commodity Strategy Portfolio and PowerShares Bloomberg Commodity Strategy Portfolio (individually, "Fund," and collectively, "Funds") to PowerShares Actively Managed Exchange-Traded Commodity Fund Trust ("Trust"). On September 8, 2014, the Exchange filed Amendment No. 1 to the proposed rule change. 3 The proposed rule change, as modified by Amendment No. 1 thereto, was published for comment in the Federal Register on September 17, 2014. 4 The Commission received no comments on the proposed rule change. This order grants approval of the proposed rule change.

II. Description of Proposed Rule Change

The Exchange proposes to list and trade the Shares of each Fund under Nasdaq Rule 5735, which governs the listing and trading of Managed Fund Shares on the Exchange. Each Fund will be an actively managed exchange-traded fund ("ETF"). Each Fund's Shares will be offered by the Trust, which was established as a Delaware statutory trust on December 23, 2013. 5 Each Fund is a series of the Trust. Invesco PowerShares Capital Management LLC will be the investment adviser ("Adviser") to the Funds. 6 Invesco Distributors, Inc.

In Amendment No. 1, the Exchange changed the name of the "PowerShares Diversified Commodity Strategy Portfolio" to "PowerShares DB Optimum Yield Diversified Commodity Strategy Portfolio," and changed the name of the "PowerShares Balanced Commodity Strategy Portfolio" to "PowerShares Bloomberg Commodity Strategy Portfolio." 7

According to the Exchange, the Trust is registered with the Commission as an investment company and has filed a registration statement on Form N–1A ("Registration Statement") with the Commission. See Registration Statement on Form N–1A for the Trust, dated May 20, 2014 (File Nos. 333–193135 and 811–22927). The Exchange states that with respect to futures contracts held of futures contracts, either directly or through each Fund's own wholly-owned subsidiary controlled by such Fund and organized under the laws of the Cayman Islands (individually, "Subsidiary," and collectively, "Subsidiaries"). 9 Each Fund will invest in: (i) Its respective Subsidiary; (ii) exchange-traded funds of the event (a) the Adviser registers as a broker-dealer or becomes newly affiliated with a broker-dealer, or (b) any new adviser or sub-adviser becomes affiliated with a broker-dealer, the Adviser will implement a fire wall with respect to its relevant personnel or such broker-dealer affiliate, as applicable, regarding access to information concerning the composition and changes to the portfolio, and the Adviser will be subject to procedures designed to prevent the use and dissemination of material non-public information regarding such portfolio. The Exchange also states that the Funds do not currently intend to use a sub-adviser.

The Exchange states that, although the Adviser is not a broker-dealer, the Adviser is affiliated with the Distributor, which is a broker-dealer. The Exchange notes that the Adviser has implemented a fire wall with respect to its broker-dealer affiliate regarding access to information concerning the composition and/or changes to a Fund's portfolio which has a conflict, act of terrorism, riot or labor disruption, or other similar intervening circumstance.

The term "under normal circumstances" includes, but is not limited to, the absence of extreme volatility or trading halts in the equity, commodities and futures markets or the financial markets generally; operational issues causing dissemination of inaccurate market information; or force majeure events such as systems failure, natural or man-made disaster, act of God, armed conflict, act of terrorism, riot or labor disruption, or any similar intervening circumstance.

According to the Exchange, all of the exchange-traded securities held by a Fund will be traded in a principal trading market that is a member of the Intermarket Surveillance Group ("ISG") or a market with which the Exchange has a comprehensive surveillance sharing agreement. The Exchange states that with respect to futures contracts held indirectly through a Subsidiary, not more than 10% of the weight of such futures contracts in the aggregate shall consist of instruments whose principal trading market is not a member of the ISG or a market with which the Exchange does not have a comprehensive surveillance sharing agreement.

products or exchange-traded commodity pools; and (iii) U.S. Treasury Securities, money market mutual funds, high quality commercial paper, and similar instruments, as described more fully below. Each respective Subsidiary will invest in exchange-traded commodity futures contracts (“Commodities”). The Commodities generally will be components of certain benchmark indices, as set forth below for each Fund, but each Subsidiary also may invest in Commodities that are outside of those benchmark indices.

Each Subsidiary will invest in exchange-traded commodity futures contracts in other ETFs to the extent permitted under the 1940 Act, or ETNs that provide exposure to the relevant Commodities. Each Fund also may invest in a Commodity Pool that is designed to track the performance of the applicable Benchmark through investments in Commodities.

The Exchange notes that no Fund will invest directly in Commodities. However, each Fund expects to gain significant exposure to Commodities indirectly by investing directly in the applicable Subsidiary. Each Fund’s investment in its applicable Subsidiary may not exceed 25% of such Fund’s total assets at each quarter end of such Fund’s fiscal year. In addition, the Exchange states that no Fund or Subsidiary will invest directly in physical Commodities. The remainder of a Fund’s assets that are not invested in ETFs, ETNs, Commodity Pools, or its Subsidiary will be invested in U.S. government securities, mortgage market instruments, cash and cash equivalents (e.g., corporate commercial paper). Each Fund will use these assets to provide liquidity and to collateralize the Subsidiary’s investments in the applicable Commodities.

Principal Investments for Each Fund

PowerShares DB Optimum Yield Diversified Commodity Strategy Portfolio

According to the Exchange, this Fund will seek to achieve its investment objective through indirect investments that provide exposure to a diverse group of the most heavily traded physical commodities in the world. The Fund’s indirect investments in commodities primarily will include futures contracts contained in DBIQ Optimum Yield Precious Metals Index, an index composed of futures contracts on gold and silver.

PowerShares Energy Strategy Portfolio

The Exchange states that this Fund will seek to achieve its investment objective through indirect investments that provide exposure to physical energy commodities, including light sweet crude oil (WTI), heating oil, Brent crude oil, RBOB gasoline, and natural gas.
commodities primarily will include futures contracts contained in DBIQ Optimum Yield Industrial Metals Index Excess Return (which the Exchange states is the Fund’s Benchmark), an index composed of futures contracts on physical commodities in the base metals sector, including aluminum, zinc, and Grade A copper.

*PowerShares Bloomberg Commodity Strategy Portfolio*

According to the Exchange, this Fund will seek to achieve its investment objective through indirect investments that provide exposure to a broadly diversified representation of the commodity markets. The Fund’s indirect investments in commodities primarily will include futures contracts contained in the Bloomberg Commodity Total Return Index (which the Exchange states is the Fund’s Benchmark), a diversified index composed of futures contracts on various physical commodities across seven industry sectors. Historically, the Benchmark has included futures contracts on the following: aluminum, Brent Crude oil, coffee, copper, corn, cotton, gold, heating oil, Kansas wheat, lean hogs, live cattle, natural gas, nickel, silver, soybeans, soybean meal, soybean oil, sugar, unleaded gasoline, wheat, West Texas Intermediate crude oil, and zinc.

*Investments of the Subsidiaries*

According to the Exchange, each Subsidiary will be wholly-owned and controlled by the applicable Fund, and its investments will be consolidated into such Fund’s financial statements. A Fund’s investment in its Subsidiary will be designed to help such Fund achieve exposure to Commodities returns in a manner consistent with the federal tax requirements applicable to regulated investment companies, such as the Funds, which limit the ability of investment companies to invest directly in the derivative instruments.

Each Subsidiary will invest in Commodities. The remainder of a Subsidiary’s assets, if any, may be invested (like its respective Fund’s assets) in U.S. government securities, money market instruments, cash, and cash equivalents intended to serve as margin or collateral or otherwise support the Subsidiary’s positions in Commodities. The Exchange states that each respective Subsidiary will therefore be subject to the same general investment policies and restrictions as the applicable Fund, except that unlike such Fund, which must invest in assets in compliance with the requirements of Subchapter M of the Internal Revenue Code, a Subsidiary may invest without limitation in Commodities. References to the investment strategies and risks of each Fund include the investment strategies and risks of the applicable Subsidiary. Each Subsidiary will be advised by the Adviser.

As a result of the instruments that each Fund will hold indirectly, the Funds and the Subsidiaries are subject to regulation by the Commodity Futures Trading Commission and the National Futures Association (“NFA”), as well as additional disclosure, reporting, and recordkeeping rules imposed upon commodity pools.

*Other Investments*

Each Fund may invest (either directly or through its Subsidiary) in U.S. government securities, money market instruments, cash and cash equivalents (e.g., corporate commercial paper) to provide liquidity and to collateralize the Subsidiaries’ investments in Commodities. The investments in which each Fund, or respective Subsidiary, can invest include any one or more of the following: (i) Short-term obligations issued by the U.S. government; (ii) short term negotiable obligations of commercial banks, fixed time deposits and bankers’ acceptances of U.S. banks and similar institutions; (iii) instruments, cash and cash equivalents contained in the Bloomberg Commodity Total Return Index (which the Exchange represents that the Adviser has distributed) and similar institutions; and (iv) money market mutual funds, including affiliated money market mutual funds.

In addition, according to the Exchange, each Fund’s investment in securities of other investment companies (including money market funds) may exceed the limits permitted under the 1940 Act, in accordance with certain terms and conditions set forth in a Commission exemptive order issued to an affiliate of the Trust (which applies equally to the Trust) pursuant to Section 12(d)(1)(J) of the 1940 Act. The Exchange states that no Fund, or its respective Subsidiary, anticipates investing in options, swaps, or forwards.

*Investment Restrictions*

Each Fund may not concentrate its investments (i.e., invest more than 25% of the value of its net assets) in securities of issuers in any one industry or group of industries. This restriction will not apply to obligations issued or guaranteed by the U.S. government, its agencies or instrumentalities.

Each Subsidiary’s shares will be offered only to the applicable Fund and such Fund will not sell shares of that Subsidiary to other investors. Each Fund and the applicable Subsidiary will not invest in any non-U.S. equity securities other than shares of the Subsidiary.

Each Fund may hold up to an aggregate amount of 15% of its net assets in illiquid securities and other illiquid assets (calculated at the time of investment). Each Fund will monitor its portfolio liquidity on an ongoing basis to determine whether, in light of current circumstances, an adequate level of liquidity is being maintained, and will consider taking appropriate steps in order to maintain adequate liquidity if, through a change in values, net assets, or other circumstances, more than 15% of a Fund’s net assets are held in illiquid securities or other illiquid assets.

Each Fund intends to qualify for and to elect to be treated as a separate regulated investment company under Subchapter M of the Internal Revenue Code.

Each Fund’s and its respective Subsidiary’s investments will be consistent with that Fund’s investment

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1. The Exchange states that the Subsidiaries will not be registered under the 1940 Act, and that as an investor in a Subsidiary, a Fund, as that Subsidiary’s sole shareholder, will not have the protections offered to investors in registered investment companies. However, because each Fund will wholly own and control its respective Subsidiary, and each Fund and its respective Subsidiary will be managed by the Adviser, no Subsidiary will take any action contrary to the interests of its Fund or its Fund’s shareholders. The Trust’s Board (“Board”) will have oversight responsibility for the investment activities of each Fund, including its expectations in its Subsidiary, and that Fund’s role as the sole shareholder of such Subsidiary. The Adviser will receive no additional compensation for managing the assets of each Subsidiary. Also, in managing a Subsidiary’s portfolio, the Adviser will be subject to the same investment restrictions and operational guidelines that apply to the management of a Fund. Each Subsidiary also will enter into separate contracts for the provision of custody, transfer agency, and accounting agent services with the same or with affiliates of the same service providers that provide those services to the applicable Fund.

2. The Exchange represents that the Adviser has previously registered as a commodity pool operator and is also a member of the NFA.

3. Each Fund may invest in U.S. government obligations. Obligations issued or guaranteed by the U.S. government, its agencies and instrumentalities include bills, notes and bonds issued by the U.S. Treasury, as well as “striped” or “zero coupon” U.S. Treasury obligations representing future interest or principal payments on U.S. Treasury notes or bonds. See supra note 11.

4. Time deposits are non-negotiable deposits maintained in banking institutions for specified periods of time at stated interest rates. Bankers’ acceptances are time drafts drawn on commercial banks by borrowers, usually in connection with international transactions.

5. Illiquid securities and other illiquid assets include securities subject to contractual or other restrictions on resale and other instruments that lack readily available markets as determined in accordance with Commission staff guidance.
objective. In pursuing its investment objective, a Fund may utilize instruments that have a leveraging effect on that Fund. This effective leverage occurs when a Fund’s market exposure exceeds the amounts actually invested. The Exchange represents that any instance of effective leverage will be covered in accordance with guidance promulgated by the Commission and its staff. According to the Exchange, each Fund does not presently intend to engage in any form of borrowing for investment purposes, and will not be operated as “leveraged ETFs,” i.e., it will not be operated in a manner designed to seek a multiple of the performance of an underlying reference index.

III. Discussion and Commission Findings

After careful review, the Commission finds that the Exchange’s proposal to list and trade the Shares is consistent with the Act and the rules and regulations thereunder, and applicable to a national securities exchange. In particular, the Commission finds that the proposed rule change is consistent with Section 6(b)(5) of the Act, which requires, among other things, that the Exchange’s rules be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. The Commission notes that the Funds and the Shares must comply with the requirements of Nasdaq Rule 5735 to be listed and traded on the Exchange.

The Commission finds that the proposal to list and trade the Shares on the Exchange is consistent with Section 11A(a)(1)(C)(iii) of the Act, which sets forth Congress’ finding that it is in the public interest and appropriate for the protection of investors and the maintenance of fair and orderly markets to assure the availability to brokers, dealers, and investors of information with respect to quotations for, and transactions in, securities. Quotation and last-sale information for the Shares will be available via Nasdaq proprietary and publicly available quotation services, such as Bloomberg, Markit, and Thomson Reuters. The Funds’ Web site (www.invescopowershares.com), which will be publicly available prior to the public offering of Shares, will include a form of the prospectus for each Fund and additional data relating to NAV and other applicable quantitative information.

The Commission further believes that the proposal to list and trade the Shares will be valued at net asset value, unless the shares are exchange-traded, in which case they will be valued at the last sale or official closing price on the market on which they primarily trade. ETNs will be valued at the last sale or official closing price on the market on which they primarily trade. Commodity Pools will be valued at the last sale or official closing price on the market on which they primarily trade. U.S. government securities will be valued at the mean price provided by a third party vendor for U.S. government securities. Short term money market instruments, cash and cash equivalents (including corporate commercial paper, negotiable obligations of commercial banks, fixed time deposits, bankers acceptances and similar securities) will be valued in accordance with the Trust’s valuation policies and procedures approved by the Board. A Fund’s investment in its Subsidiary will be valued by aggregate value of the Subsidiary’s underlying holdings, and they, in turn, will be valued as discussed above.

The Funds’ Web site will include the Share's ticker, CUSIP and exchange information along with additional quantitative information updated on a daily basis, including, for each Fund: (1) Daily trading volume, the prior business day’s reported NAV and closing price, mid bid/ask spread at the time of calculation of such NAV (the “Bid/Ask Price”) and a calculation of the premium and discount of the Bid/Ask Price against the NAV; and (2) data in chart format displaying the frequency distribution of discounts and premiums of the daily Bid/Ask Price against the NAV, within appropriate ranges, for each of the four previous calendar quarters.

25 In approving this proposed rule change, the Commission has considered the proposed rule’s impact on efficiency, competition, and capital formation. See 15 U.S.C. 78c(f).
The Exchange represents that trading in the Shares will be subject to the existing trading surveillances, administered by both Nasdaq and the Financial Industry Regulatory Authority ("FINRA") on behalf of the Exchange, which are designed to detect violations of Exchange rules and applicable federal securities laws.35 In addition, the Exchange may obtain information from the Trade Reporting and Compliance Engine ("TRACE"), which is the FINRA-developed vehicle that facilitates mandatory reporting of over-the-counter secondary market transactions in eligible fixed income securities. Prior to the commencement of trading, the Exchange states that it will inform its members in an Information Circular of the special characteristics and risks associated with trading the Shares.

The Exchange represents that the Shares are deemed to be equity securities, thus rendering trading in the Shares subject to the Exchange’s existing rules governing the trading of equity securities. In support of this proposal, the Exchange has made the following representations:

1. The Shares will conform to the initial and continued listing criteria applicable to Managed Fund Shares, as set forth under Rule 5735.
2. The Exchange has appropriate rules to facilitate transactions in the Shares during all trading sessions.
3. Trading in the Shares will be subject to the existing trading surveillances, administered by both Nasdaq and FINRA, on behalf of the Exchange, and that Shares are not individually redeemable; (b) Nasdaq Rule 2111A, which imposes suitability obligations on Nasdaq members with respect to Commodities held indirectly through a Subsidiary, as applicable, from such persons that are members of ISG, which includes securities and futures exchanges, or with which the Exchange does not have a comprehensive surveillance sharing agreement. FINRA, on behalf of the Exchange, is also able to access, as needed, trade information for certain fixed income securities held by a Fund reported to FINRA’s TRACE.
4. All of the exchange-traded securities held by a Fund will be traded in a principal trading market that is a member of ISG or a market with which the Exchange has a comprehensive surveillance sharing agreement. With respect to Commodities held indirectly through a Subsidiary, not more than 10% of the weight of such Commodities, in the aggregate, shall consist of instruments whose principal trading market is a member of ISG or a market with which the Exchange does not have a comprehensive surveillance sharing agreement.
5. Prior to the commencement of trading, the Exchange will inform its members in an Information Circular of the special characteristics and risks associated with trading the Shares. Specifically, the Information Circular will discuss the following: (a) The procedures for purchases and redemptions of Shares in creation units (and that Shares are not individually redeemable); (b) Nasdaq Rule 2111A, which imposes suitability obligations on Nasdaq members with respect to recommending transactions in the Shares to customers; (c) how and by whom information regarding the Intraday Indicative Value and Disclosed Portfolio is disseminated, including the Shares in all trading sessions and to deter and detect violations of Exchange rules and applicable federal securities laws. FINRA, on behalf of the Exchange, will communicate as needed regarding trading in the Shares, Commodities, ETFs, ETNs, and Commodity Pools held by a Fund or a Fund’s Subsidiary, as applicable, from such markets and other entities that are members of the ISG, and FINRA may obtain trading information regarding trading in the Shares, Commodities, ETFs, ETNs, and Commodity Pool held by such Fund, or its Subsidiary, as applicable, from such markets and other entities. In addition, the Exchange may obtain information regarding trading in the Shares, Commodities, ETFs, ETNs, and Commodity Pools held by a Fund or its respective Subsidiary from markets and other entities that are members of ISG, which includes securities and futures exchanges, or with which the Exchange has in place a comprehensive surveillance sharing agreement.
How it is made available and by whom; (d) the risks involved in trading the Shares during the Pre-Market and Post-Market Sessions when an updated Intraday Indicative Value will not be calculated or publicly disseminated; (e) the requirement that members deliver a prospectus to investors purchasing newly issued Shares prior to or concurrently with the confirmation of a transaction; and (f) trading information.

(6) For initial and continued listing, each Fund and its respective Subsidiary must be in compliance with Rule 10A–3 under the Act. 37

(7) Each Fund may hold up to an aggregate amount of 15% of its net assets in illiquid assets (calculated at the time of investment). Each Fund will monitor its portfolio liquidity on an ongoing basis to determine whether, in light of current circumstances, an adequate level of liquidity is being maintained, and will consider taking appropriate steps in order to maintain adequate liquidity if, through a change in values, net assets, or other circumstances, more than 15% of a Fund’s net assets are held in illiquid assets.

(8) No Fund will invest directly in Commodities. However, each Fund expects to gain significant exposure to Commodities indirectly by investing directly in the applicable Subsidiary. Each Fund’s investment in its applicable Subsidiary may not exceed 25% of such Fund’s total assets at each quarter end of such Fund’s fiscal year. Each Fund and the applicable Subsidiary will not invest in any non-U.S. equity securities (other than shares of the Subsidiary).

(9) No Fund or Subsidiary will invest directly in physical commodities.

(10) Each Fund’s Subsidiary will invest in Commodities. The Commodities generally will be components of the Benchmark for each Fund, but each Subsidiary also may invest in Commodities that are outside of the Benchmark.

(11) Each Fund’s and its respective Subsidiary’s investments will be consistent with that Fund’s investment objectives. In pursuing its investment objective, a Fund may utilize instruments that have a leveraging effect on that Fund. Any instance of effective leverage will be covered in accordance with guidance promulgated by the Commission and its staff. Each Fund does not presently intend to engage in any form of borrowing for investment purposes, and will not be operated as “leveraged ETFs, i.e., it will not be operated in a manner designed to seek a multiple of the performance of an underlying reference index.

(12) A minimum of 100,000 Shares of each Fund will be outstanding at the commencement of trading on the Exchange.

This approval order is based on all of the Exchange’s representations, including those set forth above and in the Notice, and the Exchange’s description of the Funds.

For the foregoing reasons, the Commission finds that the proposed rule change is consistent with Section 6(b)(5) of the Act 38 and the rules and regulations thereunder applicable to a national securities exchange.

IV. Conclusion

It is therefore ordered, pursuant to Section 19(b)(2) of the Act, 39 that the proposed rule change (SR–NASDAQ–2014–080), as modified by Amendment No. 1 thereto, be, and it hereby is, approved.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority. 40

Brent J. Fields, Secretary.

SECURITIES AND EXCHANGE COMMISSION

[File No. 500–1]

In the Matter of VHGI Holdings, Inc.; Order of Suspension of Trading

November 3, 2014.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of VHGI Holdings, Inc. ("VHGI") because it has not filed a periodic report since it filed its Form 10–K for the period ending December 31, 2012, filed on June 26, 2013. VHGI’s common stock (ticker “VHGI”) was quoted on OTC Link (previously “Pink Sheets”) operated by OTC Markets Group, Inc.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of VHGI. Therefore, it is ordered, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the securities of VHGI is suspended for the period from 9:30 a.m. EDT on November 3, 2014, through 11:59 p.m. EDT on November 14, 2014.