INFORMATION CIRCULAR: ISHARES TRUST

TO:	Head Traders, Technical Contacts, Compliance Officers, Heads of ETF Trading, Structured Products Traders
FROM:	NASDAQ / BX / PHLX Listing Qualifications Department
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EXCHANGE-TRADED FUND	SYMBOL	CUSIP #
iShares Edge MSCI Multifactor Consumer Discretionary ETF	CNDF	46435G623
iShares Edge MSCI Multifactor Consumer Staples ETF	CNSF	46435G615
iShares Edge MSCI Multifactor Energy ETF	ERGF	46435G599
iShares Edge MSCI Multifactor Financials ETF	FNCF	46435G581
iShares Edge MSCI Multifactor Healthcare ETF	HCRF	46435G565
iShares Edge MSCI Multifactor Industrials ETF	INDF	46435G557
iShares Edge MSCI Multifactor Materials ETF	MATF	46435G573
iShares Edge MSCI Multifactor Technology ETF	TCHF	46435G540
iShares Edge MSCI Multifactor Utilities ETF	UTLF	46435G631

BACKGROUND INFORMATION ON THE FUNDS

The iShares Trust ("Trust") is a management investment company registered under the Investment Company Act of 1940, as amended (the "1940 Act"), consisting of several investment portfolios. This circular relates only to the Funds listed above (each, a "Fund" and together, the "Funds"). The shares of the Fund are referred to herein as "Shares." BlackRock Fund Advisors ("BFA" or the "Adviser") is the investment adviser to the Funds.

iShares Edge MSCI Multifactor Consumer Discretionary ETF

The iShares Edge MSCI Multifactor Consumer Discretionary ETF ("CNDF Fund") seeks to track the investment results of an index composed of U.S. large- and mid-capitalization stocks in the consumer discretionary sector that have favorable exposure to target style factors subject to constraints.

The CNDF Fund seeks to track the investment results of the MSCI USA Consumer Discretionary Diversified Multiple-Factor Capped Index ("CNDF Underlying Index"), which has been developed by MSCI Inc. ("Index Provider" or "MSCI"). The CNDF Underlying Index is designed to select equity securities from the MSCI USA Consumer Discretionary Index ("CNDF Parent Index") that have high exposure to four investment style factors: value, quality, momentum and low size, while maintaining a level of risk similar to that of the CNDF Parent Index. The CNDF Underlying Index is also constrained in its construction to limit turnover and has a capping methodology applied to issuer weights so that no single issuer of a component exceeds 25% of the CNDF Underlying Index.

MSCI, in selecting equity securities from the CNSF Parent Index, assigns a composite score for a security through a proprietary model based on four equally-weighted investment style factors: the value score is derived from a company's valuation ratios (e.g., forward share price to earnings, share price to book value and enterprise value to operating cash flow); the quality score is calculated from a company's underlying metrics (e.g., return-on-equity, debt-to-equity and earnings variability); the momentum score is calculated through a global equity model, which aims to measure a security's sustained relative performance against the global market over a two-year period and against other securities based in the same country over the previous six and 12 months (with a one month lag); and the low size score is derived from a global equity model that seeks to measure the market capitalization of a company as compared to other companies based in the same country.
As of March 31, 2016, the CNDF Underlying Index consisted of approximately 43 U.S. companies. The CNDF Underlying Index may include large- and mid-capitalization companies. Components of the CNDF Underlying Index primarily include consumer discretionary companies. The components of the CNDF Underlying Index are likely to change over time.

BFA uses a "passive" or indexing approach to try to achieve the CNDF Fund's investment objective. Unlike many investment companies, the CNDF Fund does not try to "beat" the index it tracks and does not seek temporary defensive positions when markets decline or appear overvalued.

Indexing may eliminate the chance that the CNDF Fund will substantially outperform the CNDF Underlying Index but also may reduce some of the risks of active management, such as poor security selection. Indexing seeks to achieve lower costs and better after-tax performance by keeping portfolio turnover low in comparison to actively managed investment companies.

BFA uses a representative sampling indexing strategy to manage the CNDF Fund. "Representative sampling" is an indexing strategy that involves investing in a representative sample of securities that collectively has an investment profile similar to that of the CNDF Underlying Index. The securities selected are expected to have, in the aggregate, investment characteristics (based on factors such as market capitalization and industry weightings), fundamental characteristics (such as return variability and yield) and liquidity measures similar to those of the CNDF Underlying Index. The CNDF Fund may or may not hold all of the securities in the CNDF Underlying Index.

The CNDF Fund generally will invest at least 90% of its assets in the component securities of the CNDF Underlying Index and may invest up to 10% of its assets in certain futures, options and swap contracts, cash and cash equivalents, including shares of money market funds advised by BFA or its affiliates, as well as in securities not included in the CNDF Underlying Index, but which BFA believes will help the CNDF Fund track the CNDF Underlying Index. The CNDF Fund seeks to track the investment results of the CNDF Underlying Index before the fees and expenses of the CNDF Fund.

The CNDF Fund may lend securities representing up to one-third of the value of the CNDF Fund's total assets (including the value of any collateral received).

The CNDF Underlying Index is sponsored by MSCI, which is independent of the CNDF Fund and BFA. The Index Provider determines the composition and relative weightings of the securities in the CNDF

Underlying Index and publishes information regarding the market value of the CNDF Underlying Index.

The CNDF Fund will concentrate its investments (i.e., hold 25% or more of its total assets) in a particular industry or group of industries to approximately the same extent that the CNDF Underlying Index is concentrated. For purposes of this limitation, securities of the U.S. government (including its agencies and instrumentalities) and repurchase agreements collateralized by U.S. government securities are not considered to be issued by members of any industry.

iShares Edge MSCI Multifactor Consumer Staples ETF

The iShares Edge MSCI Multifactor Consumer Staples ETF (“CNSF Fund”) seeks to track the investment results of an index composed of U.S. large- and mid-capitalization stocks in the consumer staples sector that have favorable exposure to target style factors subject to constraints.

The CNSF Fund seeks to track the investment results of the MSCI USA Consumer Staples Diversified Multiple-Factor Capped Index (“CNSF Underlying Index”), which has been developed by MSCI. The CNSF Underlying Index is designed to select equity securities from the MSCI USA Consumer Staples Index (the “CNSF Parent Index”) that have high exposure to four investment style factors: value, quality, momentum and low size, while maintaining a level of risk similar to that of the CNSF Parent Index. The CNSF Underlying Index is also constrained in its construction to limit turnover and has a capping methodology applied to issuer weights so that no single issuer of a component exceeds 25% of the CNSF Underlying Index.

MSCI, in selecting equity securities from the CNSF Parent Index, assigns a composite score for a security through a proprietary model based on four equally-weighted investment style factors: the value score is derived from a company’s valuation ratios (e.g., forward share price to earnings, share price to book value and enterprise value to operating cash flow); the quality score is calculated from a company’s underlying metrics (e.g., return-on-equity, debt-to-equity and earnings variability); the momentum score is calculated through a global equity model, which aims to measure a security’s sustained relative performance against the global market over a two-year period and against other securities based in the same country over the previous six and 12 months (with a one month lag); and the low size score is derived from a global equity model that seeks to measure the market capitalization of a company as compared to other companies based in the same country.

As of March 31, 2016, the CNSF Underlying Index consisted of approximately 29 U.S. companies. The CNSF Underlying Index may include large- and mid-capitalization companies. Components of the CNSF Underlying Index primarily include consumer staples companies. The components of the CNSF Underlying Index are likely to change over time.

BFA uses a “passive” or indexing approach to try to achieve the CNSF Fund’s investment objective. Unlike many investment companies, the CNSF Fund does not try to “beat” the index it tracks and does not seek temporary defensive positions when markets decline or appear overvalued. Indexing may eliminate the chance that the CNSF Fund will substantially outperform the CNSF Underlying Index but also may reduce some of the risks of active management, such as poor security selection. I

Indexing seeks to achieve lower costs and better after-tax performance by keeping portfolio turnover low in comparison to actively managed investment companies.

BFA uses a representative sampling indexing strategy to manage the CNSF Fund. “Representative sampling” is an indexing strategy that involves investing in a representative sample of securities that collectively has an investment profile similar to that of the CNSF Underlying Index. The securities selected are expected to have, in the aggregate, investment characteristics (based on factors such as market capitalization and industry weightings), fundamental characteristics (such as return variability and yield) and liquidity measures similar to those of the CNSF Underlying Index. The CNSF Fund may or may not hold all of the securities in the CNSF Underlying Index.

The CNSF Fund generally will invest at least 90% of its assets in the component securities of the CNSF Underlying Index and may invest up to 10% of its assets in certain futures, options and swap contracts, cash and cash equivalents, including shares of money market funds advised by BFA or its affiliates, as well as in securities not included in the CNSF Underlying Index, but which BFA believes will help the CNSF Fund track the CNSF Underlying Index. The CNSF Fund seeks to track the investment results of the CNSF Underlying Index before the fees and expenses of the CNSF Fund.

The CNSF Fund may lend securities representing up to one-third of the value of the CNSF Fund's total assets (including the value of any collateral received).

The CNSF Underlying Index is sponsored by MSCI, which is independent of the CNSF Fund and BFA. The Index Provider determines the composition and relative weightings of the securities in the CNSF Underlying Index and publishes information regarding the market value of the CNSF Underlying Index.

The CNSF Fund will concentrate its investments (i.e., hold 25% or more of its total assets) in a particular industry or group of industries to approximately the same extent that the CNSF Underlying Index is concentrated. For purposes of this limitation, securities of the U.S. government (including its agencies and instrumentalities) and repurchase agreements collateralized by U.S. government securities are not considered to be issued by members of any industry.

iShares Edge MSCI Multifactor Energy ETF

The iShares Edge MSCI Multifactor Energy ETF (“ERGF Fund”) seeks to track the investment results of an index composed of U.S. large- and mid-capitalization stocks in the energy sector that have favorable exposure to target style factors subject to constraints.

The ERGF Fund seeks to track the investment results of the MSCI USA Energy Diversified Multiple-Factor Capped Index (“ERGF Underlying Index”), which has been developed by MSCI. The ERGF Underlying Index is designed to select equity securities from the MSCI USA Energy Index (“ERGF Parent Index”) that have high exposure to four investment style factors: value, quality, momentum and low size, while maintaining a level of risk similar to that of the Parent Index. The ERGF Underlying Index is also constrained in its construction to limit turnover and has a capping methodology applied to issuer weights so that no single issuer of a component exceeds 25% of the ERGF Underlying Index.

MSCI, in selecting equity securities from the ERGF Parent Index, assigns a composite score for a security through a proprietary model based on four equally-weighted investment style factors: the value score is derived from a company's valuation ratios (e.g., forward share price to earnings, share price to book value and enterprise value to operating cash flow); the quality score is calculated from a company's underlying metrics (e.g., return-on-equity, debt-to-equity and earnings variability); the momentum score is calculated through a global equity model, which aims to measure a security's sustained relative performance against the global market over a two-year period and against other securities based in the same country over the previous six and 12 months (with a one month lag); and the low size score is derived from a global equity model that seeks to measure the market capitalization of a company as compared to other companies based in the same country.

As of March 31, 2016, the ERGF Underlying Index consisted of approximately 23 U.S. companies. The ERGF Underlying Index may include large- and mid-capitalization companies. Components of the ERGF Underlying Index primarily include energy companies. The components of the ERGF Underlying Index are likely to change over time.

BFA uses a "passive" or indexing approach to try to achieve the ERGF Fund's investment objective. Unlike many investment companies, the ERGF Fund does not try to "beat" the index it tracks and does not seek temporary defensive positions when markets decline or appear overvalued.

Indexing may eliminate the chance that the ERGF Fund will substantially outperform the ERGF Underlying Index but also may reduce some of the risks of active management, such as poor security selection. Indexing seeks to achieve lower costs and better after-tax performance by keeping portfolio turnover low in comparison to actively managed investment companies.

BFA uses a representative sampling indexing strategy to manage the ERGF Fund. "Representative sampling" is an indexing strategy that involves investing in a representative sample of securities that collectively has an investment profile similar to that of the ERGF Underlying Index. The securities selected are expected to have, in the aggregate, investment characteristics (based on factors such as market capitalization and industry weightings), fundamental characteristics (such as return variability and yield) and liquidity measures similar to those of the ERGF Underlying Index. The ERGF Fund may or may not hold all of the securities in the ERGF Underlying Index.

The ERGF Fund generally will invest at least 90% of its assets in the component securities of the ERGF Underlying Index and may invest up to 10% of its assets in certain futures, options and swap contracts, cash and cash equivalents, including shares of money market funds advised by BFA or its affiliates, as well as in securities not included in the ERGF Underlying Index, but which BFA believes will help the ERGF Fund track the ERGF Underlying Index. The ERGF Fund seeks to track the investment results of the ERGF Underlying Index before the fees and expenses of the ERGF Fund.

The ERGF Fund may lend securities representing up to one-third of the value of the ERGF Fund's total assets (including the value of any collateral received).

The ERGF Underlying Index is sponsored by MSCI, which is independent of the ERGF Fund and BFA. The Index Provider determines the composition and relative weightings of the securities in the ERGF Underlying Index and publishes information regarding the market value of the ERGF Underlying Index.

The ERGF Fund will concentrate its investments (i.e., hold 25% or more of its total assets) in a particular industry or group of industries to approximately the same extent that the ERGF Underlying

Index is concentrated. For purposes of this limitation, securities of the U.S. government (including its agencies and instrumentalities) and repurchase agreements collateralized by U.S. government securities are not considered to be issued by members of any industry.

iShares Edge MSCI Multifactor Financials ETF

The iShares Edge MSCI Multifactor Financials ETF ("FNCF Fund") seeks to track the investment results of an index composed of U.S. large- and mid-capitalization stocks in the financials sector that have favorable exposure to target style factors subject to constraints.

The FNCF Fund seeks to track the investment results of the MSCI USA Financials Diversified Multiple-Factor Capped Index ("FNCF Underlying Index"), which has been developed by MSCI. The FNCF Underlying Index is designed to select equity securities from the MSCI USA Financials Index ("FNCF Parent Index") that have high exposure to four investment style factors: value, quality, momentum and low size, while maintaining a level of risk similar to that of the FNCF Parent Index. The FNCF Underlying Index is also constrained in its construction to limit turnover and has a capping methodology applied to issuer weights so that no single issuer of a component exceeds 25% of the FNCF Underlying Index.

MSCI, in selecting equity securities from the FNCF Parent Index, assigns a composite score for a security through a proprietary model based on four equally-weighted investment style factors: the value score is derived from a company's valuation ratios (e.g., forward share price to earnings, share price to book value and enterprise value to operating cash flow); the quality score is calculated from a company's underlying metrics (e.g., return-on-equity, debt-to-equity and earnings variability); the momentum score is calculated through a global equity model, which aims to measure a security's sustained relative performance against the global market over a two-year period and against other securities based in the same country over the previous six and 12 months (with a one month lag); and the low size score is derived from a global equity model that seeks to measure the market capitalization of a company as compared to other companies based in the same country.

As of March 31, 2016, the FNCF Underlying Index consisted of approximately 41 U.S. companies. The FNCF Underlying Index may include large- and mid-capitalization companies. Components of the FNCF Underlying Index primarily include financials companies. The components of the FNCF Underlying Index are likely to change over time.

BFA uses a "passive" or indexing approach to try to achieve the FNCF Fund's investment objective. Unlike many investment companies, the FNCF Fund does not try to "beat" the index it tracks and does not seek temporary defensive positions when markets decline or appear overvalued.

Indexing may eliminate the chance that the FNCF Fund will substantially outperform the FNCF Underlying Index but also may reduce some of the risks of active management, such as poor security selection. Indexing seeks to achieve lower costs and better after-tax performance by keeping portfolio turnover low in comparison to actively managed investment companies.

BFA uses a representative sampling indexing strategy to manage the FNCF Fund. "Representative sampling" is an indexing strategy that involves investing in a representative sample of securities that collectively has an investment profile similar to that of the FNCF Underlying Index. The securities selected are expected to have, in the aggregate, investment characteristics (based on factors such as market capitalization and industry weightings), fundamental characteristics (such as return variability and yield) and liquidity measures similar to those of the FNCF Underlying Index. The FNCF Fund may or may not hold all of the securities in the FNCF Underlying Index.

The FNCF Fund generally will invest at least 90% of its assets in the component securities of the FNCF Underlying Index and may invest up to 10% of its assets in certain futures, options and swap contracts, cash and cash equivalents, including shares of money market funds advised by BFA or its affiliates, as well as in securities not included in the FNCF Underlying Index, but which BFA believes will help the FNCF Fund track the FNCF Underlying Index. The FNCF Fund seeks to track the investment results of the FNCF Underlying Index before the fees and expenses of the FNCF Fund.

The FNCF Fund may lend securities representing up to one-third of the value of the FNCF Fund's total assets (including the value of any collateral received).

The FNCF Underlying Index is sponsored by MSCI, which is independent of the FNCF Fund and BFA. The Index Provider determines the composition and relative weightings of the securities in the FNCF Underlying Index and publishes information regarding the market value of the FNCF Underlying Index.

The FNCF Fund will concentrate its investments (i.e., hold 25% or more of its total assets) in a particular industry or group of industries to approximately the same extent that the FNCF Underlying Index is concentrated. For purposes of this limitation, securities of the U.S. government (including its agencies and instrumentalities) and repurchase agreements collateralized by U.S. government securities are not considered to be issued by members of any industry.

iShares Edge MSCI Multifactor Healthcare ETF

The iShares Edge MSCI Multifactor Healthcare ETF (“HCRF Fund”) seeks to track the investment results of an index composed of U.S. large- and mid-capitalization stocks in the healthcare sector that have favorable exposure to target style factors subject to constraints.

The HCRF Fund seeks to track the investment results of the MSCI USA Health Care Diversified Multiple-Factor Capped Index (“HCRF Underlying Index”), which has been developed by MSCI. The HCRF Underlying Index is designed to select equity securities from the MSCI USA Health Care Index (“HCRF Parent Index”) that have high exposure to four investment style factors: value, quality, momentum and low size, while maintaining a level of risk similar to that of the HCRF Parent Index. The HCRF Underlying Index is also constrained in its construction to limit turnover and has a capping methodology applied to issuer weights so that no single issuer of a component exceeds 25% of the HCRF Underlying Index.

MSCI, in selecting equity securities from the HCRF Parent Index, assigns a composite score for a security through a proprietary model based on four equally-weighted investment style factors: the value score is derived from a company’s valuation ratios (e.g., forward share price to earnings, share price to book value and enterprise value to operating cash flow); the quality score is calculated from a company’s underlying metrics (e.g., return-on-equity, debt-to-equity and earnings variability); the momentum score is calculated through a global equity model, which aims to measure a security’s sustained relative performance against the global market over a two-year period and against other securities based in the same country over the previous six and 12 months (with a one month lag);

and the low size score is derived from a global equity model that seeks to measure the market capitalization of a company as compared to other companies based in the same country.

As of March 31, 2016, the HCRF Underlying Index consisted of approximately 37 U.S. companies. The HCRF Underlying Index may include large- and mid-capitalization companies. Components of the HCRF Underlying Index primarily include healthcare companies. The components of the HCRF Underlying Index are likely to change over time.

BFA uses a “passive” or indexing approach to try to achieve the HCRF Fund’s investment objective. Unlike many investment companies, the HCRF Fund does not try to “beat” the index it tracks and does not seek temporary defensive positions when markets decline or appear overvalued.

Indexing may eliminate the chance that the HCRF Fund will substantially outperform the HCRF Underlying Index but also may reduce some of the risks of active management, such as poor security selection. Indexing seeks to achieve lower costs and better after-tax performance by keeping portfolio turnover low in comparison to actively managed investment companies.

BFA uses a representative sampling indexing strategy to manage the HCRF Fund. “Representative sampling” is an indexing strategy that involves investing in a representative sample of securities that collectively has an investment profile similar to that of the HCRF Underlying Index. The securities selected are expected to have, in the aggregate, investment characteristics (based on factors such as market capitalization and industry weightings), fundamental characteristics (such as return variability and yield) and liquidity measures similar to those of the HCRF Underlying Index. The HCRF Fund may or may not hold all of the securities in the HCRF Underlying Index.

The HCRF Fund generally will invest at least 90% of its assets in the component securities of the HCRF Underlying Index and may invest up to 10% of its assets in certain futures, options and swap contracts, cash and cash equivalents, including shares of money market funds advised by BFA or its affiliates, as well as in securities not included in the HCRF Underlying Index, but which BFA believes will help the HCRF Fund track the HCRF Underlying Index. The HCRF Fund seeks to track the investment results of the HCRF Underlying Index before the fees and expenses of the HCRF Fund.

The HCRF Fund may lend securities representing up to one-third of the value of the HCRF Fund's total assets (including the value of any collateral received).

The HCRF Underlying Index is sponsored by MSCI, which is independent of the HCRF Fund and BFA. The Index Provider determines the composition and relative weightings of the securities in the HCRF Underlying Index and publishes information regarding the market value of the HCRF Underlying Index.

The HCRF Fund will concentrate its investments (i.e., hold 25% or more of its total assets) in a particular industry or group of industries to approximately the same extent that the HCRF Underlying Index is concentrated. For purposes of this limitation, securities of the U.S. government (including its agencies and instrumentalities) and repurchase agreements collateralized by U.S. government securities are not considered to be issued by members of any industry.

iShares Edge MSCI Multifactor Industrials ETF

The iShares Edge MSCI Multifactor Industrials ETF ("INDF Fund") seeks to track the investment results of an index composed of U.S. large- and mid-capitalization stocks in the industrials sector that have favorable exposure to target style factors subject to constraints.

The INDF Fund seeks to track the investment results of the MSCI USA Industrials Diversified Multiple-Factor Capped Index ("INDF Underlying Index"), which has been developed by MSCI Inc. The INDF Underlying Index is designed to select equity securities from the MSCI USA Industrials Index (the "INDF Parent Index") that have high exposure to four investment style factors: value, quality, momentum and low size, while maintaining a level of risk similar to that of the INDF Parent Index. The INDF Underlying Index is also constrained in its construction to limit turnover and has a capping methodology applied to issuer weights so that no single issuer of a component exceeds 25% of the INDF Underlying Index.

MSCI, in selecting equity securities from the INDF Parent Index, assigns a composite score for a security through a proprietary model based on four equally-weighted investment style factors: the value score is derived from a company's valuation ratios (e.g., forward share price to earnings, share price to book value and enterprise value to operating cash flow); the quality score is calculated from a company's underlying metrics (e.g., return-on-equity, debt-to-equity and earnings variability); the momentum score is calculated through a global equity model, which aims to measure a security's sustained relative performance against the global market over a two-year period and against other securities based in the same country over the previous six and 12 months (with a one month lag); and the low size score is derived from a global equity model that seeks to measure the market capitalization of a company as compared to other companies based in the same country.

As of March 31, 2016, the INDF Underlying Index consisted of approximately 35 U.S. companies. The INDF Underlying Index may include large- and mid-capitalization companies. Components of the INDF Underlying Index primarily include industrials companies. The components of the INDF Underlying Index are likely to change over time.

BFA uses a "passive" or indexing approach to try to achieve the INDF Fund's investment objective. Unlike many investment companies, the INDF Fund does not try to "beat" the index it tracks and does not seek temporary defensive positions when markets decline or appear overvalued.

Indexing may eliminate the chance that the INDF Fund will substantially outperform the INDF Underlying Index but also may reduce some of the risks of active management, such as poor security selection. Indexing seeks to achieve lower costs and better after-tax performance by keeping portfolio turnover low in comparison to actively managed investment companies.

BFA uses a representative sampling indexing strategy to manage the INDF Fund. "Representative sampling" is an indexing strategy that involves investing in a representative sample of securities that collectively has an investment profile similar to that of the INDF Underlying Index. The securities selected are expected to have, in the aggregate, investment characteristics (based on factors such as market capitalization and industry weightings), fundamental characteristics (such as return variability and yield) and liquidity measures similar to those of the INDF Underlying Index. The INDF Fund may or may not hold all of the securities in the INDF Underlying Index.

The INDF Fund generally will invest at least 90% of its assets in the component securities of the INDF Underlying Index and may invest up to 10% of its assets in certain futures, options and swap contracts, cash and cash equivalents, including shares of money market funds advised by BFA or its affiliates, as well as in securities not included in the INDF Underlying Index, but which BFA believes will help the INDF Fund track the INDF Underlying Index. The INDF Fund seeks to track the investment results of the INDF Underlying Index before the fees and expenses of the INDF Fund.

The INDF Fund may lend securities representing up to one-third of the value of the INDF Fund's total assets (including the value of any collateral received).

The INDF Underlying Index is sponsored by MSCI, which is independent of the INDF Fund and BFA. The Index Provider determines the composition and relative weightings of the securities in the INDF Underlying Index and publishes information regarding the market value of the INDF Underlying Index.

The INDF Fund will concentrate its investments (i.e., hold 25% or more of its total assets) in a particular industry or group of industries to approximately the same extent that the INDF Underlying Index is concentrated. For purposes of this limitation, securities of the U.S. government (including its agencies and instrumentalities) and repurchase agreements collateralized by U.S. government securities are not considered to be issued by members of any industry.

iShares Edge MSCI Multifactor Materials ETF

The iShares Edge MSCI Multifactor Materials ETF (“MATF Fund”) seeks to track the investment results of an index composed of U.S. large- and mid-capitalization stocks in the materials sector that have favorable exposure to target style factors subject to constraints.

The MATF Fund seeks to track the investment results of the MSCI USA Materials Diversified Multiple-Factor Capped Index (“MATF Underlying Index”), which has been developed by MSCI. The MATF Underlying Index is designed to select equity securities from the MSCI USA Materials Index (“MATF Parent Index”) that have high exposure to four investment style factors: value, quality, momentum and low size, while maintaining a level of risk similar to that of the MATF Parent Index. The MATF Underlying Index is also constrained in its construction to limit turnover and has a capping methodology applied to issuer weights so that no single issuer of a component exceeds 25% of the MATF Underlying Index.

MSCI, in selecting equity securities from the MATF Parent Index, assigns a composite score for a security through a proprietary model based on four equally-weighted investment style factors: the value score is derived from a company’s valuation ratios (e.g., forward share price to earnings, share price to book value and enterprise value to operating cash flow); the quality score is calculated from a company’s underlying metrics (e.g., return-on- equity, debt-to-equity and earnings variability); the momentum score is calculated through a global equity model, which aims to measure a security’s sustained relative performance against the global market over a two-year period and against other securities based in the same country over the previous six and 12 months (with a one month lag); and the low size score is derived from a global equity model that seeks to measure the market capitalization of a company as compared to other companies based in the same country.

As of March 31, 2016, the MATF Underlying Index consisted of approximately 26 U.S. companies. The MATF Underlying Index may include large- and mid-capitalization companies. Components of the MATF Underlying Index primarily include materials companies. The components of the MATF Underlying Index are likely to change over time.

BFA uses a “passive” or indexing approach to try to achieve the MATF Fund’s investment objective. Unlike many investment companies, the MATF Fund does not try to “beat” the index it tracks and does not seek temporary defensive positions when markets decline or appear overvalued.

Indexing may eliminate the chance that the MATF Fund will substantially outperform the MATF Underlying Index but also may reduce some of the risks of active management, such as poor security selection. Indexing seeks to achieve lower costs and better after-tax performance by keeping portfolio turnover low in comparison to actively managed investment companies.

BFA uses a representative sampling indexing strategy to manage the MATF Fund. “Representative sampling” is an indexing strategy that involves investing in a representative sample of securities that collectively has an investment profile similar to that of the MATF Underlying Index. The securities selected are expected to have, in the aggregate, investment characteristics (based on factors such as market capitalization and industry weightings), fundamental characteristics (such as return variability and yield) and liquidity measures similar to those of the MATF Underlying Index. The MATF Fund may or may not hold all of the securities in the MATF Underlying Index.

The MATF Fund generally will invest at least 90% of its assets in the component securities of the MATF Underlying Index and may invest up to 10% of its assets in certain futures, options and swap contracts, cash and cash equivalents, including shares of money market funds advised by BFA or its affiliates, as well as in securities not included in the MATF Underlying Index, but which BFA believes will help the MATF Fund track the MATF Underlying Index. The MATF Fund seeks to track the investment results of the MATF Underlying Index before the fees and expenses of the MATF Fund.

The MATF Fund may lend securities representing up to one-third of the value of the MATF Fund's total assets (including the value of any collateral received).

The MATF Underlying Index is sponsored by MSCI, which is independent of the MATF Fund and BFA. The Index Provider determines the composition and relative weightings of the securities in the MATF Underlying Index and publishes information regarding the market value of the MATF Underlying Index.

The MATF Fund will concentrate its investments (i.e., hold 25% or more of its total assets) in a particular industry or group of industries to approximately the same extent that the MATF Underlying Index is concentrated. For purposes of this limitation, securities of the U.S. government (including its agencies and instrumentalities) and repurchase agreements collateralized by U.S. government securities are not considered to be issued by members of any industry.

iShares Edge MSCI Multifactor Technology ETF

The iShares Edge MSCI Multifactor Technology ETF (“TCHF Fund”) seeks to track the investment results of an index composed of U.S. large- and mid-capitalization stocks in the technology sector that have favorable exposure to target style factors subject to constraints.

The TCHF Fund seeks to track the investment results of the MSCI USA Information Technology Diversified Multiple-Factor Capped Index (“TCHF Underlying Index”), which has been developed by MSCI Inc. The TCHF Underlying Index is designed to select equity securities from the MSCI USA Information Technology Index (“TCHF Parent Index”) that have high exposure to four investment style factors: value, quality, momentum and low size, while maintaining a level of risk similar to that of the TCHF Parent Index. The TCHF Underlying Index is also constrained in its construction to limit turnover and has a capping methodology applied to issuer weights so that no single issuer of a component exceeds 25% of the TCHF Underlying Index.

MSCI, in selecting equity securities from the TCHF Parent Index, assigns a composite score for a security through a proprietary model based on four equally-weighted investment style factors: the value score is derived from a company’s valuation ratios (e.g., forward share price to earnings, share price to book value and enterprise value to operating cash flow); the quality score is calculated from a company’s underlying metrics (e.g., return-on-equity, debt-to-equity and earnings variability); the momentum score is calculated through a global equity model, which aims to measure a security’s sustained relative performance against the global market over a two-year period and against other securities based in the same country over the previous six and 12 months (with a one month lag); and the low size score is derived from a global equity model that seeks to measure the market capitalization of a company as compared to other companies based in the same country.

As of March 31, 2016, the TCHF Underlying Index consisted of approximately 41 U.S. companies. The TCHF Underlying Index may include large- and mid-capitalization companies. Components of the TCHF Underlying Index primarily include technology companies. The components of the TCHF Underlying Index are likely to change over time.

BFA uses a “passive” or indexing approach to try to achieve the TCHF Fund’s investment objective. Unlike many investment companies, the TCHF Fund does not try to “beat” the index it tracks and does not seek temporary defensive positions when markets decline or appear overvalued.

Indexing may eliminate the chance that the TCHF Fund will substantially outperform the TCHF Underlying Index but also may reduce some of the risks of active management, such as poor security selection. Indexing seeks to achieve lower costs and better after-tax performance by keeping portfolio turnover low in comparison to actively managed investment companies.

BFA uses a representative sampling indexing strategy to manage the TCHF Fund. “Representative sampling” is an indexing strategy that involves investing in a representative sample of securities that collectively has an investment profile similar to that of the TCHF Underlying Index. The securities selected are expected to have, in the aggregate, investment characteristics (based on factors such as market capitalization and industry weightings), fundamental characteristics (such as return variability and yield) and liquidity measures similar to those of the TCHF Underlying Index. The TCHF Fund may or may not hold all of the securities in the TCHF Underlying Index.

The TCHF Fund generally will invest at least 90% of its assets in the component securities of the TCHF Underlying Index and may invest up to 10% of its assets in certain futures, options and swap contracts, cash and cash equivalents, including shares of money market funds advised by BFA or its affiliates, as well as in securities not included in the TCHF Underlying Index, but which BFA believes will help the TCHF Fund track the TCHF Underlying Index. The TCHF Fund seeks to track the investment results of the TCHF Underlying Index before the fees and expenses of the TCHF Fund.

The TCHF Fund may lend securities representing up to one-third of the value of the TCHF Fund's total assets (including the value of any collateral received).

The TCHF Underlying Index is sponsored by MSCI, which is independent of the TCHF Fund and BFA. The Index Provider determines the composition and relative weightings of the securities in the TCHF Underlying Index and publishes information regarding the market value of the TCHF Underlying Index.

The TCHF Fund will concentrate its investments (i.e., hold 25% or more of its total assets) in a particular industry or group of industries to approximately the same extent that the TCHF Underlying Index is concentrated. For purposes of this limitation, securities of the U.S. government (including its agencies and instrumentalities) and repurchase agreements collateralized by U.S. government securities are not considered to be issued by members of any industry.

iShares Edge MSCI Multifactor Utilities ETF

The iShares Edge MSCI Multifactor Utilities ETF (the “Fund”) seeks to track the investment results of an index composed of U.S. large- and mid-capitalization stocks in the utilities sector that have favorable exposure to target style factors subject to constraints.

The Fund seeks to track the investment results of the MSCI USA Utilities Diversified Multiple-Factor Capped Index (“Underlying Index”), which has been developed by MSCI Inc. (the “Index Provider” or “MSCI”). The Underlying Index is designed to select equity securities from the MSCI USA Utilities Index (the “Parent Index”) that have high exposure to four investment style factors: value, quality, momentum and low size, while maintaining a level of risk similar to that of the Parent Index. The Underlying Index is also constrained in its construction to limit turnover and has a capping methodology applied to issuer weights so that no single issuer of a component exceeds 25% of the Underlying Index.

MSCI, in selecting equity securities from the Parent Index, assigns a composite score for a security through a proprietary model based on four equally-weighted investment style factors: the value score is derived from a company’s valuation ratios (e.g., forward share price to earnings, share price to book value and enterprise value to operating cash flow); the quality score is calculated from a company’s underlying metrics (e.g., return-on- equity, debt-to-equity and earnings variability); the momentum score is calculated through a global equity model, which aims to measure a security’s sustained relative performance against the global market over a two-year period and against other securities based in the same country over the previous six and 12 months (with a one month lag); and the low size score is derived from a global equity model that seeks to measure the market capitalization of a company as compared to other companies based in the same country.

As of March 31, 2016, the Underlying Index consisted of approximately 23 U.S. companies. The Underlying Index may include large- and mid-capitalization companies. Components of the Underlying Index primarily include utilities companies. The components of the Underlying Index are likely to change over time.

BFA uses a “passive” or indexing approach to try to achieve the Fund’s investment objective. Unlike many investment companies, the Fund does not try to “beat” the index it tracks and does not seek temporary defensive positions when markets decline or appear overvalued.

Indexing may eliminate the chance that the Fund will substantially outperform the Underlying Index but also may reduce some of the risks of active management, such as poor security selection. Indexing seeks to achieve lower costs and better after-tax performance by keeping portfolio turnover low in comparison to actively managed investment companies.

BFA uses a representative sampling indexing strategy to manage the Fund. “Representative sampling” is an indexing strategy that involves investing in a representative sample of securities that collectively has an investment profile similar to that of the Underlying Index. The securities selected are expected to have, in the aggregate, investment characteristics (based on factors such as market capitalization and industry weightings), fundamental characteristics (such as return variability and yield) and liquidity measures similar to those of the Underlying Index. The Fund may or may not hold all of the securities in the Underlying Index.

The Fund generally will invest at least 90% of its assets in the component securities of the Underlying Index and may invest up to 10% of its assets in certain futures, options and swap contracts, cash and cash equivalents, including shares of money market funds advised by BFA or its affiliates, as well as in securities not included in the Underlying Index, but which BFA believes will help the Fund track the Underlying Index. The Fund seeks to track the investment results of the Underlying Index before the fees and expenses of the Fund.

The Fund may lend securities representing up to one-third of the value of the Fund's total assets (including the value of any collateral received).

The Underlying Index is sponsored by MSCI, which is independent of the Fund and BFA. The Index Provider determines the composition and relative weightings of the securities in the Underlying Index and publishes information regarding the market value of the Underlying Index.

The Fund will concentrate its investments (i.e., hold 25% or more of its total assets) in a particular industry or group of industries to approximately the same extent that the Underlying Index is concentrated. For purposes of this limitation, securities of the U.S. government (including its agencies and instrumentalities) and repurchase agreements collateralized by U.S. government securities are not considered to be issued by members of any industry.

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

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

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

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

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

PURCHASES AND REDEMPTIONS IN CREATION UNIT SIZE

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

PRINCIPAL RISKS

Interested persons are referred to the discussion in the prospectus for the Funds of the principal risks of an investment in the Funds. These include tracking error risk (factors causing a Fund's performance to not match the performance of its underlying index), market trading risk (for example, trading halts, trading above or below net asset value), asset class risk, authorized participant concentration risk, calculation methodology risk, concentration risk, cyber security risk, equity securities risk, index-related risk, issuer risk, management risk, market risk, market trading risk, model risk, non-diversification risk, operational risk, passive investment risk, risk of investing in developed countries, risk of investing in the United States, securities lending risk, tracking error risk, and utilities sector risk.

EXCHANGE RULES APPLICABLE TO TRADING IN THE SHARES

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

TRADING HOURS

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

DISSEMINATION OF FUND DATA

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

Fund Name	Listing Market	Trading Symbol	IOPV Symbol	NAV Symbol
iShares Edge MSCI Multifactor Consumer Discretionary ETF	BATS	CNDF	CNDF.IV	CNDF.NV
iShares Edge MSCI Multifactor Consumer Staples ETF	BATS	CNSF	CNSF.IV	CNSF.NV
iShares Edge MSCI Multifactor Energy ETF	BATS	ERGF	ERGF.IV	ERGF.NV
iShares Edge MSCI Multifactor Financials ETF	BATS	FNCF	FNCF.IV	FNCF.NV
iShares Edge MSCI Multifactor Healthcare ETF	BATS	HCRF	HCRF.IV	HCRF.NV
iShares Edge MSCI Multifactor Industrials ETF	BATS	INDF	INDF.IV	INDF.NV
iShares Edge MSCI Multifactor Materials ETF	BATS	MATF	MATF.IV	MATF.NV

iShares Edge MSCI Multifactor Technology ETF	BATS	TCHF	TCHF.IV	TCHF.NV
iShares Edge MSCI Multifactor Utilities ETF	BATS	UTLF	UTLF.IV	UTLF.NV

SUITABILITY

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

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

TRADING HALTS

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

DELIVERY OF A PROSPECTUS

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

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

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

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

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

EXEMPTIVE, INTERPRETIVE AND NO-ACTION RELIEF UNDER FEDERAL SECURITIES REGULATIONS

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

REGULATION M EXEMPTIONS

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

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

CUSTOMER CONFIRMATIONS FOR CREATION OR REDEMPTION OF FUND SHARES (SEC RULE 10B-10)

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

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

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

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

SEC RULE 14E-5

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

1) such bids or purchases are effected in the ordinary course of business, in connection with a basket of 20 or more securities in which any security that is the subject of a

distribution, or any reference security, does not comprise more than 5% of the value of the basket purchased; or

2) purchases are effected as adjustments to such basket in the ordinary course of business as a result of a change in the composition of the underlying index; and
3) such bids or purchases are not effected for the purpose of facilitating such tender offer.

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

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

SEC RULE 15C1-5 AND 15C1-6

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

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

Inquiries regarding this Information Circular should be directed to:

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