

SECURITIES AND EXCHANGE COMMISSION

FORM S-3

Registration statement for specified transactions by certain issuers

Filing Date: **2013-04-08**
SEC Accession No. [0001193125-13-144605](#)

(HTML Version on secdatabase.com)

FILER

iShares S&P GSCI Commodity-Indexed Trust

CIK:[1332174](#) | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **S-3** | Act: **33** | File No.: [333-187777](#) | Film No.: **13747121**
SIC: **6799** Investors, nec

Mailing Address

*400 HOWARD STREET
SAN FRANCISCO CA 94105*

Business Address

*400 HOWARD STREET
SAN FRANCISCO CA 94105
415-670-2000*

iShares S&P GSCI Commodity-Indexed Investing Pool LLC

CIK:[1346616](#) | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **S-3** | Act: **33** | File No.: [333-187777-01](#) | Film No.: **13747122**

Mailing Address

*400 HOWARD STREET
SAN FRANCISCO CA 94105*

Business Address

*400 HOWARD STREET
SAN FRANCISCO CA 94105
415-597-2000*

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**Form S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

**iSHARES® S&P GSCI™ COMMODITY-INDEXED TRUST iSHARES®
S&P GSCI™ COMMODITY-INDEXED INVESTING
POOL LLC**

(Rule 140 Co-Registrant)

(Exact name of registrant as specified in its charter)

Delaware
(State of Organization)

51-6573369 (Registrant)
34-2061331 (Co-Registrant)
(I.R.S. Employer
Identification Number)

c/o BlackRock Asset Management International Inc.
400 Howard Street
San Francisco, CA 94105

Attn: Product Management Team iShares Product Research & Development
(415) 670-2000

(Address, including zip code, and telephone number including area code, of registrant's principal executive offices)

BlackRock Asset Management International Inc.
400 Howard Street
San Francisco, CA 94105

Attn: Product Management Team and Intermediary Investor and Exchange-Traded Products Department
(415) 670-2000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Andrew M. Faulkner, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, NY 10036

Deepa Damre, Esq.
BlackRock Fund Advisors
400 Howard Street
San Francisco, CA 94105

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effectiveness of this registration statement, on a continuous basis and for a period in excess of 30 days from the initial date of effectiveness.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share ¹	Proposed Maximum Aggregate Offering Price ¹	Amount of Registration Fee ²
Shares	18,106,277	\$31.83	\$576,322,796.91	\$0

¹ Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(d) under the Securities Act, based upon a net asset value per share of \$31.83 as of April 4, 2013.

² This registration statement is filed pursuant to Rule 415(a)(6) under the Securities Act, and the only securities being registered hereunder consist of 18,106,277 unsold securities previously registered under registration statement nos. 333-183470 and 333-183470-1, filed on August 21, 2012. In accordance with Rule 415(a)(6), the filing fee of \$69,574.20 previously paid with respect to such unsold securities will continue to apply to such unsold securities, and registration statement nos. 333-183470 and 333-183470-1 will be deemed terminated as of the date of effectiveness of this registration statement.

18,106,277 iShares®
iShares® S&P GSCI™ Commodity-Indexed Trust
iShares® S&P GSCI™ Commodity-Indexed
Investing Pool LLC

The iShares® S&P GSCI™ Commodity-Indexed Trust (the “Trust”), is a Delaware statutory trust that issues units of beneficial interest, (the “Shares”), representing fractional undivided beneficial interests in its net assets. Substantially all of the assets of the Trust consist of interests in the iShares® S&P GSCI™ Commodity-Indexed Investing Pool LLC (the “Investing Pool”), which holds long positions in exchange-traded index futures contracts which may be of various expirations (“Index Futures”) on the S&P GSCI™ Excess Return Index (“S&P GSCI-ER”), together with cash, U.S. Treasury securities or other short-term securities and similar securities that are eligible as margin deposits for the Investing Pool’s Index Future positions (“Collateral Assets”). It is the objective of the Trust that the performance of the Shares correspond generally to the performance of the S&P GSCI™ Total Return Index (the “Index”), which represents the return on a fully collateralized investment in the S&P GSCI-ER, before payment of the Trust’s and the Investing Pool’s expenses and liabilities. The Index is intended to reflect the performance of a diversified group of commodities.

The Shares are listed on NYSE Arca, Inc. (“NYSE Arca”) under the symbol “GSG”. BlackRock Asset Management International Inc. (“BAMII,” formerly known as Barclays Global Investors International, Inc.) is the Sponsor of the Trust, and BlackRock Institutional Trust Company, N.A. (“BTC,” formerly known as Barclays Global Investors, N.A.) is the Trustee of the Trust. The Trust and the Investing Pool are commodity pools and are operated by BAMII, a commodity pool operator registered with the Commodity Futures Trading Commission (“CFTC”). BlackRock Fund Advisors (the “Advisor” or “BFA”), an indirect subsidiary of BlackRock, Inc., serves as the commodity trading advisor of the Investing Pool and is registered as a commodity trading advisor with the CFTC. Neither the Trust nor the Investing Pool is an investment company registered under the Investment Company Act of 1940, as amended (the “Investment Company Act”).

Investing in the Shares involves significant risks. See “[Risk Factors](#)” starting on page 16. You could lose all or substantially all of your investment in the Shares.

The market price for the Shares could differ from the net asset value per Share (“NAV”).

Past performance of the Index is not necessarily indicative of its future results or the performance of the Shares.

The price of the Shares is expected to fluctuate based on the value of the S&P GSCI-ER and the prices of the futures contracts and commodities underlying the S&P GSCI-ER; commodities markets have historically been volatile.

The return on the Shares will not correlate precisely with the performance of the S&P GSCI-ER or the Index.

The Investing Pool and the Trust are subject to fees and expenses that are payable regardless of profitability.

There may be conflicts of interest between you, on the one hand, and the Sponsor and its affiliates, the index sponsor and their affiliates, the clearing futures commission merchant and any other parties that transact in the Index Futures or its underlying futures contracts and commodities, on the other hand.

The classes of assets in which the Trust or the Investing Pool invests, and accordingly, the nature of an investment in the shares, may change from time to time.

There are income tax risks associated with the offering.

Investors in the Shares will annually receive an IRS Schedule K-1, which reports their allocable share of the Trust’s items of income, gain, loss and deduction. Tax information reporting on Schedule K-1 may be somewhat more complex than comparable reporting on IRS Form 1099.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities offered in this prospectus, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

THE COMMODITY FUTURES TRADING COMMISSION HAS NOT PASSED UPON THE MERITS OF PARTICIPATING IN THIS POOL NOR HAS THE COMMISSION PASSED ON THE ADEQUACY OR ACCURACY OF THIS DISCLOSURE DOCUMENT.

The Shares are not deposits or other obligations of BlackRock Institutional Trust Company, N.A. or any of its subsidiaries or affiliates or any other bank, are not guaranteed by BlackRock Institutional Trust Company, N.A. or any of its subsidiaries or affiliates or any other bank and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency. An investment in the Shares is speculative and involves a high degree of risk.

The Trust intends to offer Shares on a continuous basis. The Trust issues and redeems Shares only in one or more blocks of 50,000 Shares called Baskets. Only institutions that become Authorized Participants may purchase or redeem Baskets, in exchange for Index Futures and Collateral Assets with an aggregate value equal to the NAV of the Shares being purchased or redeemed. Shareholders who are not Authorized Participants have no right to redeem their Shares. In order to liquidate their investment in the Shares, Shareholders who are not Authorized Participants must generally sell their Shares in the secondary market, assuming that demand for their Shares exist. The price obtained by the Shareholders for the Shares may be less than the NAV of those Shares.

Authorized Participants may offer to the public, from time to time, Shares from any Baskets they create. Shares offered to the public by Authorized Participants are offered at a per-Share offering price that varies depending on, among other factors, the trading price of the Shares on NYSE Arca, the NAV and the supply of and demand for the Shares at the time of the offer. Shares initially comprising the same Basket but offered by Authorized Participants to the public at different times may have different offering prices. Authorized Participants do not receive from the Trust, the Sponsor or any of their affiliates, any fee or other compensation in connection with their sale of Shares to the public. An Authorized Participant may receive commissions or fees from investors who purchase Shares through their commission- or fee-based brokerage accounts.

The date of this prospectus is April 8, 2013

[Table of Contents](#)

RISK DISCLOSURE STATEMENT

YOU SHOULD CAREFULLY CONSIDER WHETHER YOUR FINANCIAL CONDITION PERMITS YOU TO PARTICIPATE IN A COMMODITY POOL. IN SO DOING, YOU SHOULD BE AWARE THAT COMMODITY INTEREST TRADING CAN QUICKLY LEAD TO LARGE LOSSES, AS WELL AS GAINS. SUCH TRADING LOSSES CAN SHARPLY REDUCE THE NET ASSET VALUE OF THE POOL AND CONSEQUENTLY THE VALUE OF YOUR INTEREST IN THE POOL. IN ADDITION, RESTRICTIONS ON REDEMPTIONS MAY AFFECT YOUR ABILITY TO WITHDRAW YOUR PARTICIPATION IN THE POOL.

FURTHER, COMMODITY POOLS MAY BE SUBJECT TO SUBSTANTIAL CHARGES FOR MANAGEMENT, AND ADVISORY AND BROKERAGE FEES. IT MAY BE NECESSARY FOR THOSE POOLS THAT ARE SUBJECT TO THESE CHARGES TO MAKE SUBSTANTIAL TRADING PROFITS TO AVOID DEPLETION OR EXHAUSTION OF THEIR ASSETS. THIS DISCLOSURE DOCUMENT CONTAINS A COMPLETE DESCRIPTION OF EACH EXPENSE TO BE CHARGED THIS POOL AT PAGE 15 AND PAGES 49-50 AND 55, AND A STATEMENT OF THE PERCENTAGE RETURN NECESSARY TO BREAK EVEN, THAT IS, TO RECOVER THE AMOUNT OF YOUR INITIAL INVESTMENT, AT PAGES 3 AND 15.

THIS BRIEF STATEMENT CANNOT DISCLOSE ALL THE RISKS AND OTHER FACTORS NECESSARY TO EVALUATE YOUR PARTICIPATION IN THIS COMMODITY POOL. THEREFORE, BEFORE YOU DECIDE TO PARTICIPATE IN THIS COMMODITY POOL, YOU SHOULD CAREFULLY STUDY THIS DISCLOSURE DOCUMENT, INCLUDING A DESCRIPTION OF THE PRINCIPAL RISK FACTORS OF THIS INVESTMENT, BEGINNING AT PAGE 16.

CERTAIN NOTICES

THIS PROSPECTUS DOES NOT INCLUDE ALL OF THE INFORMATION OR EXHIBITS IN THE REGISTRATION STATEMENT OF THE TRUST AND THE INVESTING POOL. YOU CAN READ AND COPY THE ENTIRE REGISTRATION STATEMENT AT THE PUBLIC REFERENCE FACILITIES MAINTAINED BY THE SEC IN WASHINGTON, D.C.

AUTHORIZED PARTICIPANTS MAY BE REQUIRED TO DELIVER A PROSPECTUS WHEN SELLING TO THE PUBLIC SHARES PURCHASED FROM THE TRUST. SEE “PLAN OF DISTRIBUTION”.

THE TRUST AND THE INVESTING POOL WILL FILE QUARTERLY AND ANNUAL REPORTS WITH THE SEC. YOU CAN READ AND COPY THESE REPORTS AT THE SEC PUBLIC REFERENCE FACILITIES IN WASHINGTON, D.C. PLEASE CALL THE SEC AT 1-800-SEC-0330 FOR FURTHER INFORMATION.

THE FILINGS OF THE TRUST AND THE INVESTING POOL ARE POSTED AT THE SEC’ S WEBSITE AT <http://www.sec.gov>.

FOR RESIDENTS OF THE UNITED KINGDOM:

THE TRUST MAY CONSTITUTE A COLLECTIVE INVESTMENT SCHEME AS DEFINED IN THE FINANCIAL SERVICES AND MARKETS ACT 2000 (THE “FSMA”). THE TRUST IS NOT AUTHORIZED OR OTHERWISE RECOGNIZED IN THE UNITED KINGDOM AND THEREFORE WOULD BE CHARACTERIZED AS AN UNREGULATED COLLECTIVE INVESTMENT SCHEME FOR THE PURPOSES OF THE FSMA. AS SUCH, THE ISSUE AND DISTRIBUTION OF THIS PROSPECTUS IN THE UNITED KINGDOM IS RESTRICTED BY LAW. IN ADDITION, THIS PROSPECTUS HAS NOT BEEN APPROVED BY A PERSON AUTHORIZED BY THE FINANCIAL

Table of Contents

SERVICES AUTHORITY IN THE UNITED KINGDOM (AN “AUTHORIZED PERSON”) FOR THE PURPOSES OF SECTION 21(2)(B) OF THE FSMA. ACCORDINGLY, THIS PROSPECTUS CAN ONLY BE ISSUED OR DISTRIBUTED IN THE UNITED KINGDOM: (1) BY AN AUTHORIZED PERSON (I) TO PERSONS WHO ARE INVESTMENT PROFESSIONALS HAVING PROFESSIONAL EXPERIENCE IN PARTICIPATING IN UNREGULATED SCHEMES (ONLY AS DEFINED IN ARTICLE 14(5) OF THE FSMA (PROMOTION OF COLLECTIVE INVESTMENT SCHEMES) (EXEMPTIONS) ORDER 2001 (AS AMENDED) (THE “CIS ORDER”)) OR (II) TO PERSONS WHO ARE WITHIN ANY OF THE CATEGORIES OF PERSONS DESCRIBED IN ARTICLE 22 OF THE CIS ORDER; OR (2) IF SUCH PROMOTION IS NOT CARRIED OUT THROUGH AN AUTHORIZED PERSON, (I) TO PERSONS WHO ARE INVESTMENT PROFESSIONALS (AS DEFINED IN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AS AMENDED (THE “FINANCIAL PROMOTION ORDER”), OR (II) TO PERSONS WHO ARE WITHIN ANY OF THE CATEGORIES OF PERSONS DESCRIBED IN ARTICLE 49(2)(A) TO (D) OF THE FINANCIAL PROMOTION ORDER; OR (3) TO PERSONS TO WHOM THIS PROSPECTUS MAY OTHERWISE LAWFULLY BE COMMUNICATED. ANY OTHER DISTRIBUTION OF THIS PROSPECTUS IN OR INTO THE UNITED KINGDOM IS UNAUTHORIZED. ANY PERSON ISSUING OR DISTRIBUTING THIS PROSPECTUS OR ANY PART OF IT MAY BE ACTING IN BREACH OF APPLICABLE LAW OR REGULATIONS AND ANY PERSONS RECEIVING THIS PROSPECTUS IN OR FROM THE UNITED KINGDOM IN CIRCUMSTANCES NOT FALLING WITHIN (1) OR (2) ABOVE MAY NOT RELY ON ITS CONTENTS. NO PART OF THIS PROSPECTUS SHOULD THEREFORE BE PUBLISHED, DISTRIBUTED OR OTHERWISE MADE AVAILABLE WITH UNRESTRICTED ACCESS IN ANY FORM IN THE UNITED KINGDOM.

FOR RESIDENTS OF GERMANY:

THE SHARES MAY BE ACQUIRED ONLY IN ACCORDANCE WITH THE GERMAN SECURITIES PROSPECTUS ACT (*WERTPAPIERPROSPEKTGESETZ*, THE “SECURITIES PROSPECTUS ACT”) AND THE GERMAN INVESTMENT ACT (*INVESTMENTGESETZ*, THE “INVESTMENT ACT”), AS THE CASE MAY BE, AND ARE NOT REGISTERED OR AUTHORIZED FOR DISTRIBUTION UNDER THE SECURITIES PROSPECTUS ACT OR THE INVESTMENT ACT. ACCORDINGLY, THE SHARES MAY NOT BE, AND ARE NOT BEING, OFFERED OR ADVERTISED PUBLICLY OR OFFERED SIMILARLY UNDER THE SECURITIES PROSPECTUS ACT OR THE INVESTMENT ACT. THEREFORE, THIS OFFER IS BEING MADE ONLY TO RECIPIENTS TO WHOM THIS PROSPECTUS IS PERSONALLY ADDRESSED AND DOES NOT CONSTITUTE AN OFFER OR ADVERTISEMENT TO THE PUBLIC. ALL PROSPECTIVE INVESTORS ARE URGED TO SEEK TAX ADVICE REGARDING THE TAX TREATMENT OF THE SHARES PURSUANT TO GERMAN LAW, INCLUDING THE GERMAN INVESTMENT TAX ACT (*INVESTMENTSTEUERGESETZ*), AND OTHER APPLICABLE LAW BY THEIR TAX ADVISOR.

Other Information

“iShares” is a registered trademark of BlackRock Fund Advisors or its affiliates.

“GSCI” is a registered trademark and service mark of Standard & Poor’s Financial Services LLC (“S&P”).

“S&P GSCI” is a trademark of S&P.

Table of Contents

TABLE OF CONTENTS

	<u>Page</u>
<u>PROSPECTUS SUMMARY</u>	1
<u>RISK FACTORS</u>	16
<u>FORWARD-LOOKING STATEMENTS</u>	33
<u>USE OF PROCEEDS</u>	33
<u>FUTURES CONTRACTS ON THE S&P GSCI-ER</u>	34
<u>THE INDEX AND THE S&P GSCI-ER</u>	35
<u>BUSINESS OF THE TRUST AND THE INVESTING POOL</u>	45
<u>DESCRIPTION OF THE SHARES, THE TRUST AGREEMENT AND THE INVESTING POOL AGREEMENT</u>	51
<u>THE SECURITIES DEPOSITORY; BOOK-ENTRY-ONLY SYSTEM; GLOBAL SECURITY</u>	59
<u>THE SPONSOR AND THE MANAGER</u>	60
<u>THE TRUSTEE</u>	62
<u>THE ETF ADMINISTRATOR</u>	63
<u>THE DELAWARE TRUSTEE</u>	63
<u>THE ADVISOR</u>	63
<u>THE CLEARING FCM</u>	66
<u>CONFLICTS OF INTEREST</u>	80
<u>CERTAIN PERFORMANCE DATA</u>	82
<u>UNITED STATES FEDERAL INCOME TAX CONSEQUENCES</u>	83
<u>ERISA AND RELATED CONSIDERATIONS</u>	93
<u>PLAN OF DISTRIBUTION</u>	95
<u>LEGAL MATTERS</u>	100
<u>EXPERTS</u>	100
<u>WHERE YOU CAN FIND MORE INFORMATION; INCORPORATION OF CERTAIN INFORMATION BY REFERENCE</u>	101

You should rely only on the information contained in this prospectus or incorporated by reference herein. None of the Sponsor, the Trustee, the Delaware Trustee, the Trust or the Investing Pool has authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. None of the Sponsor, the Trustee, the Delaware Trustee, the Trust or the Investing Pool is making an offer to sell the Shares in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus, and refer to the annual, quarterly and current reports and other information filed with the Securities and Exchange Commission (available at www.sec.gov) for additional information, including possible updates to the information contained herein. See “Where You Can Find More Information; Incorporation of Certain Information by Reference” on page 101.

Certain defined terms used in this prospectus are set forth in the “Glossary” in the Statement of Additional Information attached hereto.

PROSPECTUS SUMMARY

This summary highlights some of the information contained in this prospectus. This summary does not contain all of the information you should consider before investing in the Shares. You should carefully read this entire prospectus, including “Risk Factors” beginning on page 16 and “Where You Can Find More Information; Incorporation of Certain Information by Reference” on page 101, before making a decision to invest in the Shares. This prospectus is intended to be used beginning April 8, 2013.

Structure of the Trust and the Investing Pool

The Trust was formed as a Delaware statutory trust on July 7, 2006. The Trust is governed under the terms of the Second Amended and Restated Trust Agreement of the Trust, or the “Trust Agreement,” dated as of March 1, 2013, among BlackRock Asset Management International Inc., or “BAMII,” as “Sponsor,” BlackRock Institutional Trust Company, N.A., or “BTC,” as “Trustee,” and Wilmington Trust Company, as “Delaware Trustee.” The Trust intends to continuously offer Shares to the public but may suspend issuances of Shares at any time and has done so in the past due to restrictions on speculative position limits imposed by the designated contract market known as the “CME,” or the Chicago Mercantile Exchange, Inc., which is owned and operated by the CME Group Inc., or the “CME Group.” Each Share represents a unit of fractional undivided beneficial interest in the net assets of the Trust. Substantially all of the assets of the Trust consist of its holdings of the limited liability company interests in the Investing Pool, or “Investing Pool Interests.” The term of the Trust is perpetual, unless it is earlier dissolved under the circumstances described under “Description of the Shares, the Trust Agreement and the Investing Pool Agreement—Amendment and Dissolution”. The principal offices of the Trust are located at 400 Howard Street, San Francisco, CA 94105, and the Trust’s telephone number is (415) 670-2000.

The Investing Pool was formed as a Delaware limited liability company on July 7, 2006. The Investing Pool has issued Investing Pool Interests only to the Trust and to BAMII, the Manager of the Investing Pool. The Manager maintains a limited equity interest in the Investing Pool with the balance of the Investing Pool owned by the Trust. Under the limited liability company agreement of the Investing Pool, as amended and restated on March 1, 2013, or the “Investing Pool Agreement,” neither the Trust nor the Manager may transfer Investing Pool Interests to any other person without the prior written consent of the other, provided that the Manager may transfer its Investing Pool Interests to certain affiliates. The Investing Pool invests in long positions in “Index Futures,” which are exchange-traded index futures contracts, which may be of various expirations, on the S&P GSCI™ Excess Return Index, or the “S&P GSCI-ER.” In order to support margin requirements applicable to its Index Future positions, the Investing Pool also holds “Collateral Assets,” which consist of cash, U.S. Treasury securities or other short-term securities and similar securities that are eligible as margin deposits for those Index Future positions. Together, the returns on the Index Futures and the Collateral Assets (before taking into account the expenses and liabilities of the Trust and the Investing Pool) are expected to correspond generally to the performance of the S&P GSCI™ Total Return Index, or the “Index,” which represents the return on a fully collateralized investment in the S&P GSCI-ER. The term of the Investing Pool is perpetual, unless it is earlier terminated by judicial decree or the consent of its members. The principal offices of the Investing Pool are located at 400 Howard Street, San Francisco, CA 94105, and the Investing Pool’s telephone number is (415) 670-2000.

Each of the Trust and the Investing Pool is a commodity pool as defined in the Commodity Exchange Act, as amended, or the “CEA,” and the regulations of the CFTC. Each entity is operated by BAMII, which is a commodity pool operator registered with the CFTC and is an indirect subsidiary of BlackRock, Inc. BlackRock Fund Advisors (formerly known as Barclays Global Fund Advisors), or “BFA,” an indirect subsidiary of BlackRock, Inc., serves as the commodity trading advisor, or the “Advisor,” of the Investing Pool and is

Table of Contents

registered with the CFTC. The Trust does not have a separate commodity trading advisor. Neither the Trust nor the Investing Pool is an investment company registered under the Investment Company Act and neither is required to register under the Investment Company Act.

The material terms of the agreements governing the Trust and the Investing Pool are discussed in greater detail under “Description of the Shares, the Trust Agreement and the Investing Pool Agreement.”

Creations and Redemptions

The Trust issues Shares only in one or more blocks of 50,000 Shares, referred to as “Baskets,” in exchange for Index Futures and cash (or, in the discretion of the Sponsor, other Collateral Assets) in the “Basket Amount.” The “Basket Amount” is the amount of Index Futures and cash (or, in the discretion of the Sponsor, other Collateral Assets), that an Authorized Participant must deliver in exchange for one Basket, or that an Authorized Participant is entitled to receive in exchange for each Basket surrendered for redemption. The Trust redeems Shares only in Baskets in exchange for Index Futures and cash (or, in the discretion of the Sponsor, other Collateral Assets) in the Basket Amount. The Trust does not redeem individual Shares. The specific assets constituting the Basket Amount must have a value equal to the aggregate net asset value per Share (the “NAV”) of the Shares constituting a Basket, and such assets are determined by the Sponsor on each Business Day in accordance with the terms of the Trust Agreement.

The value of the assets to be included in the Basket Amounts for creations and redemptions is determined at the end of each Business Day based on the daily settlement value of the Index Futures and the value of the Collateral Assets, as calculated for purposes of determining NAV. The value of such assets must equal the NAV of the Shares constituting a Basket as determined for such Business Day, but any changes to NAV that may result from creation and redemption activity are not reflected in the NAV calculations for the Business Day on which they occur. Creation and redemption orders received prior to the order cut-off time (currently 2:40 p.m. New York time) are deemed to have been received on such Business Day, while orders received after the order cut-off time are deemed to have been received on the next Business Day. In limited circumstances and subject to the approval of the Trustee, Baskets may be created for cash equal to the NAV of the Shares constituting a Basket as determined on the date the related creation order was received, plus the costs incurred by the Trust and the Investing Pool in establishing the corresponding Index Future positions and acquiring the related Collateral Assets. Creation orders for Baskets paid for solely in cash that are received after 10:00 a.m. New York time will be deemed received as of the following Business Day. In each case, subject to the Trustee’s right to suspend or reject orders, creations and redemptions are deemed to occur on the Business Day on which they are received and are expected to settle the following Business Day by 11:00 a.m. New York time. Information relating to the Basket Amounts and the assets constituting such Basket Amount is published by the Trustee on each Business Day after it has calculated the net asset value of the Trust for such Business Day at 4:00 p.m. New York time.

The Trust contributes to the Investing Pool all Index Futures, cash and other Collateral Assets that it receives in exchange for issuing Baskets in return for an increase in its equity interest in the Investing Pool. The Trust obtains all Index Futures, cash and other Collateral Assets that it uses to fulfill redemptions of Baskets through an in-kind redemption from the Investing Pool that decreases the Trust’s equity interest in the Investing Pool.

The Trust may redeem its Investing Pool Interests in exchange for the amount of Index Futures and cash (or, in the discretion of the Sponsor, other Collateral Assets) having a current market value equal to the redemption value of the Investing Pool Interests being redeemed as of the close of trading on the redemption date.

Table of Contents

Breakeven Point Per Unit of Initial Investment

The estimated amount of all fees and expenses which are anticipated to be incurred by a new investor during the first twelve months is 0.75% of the per Share price of \$32.66 as of February 28, 2013 (or expressed as a dollar amount, \$0.24 of the price of \$32.66 per Share). Based on certain interest rate, expense and other assumptions, the estimated twelve-month breakeven point is 0.62% of the offering of \$32.66 per Share price as of February 28, 2013 (or expressed as a dollar amount, \$0.20 of the price of \$32.66 per Share). See “Breakeven Analysis” on page 15.

The Sponsor and the Manager

The Sponsor of the Trust is BAMII, a Delaware corporation and an indirect subsidiary of BlackRock, Inc. The Sponsor’s primary business function is to act as Sponsor and commodity pool operator of the Trust and Manager of the Investing Pool, as discussed below, and to act as sponsor for certain other investment vehicles.

BAMII also serves as the Manager of the Investing Pool, in which capacity it serves as the Investing Pool’s commodity pool operator and is responsible for its administration. The Manager arranged for and paid the costs of organizing the Investing Pool. The Manager has delegated some of its responsibilities for administering the Investing Pool to the “Administrator,” BlackRock Institutional Trust Company N.A. The Administrator in turn has engaged State Street Bank and Trust Company, or the “ETF Administrator,” to perform various administrative and custodial functions on behalf of the Investing Pool, and PricewaterhouseCoopers LLP as the “Tax Administrator,” to perform various tax services on behalf of the Investing Pool.

The Manager has agreed to pay the costs of employing the Administrator, the ETF Administrator (for its services to the Investing Pool), the Tax Administrator, and any other amounts that would otherwise be considered ordinary operating expenses of the Investing Pool, other than futures commission merchant commissions. In return for paying these expenses, BAMII, as the Manager, receives an allocation from the Investing Pool that accrues daily at an annualized rate equal to 0.75% of the net asset value of the Investing Pool and is payable by the Investing Pool monthly in arrears.

The Sponsor arranged for the creation of the Trust, the registration of the Shares for their public offering and the listing of the Shares on NYSE Arca. The Sponsor has agreed under the Trust Agreement to pay the following administrative, operational and marketing expenses: (1) the fees of the Trustee and the Delaware Trustee and their respective agents and appointees, (2) NYSE Arca listing fees, (3) printing and mailing costs, (4) audit fees, (5) tax reporting costs, (6) license fees and (7) legal expenses relating to the Trust of up to \$100,000 annually. The Sponsor also agreed to pay the costs of the Trust’s organization and the initial sale of the Shares, including applicable SEC registration fees.

The principal offices of the Sponsor and the Manager are located at 400 Howard Street, San Francisco, CA 94105, and their telephone number is (415) 670-2000.

The Advisor

The commodity trading advisor for the Investing Pool is BFA, also referred to as the Advisor. The Advisor has discretionary authority to make all determinations with respect to the Investing Pool’s assets, subject to specified limitations. The Advisor is not currently engaged to provide its services directly to the Trust.

The Advisor does not engage in any activities designed to obtain a profit from, or to ameliorate losses caused by, changes in the level of the Index or the S&P GSCI-ER or the value of the Collateral Assets. The Advisor has been registered as a commodity trading advisor under the CEA since April 5, 1993 and has been a member of the NFA since 1993. The Advisor may also act, currently or in the future, as the advisor for certain other investment vehicles.

[Table of Contents](#)

The Advisor and the Investing Pool may each terminate the Advisory Agreement at any time upon thirty days' prior written notice.

The Trustee

The Trustee is BTC, a national banking association affiliated with the Sponsor. The Trustee is responsible for the day-to-day administration of the Trust, which includes (1) processing orders for the creation and redemption of Baskets, (2) coordinating with the Sponsor and the Manager the receipt and delivery of consideration transferred to, or by, the Trust in connection with each issuance and redemption of Baskets, and (3) calculating the net asset value of the Trust on each Business Day. The Trustee has delegated processing creation and redemption orders of Baskets to SEI Investments Distribution Co., as "Processing Agent," and the remainder of the day-to-day responsibilities to the ETF Administrator.

The Sponsor does not exercise day-to-day oversight over the Trustee. The Sponsor may remove the Trustee and appoint a successor trustee if the Trustee ceases to meet various objective requirements or if, having received written notice of a material breach of its obligations under the Trust Agreement, the Trustee has not cured the breach within thirty days. The Sponsor also has the right to replace the Trustee during the ninety days following any merger, consolidation or conversion in which the Trustee is not the surviving entity or, in its discretion, at any time following the first anniversary of the creation of the Trust. The Sponsor is subject to a conflict of interest regarding its oversight of the Trustee, which is an affiliate of the Sponsor. Under the terms of the Trust Agreement, the Trustee may delegate all or a portion of its duties under the Trust Agreement to any agent, and has delegated certain of its functions to the ETF Administrator, the Tax Administrator and the Processing Agent. The ETF Administrator, the Tax Administrator and the Processing Agent are not affiliated with the Sponsor or the Trustee.

The Shares are not deposits or other obligations of BlackRock Institutional Trust Company, N.A. or any of its subsidiaries or affiliates or any other bank, are not guaranteed by BlackRock Institutional Trust Company, N.A. or any of its subsidiaries or affiliates or any other bank and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency. An investment in the Shares is speculative and involves a high degree of risk. For a more detailed description of the role and responsibilities of the Trustee and the ETF Administrator, see "Description of the Shares, the Trust Agreement and the Investing Pool Agreement" and "The Trustee."

The ETF Administrator

State Street Bank and Trust Company serves as the ETF Administrator, and has been delegated certain day-to-day administrative functions of the Trustee and the Administrator, including calculating the value of certain of the Investing Pool's assets, maintaining custody of Collateral Assets not posted as margin, transferring Collateral Assets in satisfaction of applicable margin requirements, and maintaining certain records and accounts. The ETF Administrator's services are governed under a master services agreement, dated as of April 21, 2011, as supplemented by related service modules (the "Master Services Agreement"), each among the ETF Administrator, the Trust and the Investing Pool, among others. Subject to customary exceptions, the ETF Administrator is generally exculpated and indemnified by the Trust and the Investing Pool for losses that may arise in connection with its provision of services.

Under the Master Services Agreement, the ETF Administrator has agreed to provide its services for an initial term ending on May 15, 2014, subject to automatic extensions for up to six months following the end of such initial term if the Trust and the Investing Pool take no action to renew the term. The Trust and the Investing Pool may renew the term twice for up to two years each (up to a total of four years). The ETF Administrator may terminate its services for certain material breaches of the Master Services Agreement or for failure to pay fees within a specified grace period. The Trust and the Investing Pool may terminate the Master Services Agreement

Table of Contents

for cause, certain enduring force majeure events, terminations as may be required or occasioned by law, and for certain corporate events affecting the ETF Administrator. Under the Master Services Agreement, the ETF Administrator has also agreed to provide certain post-termination transition and disengagement support services for up to two years following termination.

The Delaware Trustee

Wilmington Trust Company, a Delaware trust company, serves as the Delaware Trustee of the Trust. The Delaware Trustee is not entitled to exercise any of the powers, or have any of the duties or responsibilities, of the Trustee. The Delaware Trustee is a trustee of the Trust for the sole and limited purpose of fulfilling the requirements of the Delaware Statutory Trust Act.

Investment Objective

The investment objective of the Trust is to seek investment results through the Trust's investment in the Investing Pool, that correspond generally, but are not necessarily identical, to the performance of the Index, before the payment of expenses and liabilities of the Trust and the Investing Pool. The Investing Pool holds long positions in Index Futures whose settlement value at expiration is determined based on the value of the S&P GSCI-ER at that time. The Investing Pool also earns interest on its Collateral Assets.

The S&P GSCI-ER is calculated based on the same commodities that are included in the S&P GSCI™ Commodity Index, or the "S&P GSCI™," which is a production-weighted index of the prices of a diversified group of futures contracts on physical commodities. The S&P GSCI™ is administered, calculated and published by the Index Sponsor, which is S&P Dow Jones Indices LLC, a subsidiary of The McGraw-Hill Companies. The S&P GSCI-ER reflects the return of an uncollateralized investment in the contracts comprising the S&P GSCI™, and in addition incorporates the economic effect of "rolling" the contracts included in the S&P GSCI™ as they near expiration. "Rolling" a futures contract means closing out a position in an expiring futures contract and establishing an equivalent position in the contract on the same commodity with the next expiration date. The Index, in turn, reflects the return of the S&P GSCI-ER, together with the return on specified U.S. Treasury securities that are deemed to have been held to collateralize a hypothetical long position in the futures contracts comprising the S&P GSCI™. If the Index Sponsor ceases to maintain the Index, the Trust, through the Investing Pool, may seek investment results that correspond generally to the performance of a fully-collateralized investment in a successor, or, in the opinion of the Manager, reasonably similar, index.

The Index Sponsor acquired the S&P GSCI™, S&P GSCI-ER and the Index from Goldman, Sachs & Co., the prior Index Sponsor, effective May 2007.

The Trust, through the Investing Pool, is a passive investor in Index Futures and the Collateral Assets used to satisfy applicable margin requirements on those Index Future positions. Index Futures are index futures contracts on the S&P GSCI-ER listed on a "designated contract market," as defined under the CEA, or, an "Exchange." Index Futures are traded through one or more "Clearing FCMs," or futures commission merchants appointed to execute such Index Future transactions.

When establishing positions in Index Futures, the Advisor estimates as of the date of this prospectus that the Investing Pool will be required to deposit initial margin with a value of approximately 3% to 10% of the value of each Index Future position. These margin requirements are subject to change from time to time by the Exchange or the Clearing FCM. On a daily basis, the Investing Pool is obligated to pay, or entitled to receive, variation margin in an amount equal to the change in the daily settlement level of its Index Future positions. If the daily settlement level causes the value of the Investing Pool's Index Future positions to decrease, the Investing Pool is required to post variation margin with the Clearing FCM. Conversely, if the daily settlement level causes the value of the Investing Pool's Index Future positions to increase, the Investing Pool's account with the Clearing FCM receives variation margin in an amount equal to the increase.

[Table of Contents](#)

Whenever Index Futures of different types or expirations are available for investment, the Sponsor determines, pursuant to the terms of the Trust Agreement and the Investing Pool Agreement, which Index Futures are to be transferred in connection with either the creation or redemption of Baskets. Neither the Trust nor the Investing Pool engages in any activities designed to obtain a profit from, or to ameliorate losses caused by, changes in the level of the Index or the S&P GSCI-ER or the value of the Collateral Assets.

The profit or loss on the Investing Pool's Index Future positions should correlate with increases and decreases in the value of the S&P GSCI-ER, although this correlation is not expected to be exact. The return on the Index Futures, together with interest on the Collateral Assets, is expected to result in a total return that corresponds generally, but is not identical, to the Index. Differences between the returns on the Shares and the performance of the Index may be based on, among other factors, differences between the return on the Collateral Assets and the U.S. Treasury rate used to calculate the U.S. Treasury return component of the Index, timing differences, differences between the portion of the Investing Pool's assets invested in Index Futures versus the portion of the return of the Index contributed by the S&P GSCI-ER, differences between the settlement price of Index Futures and the closing level of the S&P GSCI-ER and the payment of expenses and liabilities by the Trust and the Investing Pool.

The Advisor acts as the commodity trading advisor for the Investing Pool. The Advisor invests all of the Investing Pool's assets in long positions in Index Futures and in Collateral Assets in order to satisfy applicable margin requirements on those Index Future positions. Any cash that the Investing Pool accepts as consideration from the Trust for Investing Pool Interests is used to purchase additional Index Futures or Collateral Assets in an amount that the Advisor determines will enable the Investing Pool to achieve investment results that correspond with the Index, before the payment of the expenses and liabilities of the Trust and the Investing Pool. The Advisor does not engage in any activities designed to obtain a profit from, or to ameliorate losses caused by, changes in the level of the Index or the S&P GSCI-ER or the value of the Collateral Assets.

The Shares are intended to constitute an alternative means for investors to achieve investment exposure to the performance of the Index. Although the Shares are not the exact equivalent of an investment in the underlying futures contracts and Treasury securities represented by the Index, the Shares are intended to provide investors with an alternative method of participating in the commodities market.

In addition, retail investors can gain exposure to the commodities underlying the S&P GSCI-ER by purchasing individual or small lots of Shares through traditional brokerage accounts, without being subject to the significantly higher minimum contract sizes required for directly establishing a position in the underlying commodities or futures contracts. The Shares are eligible for margin accounts.

Risk Factors

An investment in the Shares is speculative and includes, among others, the following risks. See "Risk Factors" starting on page 16 of this prospectus:

The market price for the Shares could differ from the NAV.

Past performance of the Index is not necessarily indicative of its future results or the performance of the Shares.

The price of the Shares is expected to fluctuate based on the value of the S&P GSCI-ER and the prices of the futures contracts and commodities underlying the S&P GSCI-ER; commodities markets have historically been volatile.

The return on the Shares will not correlate precisely with the performance of the S&P GSCI-ER or the Index.

[Table of Contents](#)

The Investing Pool and the Trust are subject to the fees and expenses described in this prospectus, which are payable without regard to profitability.

There may be conflicts of interest between you, on the one hand, and the Sponsor and its affiliates, the index sponsor and their affiliates, the clearing futures commission merchant and any other parties that transact in the Index Futures or its underlying futures contracts and commodities, on the other hand. See “Conflicts of Interest” below and on page 80, in addition to the relevant discussion under “Risk Factors” starting on page 16.

The classes of assets in which the Trust or the Investing Pool invests, and accordingly, the nature of an investment in the Shares, may change from time to time.

There are income tax risks associated with the offering. See “Risk Factors–Risk Factors Relating to Taxes” and “United States Federal Income Tax Consequences.”

Investors in the Shares will annually receive an IRS Schedule K-1, which reports their allocable share of the Trust’s items of income, gain, loss and deduction. Tax information reporting on Schedule K-1 may be somewhat more complex than comparable reporting on IRS Form 1099.

Conflicts of Interest

There may be conflicts of interest between the Shareholders and the Sponsor and its affiliates. These conflicts may arise because of the affiliation between BAMII, which acts as Sponsor of the Trust and Manager of the Investing Pool, and its affiliated entities which are acting as Trustee and Advisor. Because of this affiliation, BAMII has an incentive not to remove the Trustee or the Advisor. Conflicts may also result from the Sponsor’s authority to determine whether to make distributions to Shareholders and the Manager’s ability to exercise control over the Investing Pool. In addition, conflicts may arise in connection with trading activities relating to the Index Futures, index components or related instruments for the Sponsor’s or its affiliates’ proprietary accounts, customer accounts or other accounts under management, as well as in connection with research reports published by the Sponsor or its affiliates with respect to commodities markets. Additional conflicts of interest may exist between Shareholders, on the one hand, and the Clearing FCM and the Index Sponsor, on the other. For more information regarding these potential conflicts of interest, see “Conflicts of Interest” on page 80.

Certain U.S. Tax Consequences

The Trust is not treated as an association taxable as a corporation for U.S. federal income tax purposes, and the Investing Pool is not treated as an association taxable as a corporation for U.S. federal income tax purposes. Accordingly, the Trust and the Investing Pool are not taxable entities for U.S. federal income tax purposes and do not incur U.S. federal income tax liability. Instead, you will be taxed as a partner in a partnership, which means that you generally will be required to take into account your allocable share of the Trust’s and Investing Pool’s items of income, gain, loss, deduction, expense and credit in computing your U.S. federal income tax liability, without regard to the amount of cash, if any, distributed to you. This may result in your recognizing “phantom income” (i.e., taxable income without corresponding cash from the Trust to satisfy your tax liability).

Table of Contents

THE OFFERING

Offering	The Shares represent units of fractional undivided beneficial interests in the net assets of the Trust.
Shares Registered Under Registration Statement	18,106,277 Shares.
Use of Proceeds	<p>Proceeds received by the Trust from the issuance and sale of Baskets consist of Index Futures and cash (or, in the discretion of the Sponsor, other Collateral Assets). These proceeds are contributed to the Investing Pool in return for Investing Pool Interests and held by the Investing Pool, and are retained, invested in Collateral Assets or liquidated in order to rebalance or establish new positions in Index Futures or Collateral Assets until (1) withdrawn in connection with redemptions of Baskets or (2) liquidated to pay expenses and liabilities of the Trust and the Investing Pool (including applicable fees and margin payments) not assumed by the Sponsor or the Manager.</p> <p>Although the percentages may vary substantially over time, the Advisor estimates as of the date of this prospectus that Collateral Assets with a value equal to approximately 3% to 10% of the value of each Index Future position will be deposited with the Clearing FCM as initial margin at the time such Index Future position is established. The remainder (and any variation margin received) are retained in the Investing Pool's accounts until transferred in connection with making variation margin payments, a Basket redemption or the liquidation of an Index Future position.</p> <p>Collateral Assets deposited with the Clearing FCM that constitute customer funds are segregated pursuant to CFTC rules. Any remaining assets of the Investing Pool that are not required to meet current margin requirements may be (1) held in cash in interest-bearing bank accounts to remain available to pay the expenses of the Trust and the Investing Pool and as reserves for the Investing Pool, in the amounts deemed necessary by the Advisor, or (2) deposited with the ETF Administrator and invested in U.S. Treasury securities and other Collateral Assets. All interest income earned on the Investing Pool's investments will be retained for the benefit of the Trust and the Investing Pool. The Advisor expects that all entities that will hold or trade the Investing Pool's assets will be based in the U.S. and subject to U.S. regulations.</p>
NYSE Arca Symbol	GSG
CUSIP	46428R107
Creation and Redemption	The Trust intends to issue and redeem Baskets on a continuous basis but is not required to do so. See "Suspension of Issuance, Transfers and Redemptions" below. Baskets are issued and redeemed only in block transactions of 50,000 Shares, in exchange for long positions in Index Futures and cash (or, in the discretion of the Sponsor, other Collateral Assets) in the Basket Amount. Baskets may be created and redeemed only by Authorized Participants, who pay the Trustee a transaction fee. The Trust may include Index Futures of different types and expirations

Table of Contents

in the creation and redemption of Baskets. The value of the assets to be included in the Basket Amounts for creations and redemptions is determined at the end of each Business Day based on the daily settlement value of the Index Futures and the value of the Collateral Assets, as calculated for purposes of determining NAV. The value of such assets must equal the NAV of the Shares constituting a Basket as determined for such Business Day, but any changes to NAV that may result from creation and redemption activity are not reflected in the NAV calculations for the Business Day on which they occur.

Creation and redemption orders received after 2:40 p.m. New York time are not deemed to be received and the related creation or redemption will not be deemed to occur until the following Business Day. In limited circumstances and subject to the approval of the Trustee, Baskets may be created solely for cash, but the related creation orders will be deemed received as of the following Business Day unless received by 10:00 a.m. New York time. Orders are expected to settle by 11:00 a.m. New York time on the Business Day following the Business Day on which such orders are deemed to be received, through block or “exchange for related positions,” or “EFRP,” transactions that are not executed through the Exchange’s central order book.

The Trustee expects that the transaction fee for Index Futures will average to approximately 0.03% of the Basket Amount in any given year, although the actual amount of the transaction fee may be more or less. The transaction fee is subject to change from time to time. In limited circumstances and with the approval of the Trustee, Baskets may be created and redeemed solely for cash, in which case the Authorized Participant are required to pay any additional issuance or redemption costs, including the costs incurred by the Trust and the Investing Pool in establishing or liquidating the corresponding Index Future position and acquiring or disposing of the related Collateral Assets. See “Description of the Shares, the Trust Agreement and the Investing Pool Agreement.”

Authorized Participants

Baskets may be created and redeemed only by Authorized Participants. Each Authorized Participant must (1) be a registered broker-dealer and, if required in connection with its activities, a registered futures commission merchant, (2) be a Depository Trust Company (“DTC”) Participant, (3) have entered into an Authorized Participant Agreement, and (4) be in a position to transfer Index Futures and the required cash or other Collateral Assets to, and take delivery of these assets from, the Trustee through one or more accounts.

Suspension of Issuance, Transfers and Redemptions

The Trustee may suspend the delivery of Shares, registration of transfers of Shares and surrenders of Shares for the purpose of withdrawing Trust property generally, or may refuse a particular deposit, transfer or withdrawal at any time, if the Trustee or the Sponsor determines that it is advisable to do so for any reason. See “Description of the Shares, the Trust Agreement and the Investing Pool Agreement—Requirements for Trustee Actions.” From August 24, 2009 to April 26, 2010, the Trust suspended the issuance of new Baskets.

Table of Contents

The Index

The S&P GSCI™ Total Return Index. The Index reflects the value of the S&P GSCI-ER together with the return on specified U.S. Treasury securities that are deemed to have been held to collateralize a hypothetical long position in the futures contracts comprising the S&P GSCI-ER. The Index was formerly known as the GSCI® Total Return Index. See “The Index and the S&P GSCI-ER.”

The S&P GSCI-ER

The S&P GSCI™ Excess Return Index. The S&P GSCI-ER is designed to reflect the positive or negative return over time resulting from an uncollateralized long position in the futures contracts comprising the S&P GSCI™. The S&P GSCI-ER is also designed to reflect the positive or negative returns that would be generated over time by rolling each underlying futures contract forward as it approaches expiration to the next expiring contract month. The S&P GSCI-ER is designed to be a measure of the performance over time of the market for its constituent commodities. The commodities represented in the S&P GSCI-ER are those physical commodities on which active and liquid contracts are traded on trading facilities in major industrialized countries. The S&P GSCI-ER was formerly known as the GSCI® Excess Return Index. See “The Index and the S&P GSCI-ER.”

The S&P GSCI™

The S&P GSCI™ Commodity Index. The S&P GSCI™ is comprised of futures contracts on physical commodities, with each commodity having a weighting determined by reference to world production statistics. The S&P GSCI™ was formerly known as the Goldman Sachs Commodity Index. For more information regarding the S&P GSCI™, see “The Index and the S&P GSCI-ER”.

Index Futures

The Trust seeks to achieve the portion of the return on the Shares corresponding to the S&P GSCI-ER through investments in Index Futures, which are exchange-traded futures contracts on the S&P GSCI-ER.

Index Futures are exchange-traded index future contracts, which may be of various expirations, that provide for payment at their expiration based on the settlement value of the S&P GSCI-ER at that time. The Investing Pool transacts in Index Futures through the Clearing FCM, currently Goldman, Sachs & Co., which executes the Investing Pool’s Index Future transactions on an Exchange, currently the CME.

When establishing positions in Index Futures, the Advisor estimates as of the date of this prospectus that the Investing Pool will be required to deposit initial margin with a value of approximately 3% to 10% of the value of each Index Future position. These margin requirements are subject to change from time to time by the Exchange or the Clearing FCM. On a daily basis, the Investing Pool is obligated to pay, or entitled to receive, variation margin in an amount equal to the change in the daily settlement level of its Index Future positions. If the daily settlement level causes the value of the Investing Pool’s Index Future positions to decrease, the Investing Pool is required to post variation margin with the Clearing FCM. Conversely, if the daily settlement level causes the value of the Investing Pool’s Index Future positions to increase, the Investing

Table of Contents

Pool's account with the Clearing FCM receives variation margin in an amount equal to the increase. The Investing Pool's obligation to make margin payments is satisfied from the cash or other Collateral Assets obtained by the Trust and contributed to the Investing Pool in connection with creations of Baskets.

For more information regarding the Index Futures, see "Futures Contracts on the S&P GSCI-ER."

Collateral Assets

The Trust seeks to achieve the portion of the return on the Shares corresponding to the U.S. Treasury return of the Index through investments in Collateral Assets.

In connection with the creation of Shares, the Trust receives cash (or, in the discretion of the Sponsor, other Collateral Assets). Cash proceeds are invested in Collateral Assets, generally U.S. Treasury securities, and used to satisfy margin requirements applicable to the Investing Pool's Index Future positions. Any Collateral Assets not held at the Clearing FCM to satisfy margin requirements are held by the ETF Administrator. The interest paid on these Collateral Assets, together with the performance of the Index Futures, is expected to produce a total return for the Shares that corresponds generally, but is not necessarily identical, to the performance of the Index, before the payment of expenses and liabilities of the Trust and the Investing Pool. Differences between the returns on the Shares and the performance of the Index may be based on, among other factors, differences between the return on the Collateral Assets and the U.S. Treasury rate used to calculate the U.S. Treasury return component of the Index, timing differences, differences between the portion of the Investing Pool's assets invested in Index Futures versus the portion of the return of the Index contributed by the S&P GSCI-ER, differences between the settlement price of Index Futures and the closing level of the S&P GSCI-ER and the payment of expenses and liabilities by the Trust and the Investing Pool. See "Futures Contracts on the S&P GSCI-ER."

Net Asset Value

The Sponsor has the exclusive authority to determine the net asset value of the Trust and the NAV, which it has delegated to the Trustee under the Trust Agreement. The Trustee determines the net asset value of the Trust and the NAV as of 4:00 p.m. New York time, on each Business Day on which NYSE Arca is open for regular trading. The Trustee makes the required calculations as soon as practicable after the close of trading on NYSE Arca.

The Trustee determines the NAV by dividing the net asset value of the Trust on a given day by the number of Shares outstanding at the time the calculation is made (taking into account orders for the creation or redemption of Shares received prior to the cut-off time on that day).

The net asset value of the Trust on any given day is obtained by subtracting the Trust's accrued expenses and other liabilities on that day from the value of (1) the Trust's equity investment in the Investing Pool on that day and (2) any other assets of the Trust, in each case as of the

Table of Contents

close of trading on that day. In turn, the value of the Trust' s investment in the Investing Pool is obtained by subtracting the Investing Pool' s expenses and liabilities on that day from the value of (a) the Investing Pool' s Index Future positions and Collateral Assets on that day, (b) the interest earned on those assets by the Investing Pool and (c) any other assets of the Investing Pool, and multiplying the result by the Trust' s ownership percentage of the Investing Pool' s equity.

The Trustee values the Trust' s assets held through the Investing Pool on the basis of the value of its ownership of Investing Pool Interests, as reported to the Trustee by or on behalf of the Manager. On each day on which the Trustee determines the value of the Trust' s assets, the Manager values the Investing Pool' s assets on the basis of that day' s settlement prices for Index Futures as announced by the applicable Exchange, and the then-current market value of any other assets held by the Investing Pool. If there is no announced settlement price for a particular Index Future on a Business Day, the Manager uses the most recently announced settlement price unless the Manager determines that such price is inappropriate as a basis for valuation. The value of the Investing Pool' s positions in any particular Index Future equals the product of (a) the number of such Index Futures owned by the Investing Pool, (b) the settlement price of such Index Future on the date of calculation and (c) the multiplier of such Index Future. The Trustee and the Manager have employed the ETF Administrator to make those determinations on their behalf.

The NAV for each Business Day on which NYSE Arca is open for regular trading is expected to be distributed through major market data vendors and is published online at <http://www.ishares.com>, or any successor thereto. The Trust updates the NAV as soon as practicable after each subsequent NAV is calculated. See "Business of the Trust and the Investing Pool–Valuation of Index Futures; Computation of Trust' s Net Asset Value."

Voting Rights

The Shares do not have voting rights. Shareholders only have the limited rights described in "Description of the Shares, the Trust Agreement and the Investing Pool Agreement–Voting Rights."

Distributions

Interest and distributions received on the assets held by the Trust or the Investing Pool may be used to acquire additional Index Futures or Collateral Assets or, in the discretion of the Sponsor, distributed to Shareholders. However, the Trust is under no obligation to make periodic distributions to Shareholders.

Limitation of Liabilities

You cannot lose more than your investment in the Shares. Under Delaware law, Shareholders' liability is limited to the same extent as the liability of stockholders of a for-profit Delaware business corporation.

Amendments

The Sponsor and the Trustee may amend the Trust Agreement without the consent of any Shareholder, including to expand, limit or change the categories of assets by means of which the Trust seeks to achieve its investment objective, so long as the Sponsor provides thirty days' notice to registered owners of Shares before the effectiveness of any

Table of Contents

Dissolution Events

amendment that imposes or increases fees or charges (except for taxes and other governmental charges) or prejudices a substantial existing right of the Shareholders or similarly materially adversely affects any Shareholder.

The Trustee will dissolve the Trust if:

the Trustee is notified that the Shares are delisted from NYSE Arca and are not approved for listing on another national securities exchange within five Business Days of their delisting;

registered holders of at least 75% of the outstanding Shares notify the Trustee that they elect to dissolve the Trust;

sixty days have elapsed since the Trustee notified the Sponsor of the Trustee's election to resign, and a successor trustee has not been appointed and accepted its appointment;

the SEC (or its staff) or a court of competent jurisdiction determines that the Trust is an investment company under the Investment Company Act, and the Trustee has actual knowledge of that determination;

the Manager determines to liquidate the Investing Pool in accordance with the terms of the Investing Pool Agreement (other than in connection with a merger of the Investing Pool with and into the Trust or in connection with the final distribution of the Investing Pool's assets in order to achieve a substantially similar result); the Investing Pool Agreement provides that the Manager may liquidate the Investing Pool at any time the Manager determines that liquidation is advisable, and the Manager may, for example (but will not be obligated to), liquidate the Investing Pool if, among other reasons, (1) legal, regulatory or market changes occur that would result, in the opinion of the Manager, in a decrease of investment opportunities available to meet the Trust's investment objective, (2) the Index Sponsor ceases to maintain the Index and, in the opinion of the Manager, no successor or reasonably similar index is available, or (3) the value of the Investing Pool is at a level at which continued operation of the Investing Pool is not cost-efficient;

the Trust and/or the Investing Pool is treated as an association taxable as a corporation for United States federal income tax purposes, and the Trustee receives notice from the Sponsor that the Sponsor has determined that the dissolution of the Trust is advisable; or

DTC is unable or unwilling to continue to perform its functions, and a comparable replacement is unavailable.

After dissolution of the Trust, the Trustee will deliver Trust property, or the proceeds thereof, upon surrender and cancellation of the Shares and, ninety days after dissolution, may dispose of any remaining Trust property in a private or public sale, and hold the proceeds, uninvested

Table of Contents

Clearance and Settlement

and in a non-interest bearing account, for the pro rata benefit of the Shareholders who have not surrendered their Shares for cancellation. See “Description of the Shares, the Trust Agreement and the Investing Pool Agreement–Amendment and Dissolution.”

The Shares are issued only in book-entry form. Transactions in Shares clear through the facilities of DTC. Investors may hold their Shares through DTC, if they are DTC Participants, or indirectly through entities that are DTC Participants. See “The Securities Depository; Book-Entry-Only System; Global Security.”

Table of Contents

Breakeven Analysis

The following table indicates the approximate percentage and dollar returns required for the value of an initial \$32.66 investment in a Share to equal the amount originally invested twelve months after issuance.

The table, as presented, is only an approximation. The capitalization of the Trust and the Investing Pool does not directly affect the level of their charges as a percentage of their respective net asset values, other than the management fee and brokerage commissions. The table does not reflect the additional transaction fees and costs required for the creation and redemption of Baskets.

Expense⁽¹⁾	\$	%
Management Fee ⁽²⁾	\$0.24	0.75 %
Syndication and Filing Expenses ⁽²⁾	\$0.00	0.00 %
Fund Operating Expenses ⁽²⁾	\$0.00	0.00 %
Commodity Trading Advisor Fee ⁽²⁾	\$0.00	0.00 %
Brokerage Commissions and Fees ⁽³⁾	\$0.00	0.00 %
Interest Income ⁽⁴⁾	<u>\$(0.04)</u>	(0.13)
12-Month Break Even ⁽⁵⁾	<u>\$0.20</u>	0.62

- (1) The foregoing breakeven analysis assumes that the Shares have a constant month-end net asset value. Calculations are based on \$32.66 as the NAV, which was the net asset value as of the close of business on February 28, 2013.
- (2) From the Management Fee, the Manager is responsible for the ordinary and recurring expenses of the Trust and the Investing Pool, including Syndication and Filing Expenses not paid by the Sponsor, Fund Operating Expenses and the Commodity Trading Advisor Fee.
- (3) Brokerage commissions and fees assume applicable position limits of 105,000, with expected annual trading activity of 137 Index Future contracts at a fee of \$10.00 per contract charged by the CME, plus \$3.20 per contract in associated Clearing FCM charges, as of February 28, 2013. The actual amount of brokerage commissions and fees to be incurred will vary based on the types of Index Futures traded and their relative trading frequency.
- (4) Interest income is currently estimated to be earned at an annual rate of 0.13%, which is based on the six month U.S. Treasury rate as of February 28, 2013.
- (5) You may pay customary brokerage commissions in connection with purchases of Shares. Because such brokerage commission rates will vary from investor to investor, such brokerage commissions have not been included in the breakeven table. Investors are encouraged to review the terms of their brokerage accounts for details on applicable charges. This breakeven analysis does not include fees charged in connection with the creation/redemption process, as such fees are only payable by Authorized Participants in creation and redemption transactions, though takes into account fees that may be borne by the Trust and the Investing Pool, currently totaling \$13.20 per transaction in Index Futures, estimated to be less than 0.005% and rounded to 0.00% of NAV as of February 28, 2013.

Summary Financial Condition

As of the close of business on February 28, 2013, the net asset value of the Trust was \$1,151,115,474 and the NAV was \$32.66.

RISK FACTORS

The Shares are speculative and involve a high degree of risk. You could lose all or a substantial portion of your investment in the Shares. Before making an investment decision, you should carefully consider the risks described below, as well as the other information included in this prospectus.

Risk Factors Relating to Commodities Markets

The value of the Shares depends on the value of Index Futures, which fluctuates based on the prices of commodity futures contracts reflected in the S&P GSCI-ER. These prices may be volatile, thereby creating the potential for losses regardless of the length of time you intend to hold your Shares.

Because the price of the Shares depends on the value of the Index Futures held by the Investing Pool, the value of the Shares fluctuates based on the prices of commodity futures contracts reflected in the S&P GSCI-ER. The value of the S&P GSCI-ER has been extremely volatile at times during the past several years. Commodity prices are generally affected by, among other factors, the cost of producing, transporting and storing commodities, changes in consumer or commercial demand for commodities, the hedging and trading strategies of producers and consumers of commodities, speculative trading in commodities by commodity pools and other market participants, disruptions in commodity supply, weather, political and other global events, global economic factors and government intervention in or regulation of the commodity or commodity futures markets. These factors cannot be controlled by the Trust or the Investing Pool. Accordingly, the price of the Shares could change substantially and in a rapid and unpredictable manner. This exposes you to a potential loss on your investment in the Shares, regardless of the length of time you intend to hold your Shares.

The following events, among others, would generally result in a decline in the price of the Shares:

A significant increase in hedging activity by producers of the underlying commodities. Should producers of the commodities underlying the S&P GSCI™ increase their hedging of their future production through forward sales or other short positions, this increased selling pressure could depress the price of one or more of the underlying commodities, which could adversely affect the price of the Shares.

A significant change in the attitude of speculators and investors toward the S&P GSCI™ underlying futures contracts or commodities. Should the speculative community take a negative view towards one or more of the underlying futures contracts or commodities, it could cause a decline in the price of the Index Futures, which may reduce the price of the Shares.

Significant reductions in the size of positions permitted to be owned by the Investing Pool or others in Index Futures or in the futures contracts and/or commodities comprising the S&P GSCI™, for example as a result of more restrictive position limits or position limit exemptions or more expansive position aggregation requirements, could reduce liquidity and depress the price of the S&P GSCI™ and/or the underlying futures contracts or commodities, adversely affecting the value of your Shares.

Conversely, several factors could trigger a temporary increase in the price of the futures contracts or commodities underlying the S&P GSCI™ and, consequently, the Index Futures. In that case, you could buy Shares at prices affected by the temporarily high commodity prices, and you could subsequently incur losses when the causes for the temporary increase disappear.

Historical performance of the Index and the S&P GSCI-ER is no guide to their future performance or to the performance of the Shares.

Past performance of the Index and the S&P GSCI-ER is not necessarily indicative of their future performance or of the performance of the Shares. There can be no guarantee that the level of the Index or the S&P GSCI-ER will increase. You may lose some or all of your investment in the Shares.

Table of Contents

Commodity futures trading may be illiquid. In addition, suspensions or disruptions of market trading in the commodities markets and related futures markets may adversely affect the value of your Shares.

The commodity futures markets are subject to temporary distortions or other disruptions due to various factors, including the lack of liquidity, congestion, disorderly markets, limitations on deliverable supplies, the participation of speculators, government regulation and intervention, technical and operational or system failures, nuclear accidents, terrorism, riots and acts of God. In addition, U.S. futures exchanges and some foreign exchanges have regulations that limit the amount of fluctuation in futures contract prices that may occur during a single business day. These limits are generally referred to as “daily price fluctuation limits,” and the maximum or minimum price of a contract on any given day as a result of these limits is referred to as a “limit price.” Once the limit price has been reached in a particular contract, it is possible that no trades may be made at a different price. It is not certain how long any such price limits would remain in effect. Limit prices may have the effect of precluding trading in a particular contract or forcing the liquidation of contracts at disadvantageous times or prices, consequently affecting the value of the S&P GSCI-ER. Further, the Clearing FCM or its account holders may represent, directly or indirectly, a substantial portion of the short-side interest in the Index Futures market. The existence of a limited number of market participants could cause or exacerbate temporary distortions, especially those distortions that result from illiquidity.

Any of these circumstances could adversely affect the value of the Index Futures held by the Investing Pool and, therefore, the value of your Shares. In addition, these circumstances could also limit trading in the Index Futures, which could affect the NAV and the trading price of the Shares. Accordingly, these limits may result in an NAV that differs, and may differ significantly, from the NAV that would prevail in the absence of such limits. If Baskets are created or redeemed at a time when these price limits are in effect, the creation or redemption price will reflect the price limits as well.

In calculating the S&P GSCI-ER, if the relevant trading facility does not publish a settlement price as scheduled, or publishes a settlement price that, in the reasonable judgment of the Index Sponsor, is manifestly incorrect, the Index Sponsor may determine the settlement price in its reasonable judgment. In addition, if any day on which the Index Sponsor calculates the S&P GSCI-ER is a day on which a relevant trading facility for a contract on a commodity that underlies the S&P GSCI-ER is not open, then the Index Sponsor uses the settlement price for that contract as of the last day on which that trading facility was open. In these circumstances, the value of the Index Futures and the value of your Shares may be adversely affected.

During a period when commodity prices are fairly stationary, an absence of “backwardation” in the prices of the commodities included in the S&P GSCI-ER may itself cause the price of your Shares to decrease.

As the futures contracts that underlie the S&P GSCI-ER near expiration, they are replaced by contracts that have a later expiration. Thus, for example, a contract purchased in March may specify a June expiration. As that contract nears expiration, it may be replaced by selling the June contract and purchasing the contract expiring in September. This process is referred to as “rolling.” Historically, the prices of some futures contracts (generally those relating to commodities that are typically consumed immediately rather than stored) have frequently been higher for contracts with shorter-term expirations than for contracts with longer-term expirations, which is referred to as “backwardation.” In these circumstances, absent other factors, the sale of the earlier contract would take place at a price that is higher than the price at which the later contract is purchased, thereby allowing the contract holder to purchase a greater quantity of the later contract. While some of the contracts included in the S&P GSCI-ER have historically exhibited periods of backwardation, backwardation will likely not exist at all times. Moreover, some of the commodities reflected in the S&P GSCI-ER have historically exhibited characteristics typical of “contango” markets rather than backwardation. Contango markets are those in which the prices of contracts are higher in the distant delivery months than in the nearer delivery months due to the costs of long-term storage of a physical commodity prior to delivery or other factors. The forward price of a commodity futures contract may also fluctuate between backwardation and contango.

[Table of Contents](#)

The absence of backwardation, or the existence of contango, in the commodity markets could result in losses, which could adversely affect the value of the S&P GSCI-ER and, accordingly, decrease the value of your Shares. Moreover, because the Trust and the Investing Pool must pay certain ongoing fees and expenses, the value of the Shares may decrease even in periods where commodity prices are otherwise stationary.

Regulatory developments with respect to the futures and over-the-counter derivatives markets, and in particular, with respect to speculative trading in futures contracts and over-the-counter derivatives involving commodities and commodity indices, could adversely affect the value of your Shares.

In recent years, many bills have been introduced in the U.S. Congress targeting excessive speculation in commodities and commodity indices, including by institutional “index funds,” on regulated futures markets and in the over-the-counter (“OTC”) derivatives markets. Many of these legislative proposals have not been enacted but could be in the future.

In 2010, Congress adopted some anti-speculative proposals in the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”). These provisions of the Dodd-Frank Act have been interpreted by the CFTC to require the CFTC to expand its speculative position limits, as appropriate, to a wider range of listed futures and options on physical commodities (including certain energy, metals and agricultural products) as well as to economically equivalent swaps while significantly narrowing the bona fide hedging exemptions to a narrower category of commercial market participants and physical hedging strategies.

Pursuant to the provisions of the Dodd-Frank Act described above, the CFTC adopted regulations in October 2011 (the “Position Limits Rules”) that impose new federal position limits on futures and options on a subset of energy, metal, and agricultural commodities and economically equivalent swaps (collectively, “referenced contracts”). The Position Limits Rules, which were scheduled to phase in beginning October 12, 2012, were vacated by the U.S. District Court for the District of Columbia in a decision dated September 28, 2012, and remanded to the CFTC for determination on whether the CFTC should impose position limits without a finding of necessity and appropriateness, in the context of the statutory provisions of the CEA. On November 15, 2012, the CFTC filed a notice of appeal of the district court decision.

The referenced contracts that were subject to the vacated Position Limits Rules represented a number of the futures contracts included in the S&P GSCI-ER and a substantial portion of the weight of the S&P GSCI-ER. Consequently, to the extent similar rules are adopted in the future, the maximum positions that market participants can hold in the referenced contracts that underlie the S&P GSCI-ER may be limited, which could reduce the liquidity of such referenced contracts and adversely affect the performance of the S&P GSCI-ER and the value of your Shares. Moreover, because the relative weights of the commodities in the S&P GSCI-ER are largely determined based on the trading volume of the futures contracts designated for such commodities, a reduction in the trading volume of such futures contracts could significantly alter the weights of the futures contracts underlying the S&P GSCI-ER, which could have further adverse effects on the level of the S&P GSCI-ER and the value of your Shares.

The vacated Position Limits Rules also expanded the circumstances requiring persons to aggregate referenced contracts that are owned or controlled by such persons. Specifically, the Position Limits Rules required a person holding positions in multiple commodity pools with identical trading strategies to aggregate the pools’ positions in referenced contracts with other positions in referenced contracts held or controlled by such person. Although Index Futures were not among the referenced contracts identified in the vacated Position Limits Rules, if similar aggregation requirements are adopted in the future, it could nonetheless impair the abilities of some participants in the market for Index Futures to hedge their exposure, which could reduce liquidity in such Index Futures and the futures contracts and commodities underlying the S&P GSCI-ER and adversely affect the value of the Shares.

The vacated Position Limits Rules also narrowed the existing bona fide hedge exemption for referenced contracts. A similar measure, if adopted, may affect the hedging and investing activities of participants in the

[Table of Contents](#)

markets for the Index Futures and the futures contracts and commodities underlying the S&P GSCI-ER, which in turn could reduce the liquidity and adversely affect the pricing of the Index Futures and such futures contracts and commodities. Any of these effects could increase volatility in and otherwise adversely affect the price of the Shares.

The CFTC may lower the applicable position limits, apply position limits to a broader range of contracts (including commodity index contracts such as the Index Futures) or further restrict position limit exemptions. If any of these actions is taken, such measures could further reduce the size of positions that the Investing Pool and other investors could hold directly in Index Futures and the underlying futures contracts and commodities, with potential reductions in liquidity and adverse effects on the pricing of Index Futures. See also “–The value of the Shares depends on the value of Index Futures, which fluctuates based on the prices of commodity futures contracts reflected in the S&P GSCI-ER. These prices may be volatile, thereby creating the potential for losses regardless of the length of time you intend to hold your Shares.”

From August 24, 2009 to April 26, 2010, the Trust suspended the issuance of new Baskets because it could not invest the proceeds of such issuances in additional Index Future positions due to restrictions on speculative position limits imposed by the CME.

Certain other rules proposed pursuant to the Dodd-Frank Act also may have an impact on the Trust, the Investing Pool and the value and continued availability of the Shares. On December 22, 2010, the CFTC proposed rules (the “DCM Proposed Rules”) that would require that at least 85% of the total volume of any contract listed on a “designated contract market,” or “DCM,” including the Index Futures, be executed through the central order book, rather than as a block transaction or other non-competitively executed transaction. Contracts that do not meet the 85% threshold would be required to be delisted by the DCM and transferred to a swap execution facility or liquidated. Generally, the Investing Pool’s transactions in Index Futures are expected to be executed through block or “exchange for related positions” or “EFRP” transactions that are not executed through the applicable Exchange’s central order book. While subject to revision by the CFTC in response to public comment, this provision of the DCM Proposed Rules could, if adopted as proposed, significantly and adversely affect the availability, liquidity and price of Index Futures, as well as futures contracts currently included or which may in the future be included in the S&P GSCI-ER, and could inhibit the Trust’s ability to redeem and offer Shares, which in turn could adversely affect the value and continued availability of the Shares.

On April 9, 2012, the CFTC adopted rules regarding the risk management practices of clearing members (the “FCM Rules”), some of which became effective on October 1, 2012 and others of which have been stayed by temporary no-action relief through no later than June 1, 2013. The FCM Rules require the Investing Pool’s Clearing FCM to establish risk-based limits on position and order size, amongst other measures. The FCM Rules may lead the Investing Pool’s Clearing FCM to reduce its internal limits on the size of the Index Future positions it executes or clears for the Investing Pool, reducing the Investing Pool’s and other market participants’ ability to transact in Index Futures, and potentially adversely affecting the price of Shares. In the event that the Investing Pool’s Clearing FCM does reduce its internal limits on the size of Index Future positions, the Investing Pool may deem it feasible to use additional clearing FCMs. If this happens, it could substantially increase the costs of clearing for the Investing Pool.

Other regulatory measures under the Dodd-Frank Act could increase the costs of the Investing Pool, result in significant direct limitations on the maximum permitted size of the Investing Pool’s futures positions and therefore on the size of the Trust, or affect liquidity in the market for the Index Futures or the underlying futures contracts, as well as the correlation between the price of the Shares and the net asset value of the Trust. Any such measures could adversely affect the value of your Shares.

Table of Contents

Risk Factors Relating to Index Futures and the S&P GSCI-ER

The trading of various Index Futures presents risks unrelated to the S&P GSCI-ER that could adversely affect the value of your Shares.

Although Index Futures are based on the S&P GSCI-ER, the value of the Index Futures could be affected by factors that do not directly affect the S&P GSCI-ER and accordingly, the value of the Index Futures and the level of the S&P GSCI-ER may vary from each other. The activities of market participants in trading Index Futures, or in trading other instruments related to the S&P GSCI-ER, could affect the value of the Index Futures independent of any change in the S&P GSCI-ER and adversely affect the correlation between the value of the Index Futures and the level of the S&P GSCI-ER.

The prices of the various Index Futures are expected to reflect supply and demand in the market for such Index Futures, which in turn may reflect market expectations at any given time about prospective changes in the level of the S&P GSCI-ER and other market conditions. In this way, trading in the market for an Index Future might cause a divergence between the price of such Index Future and the level of the S&P GSCI-ER. Similarly, actions by the applicable Exchange with respect to Index Futures, such as the imposition of trading or price limits, could adversely affect this correlation. In these circumstances, it is possible that changes in the NAV, which is calculated based on the value of the Index Futures, will not adequately reflect changes in the level of the S&P GSCI-ER. In the event of market disruptions with respect to the Index Futures, such as a suspension of trading by the related Exchange as a result of market activity, systems or communications failures or other causes, the value of the Index Futures and the level of the S&P GSCI-ER could diverge, which could adversely affect the value of the Shares.

Although arbitrage activity by market participants is expected to have the effect of reducing or mitigating divergence between the value of the Index Futures and the level of the S&P GSCI-ER, such arbitrage activity may not fully offset any divergence at all times during which the Shares are outstanding. During any period the Investing Pool is trading Index Futures of more than one type, differences in the settlement values of such Index Futures, to the extent not offset by arbitrage activity between such Index Futures may limit the expected benefits of, or otherwise adversely affect, arbitrage activity between the Shares and the Index Futures. In the event that any such divergence between the value of the Index Futures and the level of the S&P GSCI-ER exists from time to time, changes in the NAV, which is calculated based on the value of the Index Futures, may not adequately reflect changes in the level of the S&P GSCI-ER, which could adversely affect the value of the Shares. The impact of certain of these considerations may be heightened in cases where the Investing Pool's positions are concentrated in a particular Index Future or in cases where the Investing Pool represents a substantial portion of the open interest in a particular Index Future.

In addition, other actions taken by an Exchange, including rule changes relating to clearing fees, margin requirements, or the minimum price fluctuations applicable to an Index Future, may result in economic, tax or other consequences to market participants that trade or hold Index Futures. Such actions may result in consequences that adversely affect Shareholders without necessarily affecting the correlation between the settlement price of the Index Futures and the level of the S&P GSCI-ER.

The S&P GSCI-ER may in the future include contracts that are not traded on regulated futures exchanges and that offer different or diminished protections to investors.

The S&P GSCI-ER is comprised exclusively of futures contracts traded on DCMs, or regulated futures exchanges. As described below under "The Index and the S&P GSCI-ER," however, the S&P GSCI-ER may in the future include contracts (such as swaps and forward contracts) traded in the over-the-counter market or on trading facilities that are subject to lesser degrees of regulation or, in some cases, no substantive regulation. As a result, trading in such contracts, and the manner in which prices and volumes are reported by the relevant trading facilities, may not be subject to the same provisions of, and the protections afforded by, the CEA or other

Table of Contents

applicable statutes and related regulations that govern trading on regulated futures exchanges. In addition, many electronic trading facilities have only recently initiated trading and do not have significant trading histories. As a result, the trading of contracts on such facilities and the inclusion of such contracts in the S&P GSCI-ER may be subject to risks not presented by most exchange-traded futures contracts, including risks related to the liquidity and price histories of the relevant contracts.

Changes in the composition and valuation of the S&P GSCI-ER may adversely affect your Shares.

The composition of the S&P GSCI-ER may change over time as additional commodities satisfy the eligibility criteria or commodities currently included in the S&P GSCI-ER fail to satisfy those criteria. The weighting factors applied to each commodity included in the S&P GSCI-ER change annually, based on changes in commodity production statistics. In addition, the Index Sponsor may modify the method for determining the composition and weighting of the S&P GSCI-ER and for calculating its value. A number of modifications to the methodology for determining the contracts to be included in the S&P GSCI-ER, and for valuing the S&P GSCI-ER, have been made in the past several years, and further modifications may be made. Such changes could adversely affect the value of your Shares. For more information about the methodology for determining the composition and weighting of the S&P GSCI-ER, see “The Index and the S&P GSCI-ER.”

A cessation of publication of the S&P GSCI-ER could materially and adversely affect the activities of the Trust.

The S&P GSCI-ER is administered, calculated and published by the Index Sponsor, which has the right to cease publication of the S&P GSCI-ER at its discretion at any time. Under the terms of its agreement with the CME, the Index Sponsor is required, if it ceases publication of the S&P GSCI-ER, to negotiate in good faith with the CME to permit the CME to continue to calculate the S&P GSCI-ER in order to permit Index Futures on the S&P GSCI-ER to continue to trade. However, even if the Index Sponsor satisfies its obligations under its agreement with the CME, the Manager may determine that, upon a cessation of publication of the S&P GSCI-ER, it is no longer advisable to invest in Index Futures and no other futures contract that reflects the performance of a successor or reasonably similar index presents an acceptable alternative investment, in which event the Investing Pool and the Trust may be liquidated.

Futures contracts (including the Index Futures) are not assets with intrinsic value.

Trading in futures transfers the risk of future price movements from one market participant to another. This means that for every gain, there is an equal and offsetting loss. Futures contracts themselves (including Index Futures) are not assets with intrinsic value, and simply reflect, in the case of cash-settled contracts, certain rights to payment or obligations to make payments to the other party to the contract, and in the case of physically-settled contracts, such as the futures contracts underlying the Index, an agreement to make or take delivery of a particular asset at a specified price. Accordingly, market participants taking the opposite side of the Investing Pool's Index Future trades may believe that the price of such Index Future will move against the Investing Pool, and the Investing Pool may be at an informational or other disadvantage relative to such market participants.

The Investing Pool's trading activity in Index Futures could expose it to additional risks.

In order for the Trust to achieve its investment objective on an ongoing basis, it is anticipated that existing positions in Index Futures will need to be closed out and new positions in Index Futures will need to be established from time to time. The Investing Pool may further close out of existing positions and establish new positions in Index Futures from time to time, including new positions in earlier expiring Index Futures, which may allow it to reduce its concentration in any particular Index Future or to benefit from more liquid markets or otherwise beneficial market activity in Index Futures listed with different expirations or on different Exchanges. This activity is expected to cause the Investing Pool to incur transaction costs, such as brokerage fees and commissions, and may cause the Shares to under-perform the Index. In particular, the prices obtained in

[Table of Contents](#)

connection with rolling Index Future positions may be adversely affected by market conditions (including the possibility of market disruptions) and by the trading activities of other market participants, which may reflect market awareness of the Investing Pool's position in its Index Futures. For example, if other market participants are able to anticipate the timing of the Investing Pool's transactions, they may be able to execute transactions in advance of the Investing Pool, which would allow these market participants to benefit from the transactions executed by the Investing Pool but adversely affect the prices obtained by the Investing Pool. In addition, if the Investing Pool's Index Future positions represents a significant part of the open long interest in such Index Future, as has been historically been the case from time to time, other market participants may take this into account, with a potential adverse impact on the prices at which the Investing Pool is able to execute such transactions. There can be no assurance that the Investing Pool will be able to effect its transactions in a manner that will allow it to avoid these risks. The CME or another Exchange may cease to list other Index Futures that the Investing Pool will be able to roll its positions into, and any Index Futures listed by an Exchange in the future may have terms that differ from those currently held by the Investing Pool.

The liquidation of Index Futures could expose the Investing Pool to the effects of temporary aberrations or distortions in the market, which could adversely affect the prices at which the Investing Pool's Index Future positions are liquidated.

If the Investing Pool liquidates positions in Index Futures in order to satisfy redemption requests or to pay expenses and liabilities, it does so by entering sell orders with the Clearing FCM for execution on the applicable Exchange. The resulting sales serve to offset a portion of the Investing Pool's long positions in Index Futures. However, in entering sell orders, the Investing Pool is subject to the risk that temporary aberrations or distortions will occur in the market at the time these sales are effected and that the prices received by the Investing Pool on its sales could be adversely affected, thereby adversely affecting the value of the Shares. Such aberrations or distortions could occur as a result of trading activities by other market participants or actions taken by the Clearing FCM, an Exchange, other self-regulatory organizations or regulatory authorities, including the liquidation of the Index Futures to satisfy applicable margin requirements. If the Index Futures are liquidated at inopportune times or in a manner that causes a temporary market distortion, this may adversely affect the NAV and the value of your Shares.

The Clearing FCM or an Exchange's clearing house could fail.

In the event of the bankruptcy of the Clearing FCM or an Exchange's clearing house, the Investing Pool could be exposed to a risk of loss with respect to its assets that are posted as margin. If such a bankruptcy were to occur, the Investing Pool would be afforded the protections granted to customers of a futures commission merchant ("FCM"), and participants to transactions cleared through a clearing house, under the United States Bankruptcy Code and applicable CFTC regulations. Such provisions generally provide for a *pro rata* distribution to customers of customer property held by the bankrupt FCM or an Exchange's clearing house if the customer property held by the FCM or the clearing house is insufficient to satisfy all customer claims. In any case, there can be no assurance that these protections will be effective in allowing the Investing Pool to recover all, or even any, of the amounts it has deposited as margin.

Bankruptcy of the Investing Pool's Clearing FCM can be caused by, among other things, the default of one of the Clearing FCM's customers. In this event, the Exchange's clearing house is permitted to use the entire amount of margin posted by the Investing Pool (as well as margin posted by other customers of the Clearing FCM) to cover the amounts owed by the bankrupt Clearing FCM. Consequently, the Investing Pool could be unable to recover amounts due to it on its Index Future positions, including assets posted as margin, and could sustain substantial losses, even if the level of the S&P GSCI-ER increases.

On November 14, 2012, the CFTC proposed regulations relating to enhanced customer protections, risk management programs, internal monitoring and controls, capital and liquidity standards, customer disclosures and auditing and examination programs for FCMs. There can be no assurance that the adoption or

Table of Contents

implementation of any such regulations would prevent losses to, or not materially adversely affect, the Investing Pool, the Trust or the Shareholders.

You have no recourse to the Index Sponsor.

You have no rights against the Index Sponsor or its successors.

The Shares are not sponsored, endorsed, sold or promoted by the Index Sponsor. The Index Sponsor makes no representation or warranty, express or implied, to the owners of the Shares or any member of the public regarding the advisability of investing in securities generally or in the Shares particularly or the ability of the S&P GSCI™, the S&P GSCI-ER or the Index, including, without limitation, all sub-indices, to track the appropriate market performance. The Index Sponsor's only relationship to BAMII, BTC, the Trust or the Investing Pool is the licensing of certain trademarks, trade names of the Index Sponsor and the S&P GSCI™ and other intellectual property. The S&P GSCI™, the S&P GSCI-ER and the Index are determined and composed by the Index Sponsor and calculated by the Index Sponsor or its agents without regard to BAMII, BTC, the Trust or the Investing Pool. The Index Sponsor has no obligation to take the needs of BAMII, BTC, the Trust, the Investing Pool or the Shareholders into consideration in determining, composing or calculating the S&P GSCI™, the S&P GSCI-ER or the Index. The Index Sponsor is not responsible for and has not participated in the determination of the prices and the number of Shares or the timing of the issuance of sale of Shares or in the determination or calculation of the Basket Amount. The Index Sponsor has no obligation or liability in connection with the administration, marketing or trading of the Shares.

The Index Sponsor does not guarantee the accuracy or the completeness of the S&P GSCI™, the S&P GSCI-ER or the Index or any data included therein, and the Index Sponsor disclaims any and all liability for any errors, omissions, or interruptions therein. The Index Sponsor makes no warranty, express or implied, as to the results to be obtained by the Trust, the Investing Pool, the Shareholders or any other person or entity from use of the S&P GSCI™, the S&P GSCI-ER or the Index or any data included therein. The Index Sponsor makes no express or implied warranties, and expressly disclaims all warranties of merchantability or fitness for a particular purpose or use with respect to the S&P GSCI™, the S&P GSCI-ER or the Index or any data included therein. Without limiting any of the foregoing, the Index Sponsor expressly disclaims any and all liability for any special, punitive, indirect, or consequential damages (including lost profits), even if notified of the possibility of such damages.

Risk Factors Relating to the Trust and the Investing Pool

The returns on the Shares will not precisely correlate with the performance of the Index.

The value of and returns on the Shares are expected to reflect the value of and returns on the Trust's underlying investments, held through the Investing Pool, in Index Futures and the cash or other Collateral Assets held to collateralize the Index Future positions. The returns on the Shares will not precisely correlate with the performance of the Index due to, among other factors, differences between the return on the Collateral Assets and the U.S. Treasury rate used to calculate the U.S. Treasury return component of the Index, timing differences, differences between the portion of the Investing Pool's assets invested in Index Futures versus the portion of the return of the Index contributed by the S&P GSCI-ER, differences between the settlement price of Index Futures and the closing level of the S&P GSCI-ER and the payment of expenses and liabilities by the Trust and the Investing Pool.

Because the Trust and the Investing Pool are passive investment vehicles, the value of the Shares may be adversely affected by losses that, if these vehicles had been actively managed, might have been possible to avoid.

The Trustee passively invests substantially all of the Trust's assets in Investing Pool Interests, and the Advisor manages the Investing Pool's assets in a manner that seeks to obtain returns that correspond generally to the performance of the Index, before the payment of expenses and liabilities of the Trust and the Investing Pool. This means that the net asset value of the Investing Pool and, consequently, the NAV are intended to generally

Table of Contents

track the Index when it is flat or declining, as well as when it is rising, and, therefore, it is highly likely that the value of the Shares will be adversely affected by a decline in commodity futures prices reflected in the Index. The Advisor does not engage in any activity designed to obtain a profit from, or to ameliorate losses caused by, changes in the level of the Index or the S&P GSCI-ER or the value of the Collateral Assets, including making use of any of the hedging techniques available to professional commodity futures traders to attempt to reduce the risks of losses resulting from commodity price decreases.

Fees and expenses payable by the Investing Pool are charged regardless of profitability and may result in a depletion of its assets.

The Investing Pool is subject to the fees and expenses described in this prospectus, which are payable irrespective of profitability. These fees and expenses include an allocation to the Manager that accrues daily at an annualized rate equal to 0.75% of the net asset value of the Investing Pool and is payable by the Investing Pool monthly in arrears.

Interest earned on the assets posted as collateral is paid to the Investing Pool and is used to pay the fixed fee to the Manager. A prolonged decline in interest rates could materially affect the amount of interest paid to the Investment Pool. In the case of either an extraordinary expense and/or insufficient interest income to cover ordinary expenses, the Investing Pool could be forced to liquidate its Index Future positions to pay such expenses.

The ability of the Trust and the Investing Pool to operate is dependent on the Sponsor, the Trustee, the Manager, the Advisor and certain other key service providers and other parties.

The ability of the Trust and the Investing Pool to operate and the ability of the Trust to achieve its investment objective is dependent on a number of parties, including:

- BAMII, who exercises general oversight and authority over the Trust as its Sponsor, and over the Investing Pool as its Manager;
- BTC, who is responsible for the day-to-day administration of the Trust as its Trustee, and over the Investing Pool as its Administrator;
- the ETF Administrator, who provides certain administrative and custodial services to the Trust and the Investing Pool;
- the Advisor, who exercises general oversight over the Investing Pool's investment activities;
- the Clearing FCM, through which the Investing Pool transacts in Index Futures and maintains its Index Future positions;
- the Exchange, through which the Investing Pool's Index Future transactions clear and settle;
- the Index Sponsor, who maintains the Index, and whose affiliate owns the intellectual property rights to the Index on which the Trust's investment objective is based;
- the Authorized Participants, whose creation and redemption activities allow Index Futures and Collateral Assets to be converted to Shares and vice versa, to help maintain the relationship between the Index and the Shares;
- the Processing Agent, who performs certain functions in connection with processing creation and redemption orders; and
- the Tax Administrator, who provides tax accounting, tax reporting and related services.

Disruptions in the business of any of the foregoing parties or the termination of the Trust's relationship with any of the foregoing parties could adversely affect the Trust's operations. Shared ownership of a number of the foregoing parties may heighten this risk. The Sponsor and Manager, the Trustee and Administrator, and the

Table of Contents

Advisor are commonly controlled subsidiaries of BlackRock, Inc. The Clearing FCM and its affiliate are Authorized Participants. A number of the foregoing parties are publicly traded companies or subsidiaries of publicly traded companies, and a portion of their shares may be owned by one or more of the other foregoing parties.

The price you receive upon the sale of your Shares may be less than their NAV.

Shares may trade at, above or below their NAV. The NAV fluctuates with changes in the market value of the Investing Pool's assets. The trading price of Shares fluctuates in accordance with changes in the NAV, intraday changes in the value of the Index Futures and market supply and demand. The amount of the discount or premium in the trading price of the Shares relative to their NAV may be influenced by non-concurrent trading hours between NYSE Arca, the exchange on which the Shares trade, the Exchanges on which Index Futures trade, and the principal commodities markets on which the futures contracts in the S&P GSCI-ER trade. While the Shares are expected to trade on NYSE Arca until 4:00 p.m. (New York time), liquidity in the markets for the Index Futures and the futures contracts underlying the S&P GSCI-ER is expected to be reduced whenever the principal markets for those contracts are closed. As a result, trading spreads, and the resulting premium or discount on Shares, may widen during these "gaps" in market trading hours.

The Trust is not obligated to pay periodic distributions or dividends to Shareholders.

Interest or other income received with respect to the Trust's assets (held directly or through the Investing Pool) may be used to acquire additional Index Futures or Collateral Assets or, in the discretion of the Sponsor, distributed to the Shareholders. The Trust is not obligated, however, to make any distributions to Shareholders at any time prior to the dissolution of the Trust.

The Trust could be liquidated at a time when the disposition of its interests will result in losses to investors in Shares.

If, at any time, any of the events described under "Description of the Shares, the Trust Agreement and the Investing Pool Agreement—Amendment and Dissolution" occurs, the Trustee or, if applicable, the Shareholders may prompt the Trust's dissolution. Upon dissolution of the Trust, the Trust will in most circumstances redeem its holdings in Investing Pool Interests, and the Investing Pool will sell the Index Futures and securities held by it in the amount necessary to cover all expenses of liquidation and to pay any outstanding liabilities of the Trust. The remaining assets will be distributed among investors surrendering Shares. In the event the Trustee cannot distribute such assets proportionately among the Shareholders entitled thereto or if the Trustee determines that such distribution is not lawful or feasible, the Trustee may use any other method of distribution that it deems to be lawful, equitable and feasible, including the public or private sale of Trust assets and the distribution of the proceeds thereof. Any property remaining in the possession of the Trustee after ninety days may be sold by the Trustee, and the proceeds of the sale will be held by the Trustee until claimed by any remaining Shareholders.

In connection with any such liquidation, Trust property may be sold for prices that are less than the portion of the NAV attributable to such Trust property. Accordingly, the liquidation of Trust property may result in losses, or adversely affect your gains, on your investment in Shares.

The Manager has broad discretion to liquidate the Investing Pool at any time.

The Investing Pool Agreement provides the Manager with broad discretion to liquidate the Investing Pool at any time the Manager determines that liquidation of the Investing Pool is advisable. Subject to certain exceptions, any liquidation of the Investing Pool will require the Trustee to dissolve the Trust and redeem your Shares. It cannot be predicted when or under what circumstances, if any, the Manager would use this discretion to liquidate the Investing Pool. Any such liquidation may occur at a time when you are suffering a loss on your investment in the Shares and may upset the overall maturity and timing of your investment portfolio.

Table of Contents

Shareholders with large holdings may choose to dissolve the Trust and thereby adversely affect your investment in the Shares.

Owners of 75% or more of the Shares have the power to dissolve the Trust. This power may be exercised by a relatively small number of holders. If it is so exercised, investors who wished to continue to invest in the performance of the Index through the vehicle of the Trust will have to find another vehicle, and may not be able to find another vehicle that offers the same features as the Trust. Moreover, such a dissolution may occur at a time when you are suffering a loss on your investment in the Shares and may upset the overall maturity and timing of your investment portfolio.

The Shares may not provide anticipated benefits of diversification from other asset classes.

Historically, the performance of physical commodity futures prices generally has not been correlated to the performance of financial asset classes, such as stocks and bonds. Non-correlation means that there is no statistically significant relationship, positive or negative, between the past performance of futures contracts on physical commodities, on the one hand, and stocks or bonds, on the other hand. Despite this lack of correlation, Shares cannot be expected to be automatically profitable during unfavorable periods for the stock or bond markets, or automatically unprofitable during favorable periods for the stock or bond markets. The commodity futures markets are fundamentally different from the securities markets in that for every gain in commodity futures trading, there is an equal and offsetting loss. The performance of the Shares may reflect positive or negative correlation to one or more financial asset classes, in which case any investment strategy relying on the absence of any such correlation may not be successful.

The liquidity of the Shares may be affected by the withdrawal from participation of Authorized Participants or by the suspension of issuance, transfers or redemptions of Shares by the Trustee.

If one or more Authorized Participants withdraw from participation, it may become more difficult to create or redeem Baskets, which may reduce the liquidity of the Shares. If it becomes more difficult to create or redeem Baskets, the correlation between the price of the Shares and the NAV may be affected, which may affect the trading market for the Shares. Having fewer participants in the market for the Shares could also adversely affect the ability to arbitrage any price difference between the Index Futures and the Shares, which may affect the trading market and liquidity of the Shares.

In addition, the Trustee has the power to suspend the delivery of Shares, registration of transfers of Shares and surrenders of Shares for the purpose of withdrawing Trust property generally, or to refuse a particular deposit, transfer or withdrawal at any time, if the Trustee or the Sponsor determines that it is advisable to do so for any reason. From August 24, 2009 to April 26, 2010, the Trust suspended the issuance of new Shares because the Trust could not invest the proceeds of new issuances in additional Index Future positions due to restrictions on speculative position limits imposed by the CME. The liquidity of the Shares and the correlation between the value of the Shares and the level of the Index may be adversely affected in the event of any such suspension of issuance, transfer or redemption.

The lack of an active trading market for the Shares may result in losses on your investment at the time of disposition of your Shares.

Although the Shares are listed on NYSE Arca, there can be no guarantee that an active trading market for the Shares will develop or be maintained. If you need to sell your Shares at a time when no active market for them exists, the price you receive for your Shares, assuming that you are able to sell them, will likely be lower than that you would receive if an active market did exist.

Table of Contents

You may be adversely affected by redemption orders that are subject to postponement, suspension or rejection under certain circumstances.

The Trustee may suspend the right of redemption or postpone the redemption settlement date for such periods as it or the Sponsor deems to be necessary for any reason. In addition, the Trustee has the absolute right to reject any redemption order, for reasons including, among others, (1) the related order not being in proper form as described in the Authorized Participant Agreement, (2) market conditions or other circumstances that make transactions in or delivery of the Shares or the Index Futures impossible or impractical, (3) a determination by the Trustee that the acceptance of the related order would have adverse tax or other consequences to the Trust, the Investing Pool or the Shareholders, or (4) circumstances that would cause the acceptance of the related order to result in a violation of law in the opinion of counsel to the Trustee, the Sponsor, the ETF Administrator or the Processing Agent. Any such postponement, suspension or rejection could adversely affect a redeeming Authorized Participant. For example, the resulting delay may adversely affect the value of the redemption proceeds if the NAV declines during the period of the delay. Under the Authorized Participant Agreement, the Trustee disclaims any liability that may result from any such suspension, postponement or rejection.

Competition from other commodities-related investments could limit the market for, and reduce the liquidity of, the Shares.

Demand for the Shares is expected to be affected by the attractiveness of an investment in the Shares relative to other investment vehicles, including other commodity pools, hedge funds, traditional debt and equity securities issued by companies in the commodities industry, other securities backed by or linked to commodities, and direct investments in commodities or commodity futures contracts. Market, financial and other conditions or factors may make it more attractive to invest in other investment vehicles or to invest in such commodities directly, which could limit the market for, and reduce the liquidity of, the Shares.

The price of the Shares could decrease if unanticipated operational or trading problems arise.

If the processes of creation and redemption of Shares encounter any unanticipated difficulties, potential market participants who would otherwise be willing to purchase or redeem Baskets to take advantage of any arbitrage opportunity arising from discrepancies between the price of the Shares and the price of the underlying Index Futures may choose not to do so. If this is the case, the price of the Shares may vary from the price of an equivalent position in Index Futures and may trade at a discount to their NAV. In addition, in some circumstances, such as the failure of the registration statement covering the Shares to be effective, the Trust may be unable to create or redeem Shares, which may have similar consequences.

Exchange position limits and other rules may restrict the creation of Baskets and the operation of the Investing Pool.

The Exchange imposes speculative position limits on market participants trading in Index Futures, including the Investing Pool, that typically prohibit any person from holding a position of more than 59,000 contracts. The Investing Pool has obtained a risk management exemption from these position limits that should permit the Investing Pool to hold up to 119,000 contracts. Position limits may also apply to other Index Futures traded by the Investing Pool. The Trust's ability to issue new Baskets or reinvest income in additional Index Futures may be limited to the extent these activities would cause the Investing Pool to exceed the position limits then applicable to those Index Futures. The Investing Pool may also be required to liquidate any existing contracts in excess of the then-applicable position limits, including as a result of changes to applicable position limits or as a result of the loss of an exemption, or take other actions with potentially adverse effects on the liquidity or value of the Shares.

Additionally, legislative or regulatory action, actions by an Exchange or actions by the Clearing FCM may impose limitations on the size of positions that the Investing Pool may take in Index Futures and/or impose

[Table of Contents](#)

limitations on the size of positions that may be carried by other market participants, adversely affecting the liquidity and price of Index Futures and the underlying futures. Such events could force the Investing Pool or other market participants to sell Index Futures, or encourage market participants to sell or redeem their Shares. The CFTC has proposed that any risk management exemptions granted by designated contract markets, such as the exemption applicable to the Investing Pool's positions in Index Futures, would be subject to CFTC review and approval. As a result, if adopted, the maximum position in Index Futures permitted to be held by the Investing Pool could be significantly reduced in size, which could in turn require the Investing Pool to liquidate some or all of its positions in Index Futures. Any such reduction could affect the liquidity of Index Futures and adversely impact the price of the Shares as well as the correlation between the price of the Shares and the net asset value of the Trust. See also "Risk Factors Relating to Commodities Markets—Regulatory developments with respect to the futures and over-the-counter derivatives markets, and in particular, with respect to speculative trading in futures contracts and over-the-counter derivatives involving commodities and commodity indices, could adversely affect the value of your Shares."

Exchanges may also take steps, such as requiring liquidation of open positions, in the case of disorderly markets, market congestion and other market disruptions. These actions could require the Investing Pool to liquidate all or part of its Index Future positions or require holders of positions in the futures contracts underlying the S&P GSCI-ER to liquidate their positions. This could affect the level of the Index and the NAV. See also "Risk Factors Relating to Commodities Markets—Regulatory developments with respect to the futures and over-the-counter derivatives markets, and in particular, with respect to speculative trading in futures contracts and over-the-counter derivatives involving commodities and commodity indices, could adversely affect the value of your Shares."

Shareholders do not have the rights normally associated with ownership of common shares.

Shareholders are not entitled to the same rights as owners of shares issued by a corporation. By acquiring Shares, you are not acquiring the right to elect directors, to receive dividends, to vote on certain matters regarding the Trust or to take other actions normally associated with the ownership of common shares.

Additionally, as described under "Business of the Trust and the Investing Pool" and "Description of the Shares, the Trust Agreement and the Investing Pool Agreement," the Sponsor and the Trustee exercise substantial control over the Trust's activities, and the Manager exercises substantial control over the Investing Pool's activities. Among other things, the Trust Agreement authorizes the Sponsor to determine whether to make distributions to Shareholders, gives the Trustee oversight over NAV calculations and the creation and redemption process and gives the Manager the right to liquidate the Investing Pool if it deems such liquidation advisable. The Sponsor and the Trustee may amend the provisions of the Trust Agreement, including in a manner adverse to Shareholders, without Shareholder consent, and the Manager and the Trust may amend the provisions of the Investing Pool Agreement, including to change the assets through which the Trust seeks to achieve its investment objective, which may alter the nature of an investment in, and the performance of, the Shares.

The Trust Agreement provides that in the case of a conflict of interest between the Trustee, the Sponsor and their affiliates, on the one hand, and the holders of Shares, on the other, the Trustee and the Sponsor will resolve such conflict considering the relevant interests of each party (including their own interests) and related benefits and burdens, any customary or accepted industry practices, and any applicable generally accepted accounting practices or principles. The Trust Agreement further provides that in the absence of bad faith by the Trustee or the Sponsor, such a resolution will not constitute a breach of the Trust Agreement or any duty or obligation of the Trustee or the Sponsor.

Table of Contents

Shareholders do not have the protections normally associated with the ownership of shares in an investment company registered under the Investment Company Act.

Neither the Trust nor the Investing Pool is registered as an investment company for purposes of United States federal securities laws, and neither is subject to regulation by the SEC as an investment company. Consequently, Shareholders do not have the regulatory protections provided to investors in investment companies registered under the Investment Company Act. For example, the provisions of the Investment Company Act that limit transactions with affiliates, prohibit the suspension of redemptions (except under limited circumstances) and limit sales loads do not apply to the Trust or the Investing Pool. BlackRock Asset Management International Inc., as the Sponsor and the Manager, is registered with the CFTC as a commodity pool operator, and BlackRock Fund Advisors, as the Advisor, is registered with the CFTC as a commodity trading advisor. The CFTC therefore has jurisdiction over these entities and regulatory authority over certain activities of the Trust and the Investing Pool. The nature and degree of this regulation differs from the regulatory scheme imposed under the Investment Company Act.

Competing claims over ownership of relevant intellectual property rights could adversely affect the Trust, the Investing Pool or an investment in the Shares.

While the Sponsor believes that it has all the intellectual property rights needed to operate the Trust and the Investing Pool in the manner described in this prospectus, third parties may allege or assert ownership of intellectual property rights that may be related to the design, structure and operation of the Trust, the Investing Pool or the Index. To the extent any claims of such ownership are brought or any proceedings are instituted to assert such claims, the negotiation, litigation or settlement of such claims, the issuance of any restraining orders or injunctions, or the ultimate disposition of such claims in a court of law, may adversely affect the Trust, the Investing Pool and the value of the Shares. For example, such actions could result in expenses or damages payable by the Trust or the Investing Pool or the suspension of activities or dissolution of the Trust or the Investing Pool.

The value of the Shares will be adversely affected if the Trust is required to indemnify the Sponsor or if the Investing Pool is required to indemnify the Manager.

Under the Trust Agreement, the Sponsor has the right to be indemnified by the Trust for any liability or expense it incurs without negligence, bad faith or willful misconduct on its part. That means the Sponsor may require the assets of the Trust to be sold in order to cover losses or liability suffered by it, which would reduce the net asset value of the Trust and the value of the Shares. Likewise, under the Investing Pool Agreement, the Manager and agents of the Investing Pool have the right to be indemnified by the Investing Pool for any liability or expense they incur without gross negligence, bad faith or willful misconduct on their part. That means the Manager may require the assets of the Investing Pool to be sold in order to cover losses or liabilities suffered by it, which would reduce the net asset value of the Investing Pool and thereby affect the net asset value of the Trust and the value of the Shares.

Regulatory changes or actions may affect the Shares.

The futures markets are subject to comprehensive regulation. In addition, the CFTC and the exchanges are authorized to take extraordinary actions in the event of a market emergency, including, for example, implementing retroactively speculative position limits or higher margin requirements, establishing daily price limits and suspending trading. The regulation of futures transactions in the United States is subject to modification by government, exchange and judicial action. The effect of any future regulatory change on the Trust or the Investing Pool could be substantial and adverse. See also “–Exchange position limits and other rules may restrict the creation of Baskets and the operation of the Investing Pool” above and “Risk Factors Relating to Commodities Markets–Regulatory developments with respect to the futures and over-the-counter derivatives markets, and in particular, with respect to speculative trading in futures contracts and over-the-counter derivatives involving commodities and commodity indices, could adversely affect the value of your Shares.”

Table of Contents

NYSE Arca may halt trading in the Shares, which would adversely impact your ability to sell your Shares.

The Shares are listed for trading on NYSE Arca under the symbol “GSG.” Trading in the Shares may be halted due to market conditions or, in light of NYSE Arca rules and procedures, for reasons that, in the view of NYSE Arca, make trading in the Shares inadvisable, or in the event certain information about the Index, the value of the Shares and the NAV is not made available as required by such rules and procedures. In addition, trading generally on NYSE Arca is subject to trading halts caused by extraordinary market volatility pursuant to “circuit breaker” rules that require trading to be halted for a specified period based on a specified market decline. There can be no assurance that the requirements necessary to maintain the listing of the Shares will continue to be met or will remain unchanged. The Trust will be dissolved if the Shares are delisted from NYSE Arca and are not approved for listing on another national securities exchange within five business days of their delisting.

Risk Factors Relating to Conflicts of Interest

The relationships between the Sponsor and the Trustee and the Manager and the Advisor and the proprietary and managed trading activities of the Sponsor and its affiliates could conflict with your interests as a Shareholder.

The Sponsor is an affiliate of the Trustee and therefore may have a conflict of interest with respect to its oversight of the Trustee. In particular, the Sponsor, which has authority to remove the Trustee in its discretion, has an incentive not to exercise this authority, even when it is in the best interests of the Shareholders to do so, because of the affiliation between the entities. The Trustee is authorized to appoint an unaffiliated agent to carry out all or some of its duties under the Trust Agreement, but is not required to delegate any of its duties to an unaffiliated third party.

The Manager is an affiliate of the Advisor and therefore may have a similar conflict of interest with respect to its oversight of the Advisor. For example, although the Manager has the authority to terminate the Investing Pool’s advisory agreement with the Advisor, it has an incentive not to exercise this authority, even when it is in the best interests of the Shareholders to do so, because of the affiliation between the entities.

As described elsewhere in this prospectus, in return for paying certain amounts that would otherwise be considered ordinary operating expenses of the Trust and the Investing Pool, the Manager receives an allocation from the Investing Pool that accrues daily at an annualized rate equal to 0.75% of the net asset value of the Investing Pool and is payable monthly in arrears. The allocation received by the Manager from the Investing Pool may be higher than the amount the Investing Pool would negotiate with an unaffiliated third party manager on an arms-length basis.

In addition, BAMII, as Sponsor and Manager, and its affiliates (including the Trustee and the Advisor) collectively exercise substantial control over the Trust and the Investing Pool. To the extent the interests of BAMII and its affiliates conflict with those of the Trust and the Shareholders, the risks associated with such conflicts may be greater than they would otherwise be for a party that cannot exercise such control over the Trust and the Investing Pool. The Trust Agreement provides that in the case of a conflict of interest between the Trustee, the Sponsor and their affiliates, on the one hand, and the holders of Shares, on the other, the Trustee and the Sponsor will resolve such conflict considering the relevant interests of each party (including their own interests) and related benefits and burdens, any customary or accepted industry practices, and any applicable generally accepted accounting practices or principles. The Trust Agreement further provides that in the absence of bad faith by the Trustee or the Sponsor, such a resolution will not constitute a breach of the Trust Agreement or any duty or obligation of the Trustee or the Sponsor.

BAMII and its affiliates may also engage in trading activities relating to the Index Futures, the components of the Index or the S&P GSCI-ER or other derivative instruments related to those indices that are not for the account of, or on behalf of, the Trust, the Investing Pool or the Shareholders and that may compete with trading activity in the Shares. These activities may present a conflict between the Shareholders’ interest in the Shares and

Table of Contents

the interest of BAMII and its affiliates in their proprietary accounts, in facilitating transactions, including derivatives transactions, for their customers' accounts and in accounts under their management. These trading activities could be adverse to the interests of the Shareholders. Moreover, BAMII and its affiliates have published and in the future expect to publish research reports with respect to commodities markets. This research may express opinions or provide recommendations that are inconsistent with purchasing or holding Shares. The research should not be viewed as a recommendation or endorsement of the Shares in any way, and investors must make their own independent investigation of the merits of this investment. Any of these activities by BAMII and its affiliates may affect the level of the S&P GSCI-ER or its components and, therefore, the value of the Index Futures and the price of the Shares.

Proprietary trading and other activities by Goldman, Sachs & Co. and its affiliates could conflict with your interests as a Shareholder.

Activities conducted by Goldman, Sachs & Co. and its affiliates may conflict with your interests as a Shareholder. For example, the Advisor may execute a substantial amount, and potentially all, of the purchases and sales of Index Futures through Goldman, Sachs & Co., as the Investing Pool's Clearing FCM. In addition, it is expected that Goldman, Sachs & Co. or its accountholders will represent, directly or indirectly, a substantial portion of the short-side market for Index Futures. Further, Goldman, Sachs & Co. and its affiliates actively trade futures contracts and options on futures contracts on the commodities that underlie the S&P GSCI™, over-the-counter contracts on these commodities, the underlying commodities included in the S&P GSCI™ and other instruments and derivative products based on the S&P GSCI™ and the S&P GSCI-ER. Any of these activities of Goldman, Sachs & Co. or its affiliates could adversely affect the level of the S&P GSCI-ER or Index Futures, directly or indirectly, by affecting the price of the underlying commodities and, therefore, the value of the S&P GSCI-ER, Index Futures and the price of the Shares.

Goldman, Sachs & Co. and its affiliates may also issue or underwrite other securities or financial or derivative instruments with returns indexed to the S&P GSCI™, the S&P GSCI-ER or the Index, which would compete with the Shares. By introducing competing products into the marketplace, Goldman, Sachs & Co. and its affiliates could adversely affect the price of the Shares. To the extent that Goldman, Sachs & Co. or its affiliates serve as issuer, agent or underwriter of those securities or other similar instruments, their interests with respect to those products may be adverse to your interests as a Shareholder.

Risk Factors Relating to Taxes

Please refer to "United States Federal Income Tax Consequences" for information on the potential U.S. federal income tax consequences of the purchase, ownership and disposition of the Shares.

Your tax liability could exceed cash distributions on your Shares.

You will be required to pay U.S. federal income taxes on your allocable share of the Trust's and the Investing Pool's income, without regard to the receipt of cash distributions on the Shares. There is no obligation to make distributions on the Shares. Accordingly, it is anticipated that you will not receive cash distributions sufficient to cover your allocable share of such taxable income or even the tax liability resulting from that income.

The IRS could adjust or reallocate items of income, gain, deduction, loss and credit with respect to the Shares if the IRS does not accept the assumptions or conventions utilized by the Trust or the Investing Pool.

The U.S. tax rules that apply to partnerships are complex and their application is not always clear. Moreover, the rules generally were not written for, and in some respects are difficult to apply to, publicly traded interests in partnerships. In addition, the Trust will report tax information to you on Internal Revenue Service

[Table of Contents](#)

(“IRS”) Schedule K-1 with respect to the Shares. The Trustee shall deliver or cause to be delivered to each Shareholder an IRS Schedule K-1 as soon as practicable following each fiscal year but generally not later than March 15. Reporting on IRS Schedule K-1 may be somewhat more complex than comparable reporting on IRS Form 1099. Each Shareholder, by its acquisition of Shares, will be deemed to agree to allow brokers and nominees to provide to the Trust its name and address and the other information and forms as may be reasonably requested by the Trust for purposes of complying with their tax reporting and withholding obligations (and to waive any confidentiality rights with respect to the information and forms for this purpose) and to provide information or forms upon request. Given the lack of authority addressing structures similar to that of the Trust, it is not certain that the IRS will agree with the manner in which tax reporting by the Trust will be undertaken. Therefore, Shareholders should be aware that future IRS interpretations or revisions to Treasury regulations could alter the manner in which tax reporting by the Trust and any nominee will be undertaken.

Investors in the Shares should consult their tax advisors in determining how to use the information reported on IRS Schedule K-1 to complete their income tax returns. The Trust and the Investing Pool will apply certain assumptions and conventions intended to comply with the intent of the rules and to report income, gain, deduction, loss and credit to investors in a manner that reflects the investors’ economic gains and losses, but these assumptions and conventions may not comply with all aspects of the applicable Treasury regulations. It is possible therefore that the IRS will successfully assert that these assumptions or conventions do not satisfy the technical requirements of the United States Internal Revenue Code of 1986, as amended (the “Code”) or the Treasury regulations and will require that items of income, gain, deduction, loss and credit be adjusted or reallocated in a manner that could be adverse to you.

If the Trust were to fail to qualify as a partnership for U.S. federal income tax purposes, the Trust’s income and items of deduction would not pass through to the Shareholders, the Trust would be required to pay tax at corporate rates on any portion of the Trust’s net income that does not constitute tax-exempt income, and distributions by the Trust to the Trust’s Shareholders would be taxable dividends to the extent of the Trust’s earnings and profits.

It is expected that the Trust will operate and be classified as a partnership for U.S. federal income tax purposes. So long as the Trust qualifies as a partnership, it will be able to pass through its income, including the Trust’s federally tax-exempt income, if any, and deductions to the Shareholders. The Trust’s qualification as a partnership for U.S. federal income tax purposes involves the application of numerous technical provisions under which there is a lack of direct authority. In general, if a partnership is “publicly traded,” as defined in the Code, it will be treated as a corporation for U.S. federal income tax purposes. It is expected that the Trust will be treated as a publicly traded partnership. A publicly traded partnership will, however, be taxed as a partnership, and not as a corporation for U.S. federal income tax purposes, so long as 90% or more of its gross income for each taxable year constitutes “qualifying income” within the meaning of Section 7704(d) of the Code and the partnership is not required to register under the Investment Company Act. This exception is referred to as the “qualifying income exception.” Qualifying income generally includes interest (other than certain contingent interest and interest derived in the conduct of a financial or insurance business), dividends, real property rents, and income from certain commodities transactions.

If less than 90% of the Trust’s gross income for any tax year constitutes qualifying income, for any reason, other than a failure that is determined to be inadvertent and that is cured within a reasonable time after discovery, or if the Trust is required to register under the Investment Company Act, the Trust’s items of income and deduction would not pass through to the Trust’s Shareholders and the Trust’s Shareholders would be treated for U.S. federal income tax purposes as stockholders in a corporation. The Trust would be required to pay income tax at corporate rates on its net taxable income. Distributions by the Trust to its Shareholders would constitute dividend income taxable to such holders to the extent of the Trust’s earnings and profits and the payment of these distributions would not be deductible by the Trust. These consequences could have a material adverse effect on the Trust, its Shareholders and the value of the Shares.

FORWARD-LOOKING STATEMENTS

This prospectus includes statements that relate to future events or future performance. In some cases, you can identify these forward-looking statements by words such as “may,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential” or the negative of these terms or other comparable phrases. All statements, other than statements of historical fact, included in this prospectus that address activities, events or developments that may occur in the future, including matters such as changes in commodity prices and market conditions (for the Trust’ s or the Investing Pool’ s assets and the Shares), the Trust’ s and the Investing Pool’ s operations, the Sponsor’ s plans and references to the Trust’ s future success and other similar matters, are forward-looking statements. These statements are only predictions. Actual events or results may differ materially. These statements are based upon assumptions and analyses made by the Sponsor on the basis of its perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate in the circumstances. Whether actual results and developments will conform to the Sponsor’ s expectations and predictions, however, is subject to a number of risks and uncertainties, including the special considerations discussed in this prospectus, including under “Risk Factors,” general economic, market and business conditions, changes in laws or regulations, including those concerning taxes, made by governmental authorities or regulatory bodies and other world economic and political developments. Consequently, the forward-looking statements made in this prospectus are qualified by these cautionary statements, and there can be no assurance that the actual results or developments the Sponsor anticipates will be realized or, even if substantially realized, will result in the expected consequences to, or have the expected effects on, the Trust’ s operations or the value of the Shares. Moreover, none of the Sponsor, the Trustee, the Delaware Trustee or their respective affiliates assumes responsibility for the accuracy or completeness of any forward-looking statements. Except as required under Item 512 of Regulation S-K or other applicable securities laws, none of the Trust, the Investing Pool, the Sponsor, the Trustee, the Delaware Trustee or their respective affiliates is under any duty to update any forward-looking statements to conform the statements to actual results or to a change in the expectations or predictions of these persons.

USE OF PROCEEDS

Proceeds received by the Trust from the issuance and sale of Baskets consist of Index Futures and cash (or, in the discretion of the Sponsor, other Collateral Assets). These proceeds are contributed to the Investing Pool in return for Investing Pool Interests and held by the Investing Pool, and are retained, invested in Collateral Assets or liquidated in order to rebalance or establish new positions in Index Futures or Collateral Assets until (1) withdrawn in connection with redemptions of Baskets or (2) liquidated to pay expenses and liabilities of the Trust and the Investing Pool (including applicable fees and margin payments) not assumed by the Sponsor or the Manager. See “Business of the Trust and the Investing Pool–Trust Expenses”.

Although the percentages may vary substantially over time, the Advisor estimates as of the date of this prospectus that Collateral Assets with a value equal to approximately 3% to 10% of the value of each Index Future position will be deposited with the Clearing FCM as initial margin at the time such Index Future position is established. The remainder (and any variation margin received) are retained in the Investing Pool’ s accounts until transferred in connection with making variation margin payments, a Basket redemption or the liquidation of an Index Future position.

Collateral Assets deposited with the Clearing FCM that constitute customer funds are segregated pursuant to CFTC rules. Any remaining assets of the Investing Pool that are not required to meet current margin requirements may be (1) held in cash in interest-bearing bank accounts to remain available to pay the expenses of the Trust and the Investing Pool and as reserves for the Investing Pool, in the amounts deemed necessary by the Advisor or (2) deposited with the ETF Administrator and invested in U.S. Treasury securities and other Collateral Assets. All interest income earned on the Investing Pool’ s investments will be retained for the benefit of the Trust and the Investing Pool. The Advisor expects that all entities that will hold or trade the Investing Pool’ s assets will be based in the U.S. and subject to U.S. regulations.

FUTURES CONTRACTS ON THE S&P GSCI-ER

The assets of the Investing Pool consist of Index Futures and cash or other Collateral Assets used to satisfy applicable margin requirements for those Index Future positions. Index Futures are exchange-traded index future contracts on the S&P GSCI-ER, and may include contracts of different terms and expirations over time. The Investing Pool is expected to roll out of existing positions in Index Futures and establish new positions in Index Futures on an ongoing basis. Index Futures subsequently acquired by the Investing Pool may have terms that differ from those of the Index Futures it currently holds, including transaction fees associated with the purchase and sale of these Index Futures.

Creation and redemption of interests in the Trust, and the corresponding creation and redemption of interests in the Investing Pool, are generally effected through EFRPs. EFRPs involve contemporaneous transactions in futures contracts and the underlying cash commodity or a closely related commodity. In a typical EFRP, the buyer of the futures contract sells the underlying commodity to the seller of the futures contract. The CME, the Exchange on which Index Futures trade, permits the execution of EFRPs consisting of simultaneous purchases (sales) of Index Futures and sales (purchases) of Shares. This mechanism generally is used by the Trust in connection with the creation and redemption of Baskets. Specifically, it is anticipated that an Authorized Participant requesting the creation of additional Baskets typically will transfer Index Futures and cash (or, in the discretion of the Sponsor, other Collateral Assets) to the Trust in return for Shares.

The Trust simultaneously contributes to the Investing Pool the Index Futures (and any cash or other Collateral Assets) received from an Authorized Participant in return for an increase in its Investing Pool Interests. If an EFRP is executed in connection with the redemption of one or more Baskets, an Authorized Participant transfers to the Trust the interests being redeemed and the Trust transfers to the Authorized Participant Index Futures and cash or other Collateral Assets. In order to obtain the Index Futures and cash or other Collateral Assets to be transferred to an Authorized Participant, the Trust redeems an equivalent portion of its interest in the Investing Pool Interests. The Trust may include Index Futures with different terms and expirations in the creation and redemption of Baskets, and the Index Futures included in creation Baskets may differ from those included in redemption Baskets.

With the approval of the Trustee, Baskets may also be created or redeemed for cash, in which case the Authorized Participant will be responsible for the costs incurred by the Trust and the Investing Pool in establishing or liquidating the corresponding Index Future position and acquiring or disposing of the related Collateral Assets.

Index Futures are traded on the CME. Futures contracts and options on futures contracts on the S&P GSCI™, a benchmark index which does not reflect the rolling methodology embedded in the S&P GSCI-ER, have been traded on the CME since 1992. Index Futures are listed and traded separately from the S&P GSCI™ futures contracts and options on futures contracts.

The first Index Futures were commodity excess return future contracts on the S&P GSCI-ER, or “CERFs,” that were first listed and made available for trading on March 13, 2006. Until October 2010, these CERFs, which expired in March 2011, were the only Index Futures listed. In October 2010, the CME listed a second CERF, scheduled to expire in March 2014. The CME may at any time expand the listing cycle of Index Futures to include additional expiration dates. On January 31, 2013 and February 8, 2013, the CME proposed amended rules for the CERFs, including the CERFs held by the Investing Pool. The changes relating to these amendments included:

Eliminating the performance bond requirement that requires certain market participants, such as the Investing Pool, to deposit 100% margin in respect of their long positions in CERFs, replacing it with the margin requirements applicable to other market participants;

An increase in the position limits applicable to the Index Futures from 45,000 to 59,000; and

Reducing the minimum price fluctuation per contract from \$10.00 to \$0.10.

[Table of Contents](#)

These amendments became effective on April 8, 2013. In connection with these changes, the terms of the Index Futures held by the Investing Pool were also modified to reduce applicable margin requirements. These changes also entailed a number of operational and other adjustments, including certain amendments to the Trust Agreement and certain other organizational and operational documents of the Trust and the Investing Pool. In connection with the amendments to the CERF rules, the Investing Pool is expected to recognize gain or loss for U.S. federal income tax purposes.

Index Futures are subject to the rules of the CME. Index Futures trade on GLOBEX, the CME's electronic trading system, and do not trade through open outcry on the floor of the CME. Transactions in Index Futures are cleared through the CME's clearing house by the trader's FCM acting as its agent. Under these clearing arrangements, the CME's clearing house becomes the buyer to each member FCM representing a seller of the contract and the seller to each member futures commission merchant representing a buyer of the contract. As a result of these clearing arrangements, each trader holding a position in Index Futures is subject to the credit risk of the CME's clearing house and the FCM carrying its position in Index Futures. See "Risk Factors—Risk Factors Related to Index Futures and the S&P GSCI-ER—The Clearing FCM or an Exchange's clearing house could fail."

Each Index Future is a contract that provides for cash settlement, at expiration, based upon the final settlement value of the S&P GSCI-ER at the expiration of the contract, multiplied by a fixed dollar multiplier. The final settlement value of an Index Future is determined on the eleventh business day of the month in which it is scheduled to expire. On a daily basis, market participants with positions in Index Futures, including the Investing Pool, are obligated to pay, or entitled to receive, cash (known as "variation margin") in an amount equal to the change in the daily settlement level of the Index Future from the preceding trading day's settlement level (or, initially, the contract price at which the position was entered into). Specifically, if the daily settlement price of the contract increases over the previous day's price, the seller of the contract must pay the difference to the buyer, and if the daily settlement price is less than the previous day's price, the buyer of the contract must pay the difference to the seller.

Index Futures are expected to require deposits of initial margin as well as payments of daily variation margin as the value of the contracts fluctuate. When establishing positions in Index Futures, the Advisor estimates as of the date of this prospectus that the Investing Pool will be required to deposit initial margin with a value of approximately 3% to 10% of the value of each Index Future position. These margin requirements are subject to change from time to time by the Exchange or the Clearing FCM. On a daily basis, the Investing Pool is obligated to pay, or entitled to receive, variation margin in an amount equal to the change in the daily settlement level of its Index Future positions. Upon liquidation or settlement of Index Futures, a market participant is expected to receive from its FCM its initial margin deposit, adjusted for variation margin paid or received by such participant with respect to the contract during the time it was held by the participant (or the proceeds from liquidation of any investments made with such funds for the benefit of the participant under the terms of its custody arrangement with the carrying FCM).

THE INDEX AND THE S&P GSCI-ER

This section contains a description of the Index and the S&P GSCI-ER. All information regarding the Index and the S&P GSCI-ER contained in this prospectus, including its composition, method of calculation, changes in its components and historical performance, has been derived from publicly available information, including information published by S&P Dow Jones Indices LLC, which is the "Index Sponsor," but has not been independently verified. You, as an investor in the Shares, should conduct your own investigation into the Index, the S&P GSCI-ER and the Index Sponsor.

The previous Index Sponsor, Goldman, Sachs & Co., sold its GSCI family of indices, including the S&P GSCI™, the S&P GSCI-ER and the Index, to S&P effective May 2007. Prior to their acquisition by S&P, the

Table of Contents

S&P GSCI™ was known as the Goldman Sachs Commodity Index, the S&P GSCI-ER was known as the GSCI® Excess Return Index and the Index was known as the GSCI® Total Return Index.

The Trust and Shares are not sponsored, endorsed, sold or promoted by the Index Sponsor. The Index Sponsor makes no representation or warranty, express or implied, to the owners of the Shares or any member of the public regarding the advisability of investing in securities generally or in the Shares particularly or the ability of the S&P GSCI™, the S&P GSCI-ER or the Index or any related indices or sub-indices to track the appropriate market performance. The Index Sponsor's only relationship to BlackRock Asset Management International Inc., BlackRock Institutional Trust Company, N.A., the Trust or the Investing Pool is the licensing of certain trademarks, trade names of the Index Sponsor and the S&P GSCI™ and other intellectual property. The S&P GSCI™, the S&P GSCI-ER and the Index are determined and composed by the Index Sponsor and calculated by the Index Sponsor or its agents without regard to BlackRock Asset Management International Inc., BlackRock Institutional Trust Company, N.A., the Investing Pool or the Trust. The Index Sponsor has no obligation to take the needs of BlackRock Asset Management International Inc., BlackRock Institutional Trust Company, N.A., the Investing Pool, the Trust or the Shareholders into consideration in determining, composing or calculating the S&P GSCI™, the S&P GSCI-ER or the Index. The Index Sponsor is not responsible for and has not participated in the determination of the prices and the amount of the Shares or the timing of the issuance or sale of Shares or in the determination or calculation of the Basket Amount. The Index Sponsor has no obligation or liability in connection with the administration, marketing or trading of the Shares.

The Index Sponsor does not guarantee the accuracy or the completeness of the S&P GSCI™, the S&P GSCI-ER or the Index or any data included therein, and the Index Sponsor disclaims any and all liability for any errors, omissions, or interruptions therein. The Index Sponsor makes no warranty, express or implied, as to the results to be obtained by the Trust, the Investing Pool, the Shareholders or any other person or entity from use of the S&P GSCI™, the S&P GSCI-ER or the Index or any data included therein. The Index Sponsor makes no express or implied warranties, and expressly disclaims all warranties of merchantability or fitness for a particular purpose or use with respect to the S&P GSCI™, the S&P GSCI-ER or the Index or any data included therein. Without limiting any of the foregoing, the Index Sponsor expressly disclaims any and all liability for any special, punitive, indirect, or consequential damages (including lost profits), even if notified of the possibility of such damages.

The following information with respect to the Index and the S&P GSCI-ER reflects the policies of and is subject to change by the Index Sponsor. The Index Sponsor owns the copyright and other rights to the Index and the S&P GSCI-ER. The Index Sponsor has no obligation to consider your interests as a Shareholder and has no obligation to continue to publish, and may discontinue the publication of, the Index or the S&P GSCI-ER. The consequences of the Index Sponsor's discontinuing the S&P GSCI-ER are described under "Risk Factors—Risk Factors Relating to Index Futures and the S&P GSCI-ER."

Current information regarding the market values of the Index and the S&P GSCI-ER is available from the Index Sponsor and numerous public sources. None of the Sponsor, the Trustee, the Delaware Trustee, the Trust or the Investing Pool makes any representation that publicly available information about the Index and the S&P GSCI-ER is accurate or complete. In addition, none of the Sponsor, the Trustee, the Delaware Trustee, the Trust or the Investing Pool accepts any responsibility for the calculation, maintenance or publication of, or for any error, omission or disruption in, the Index or the S&P GSCI-ER.

The Index and the S&P GSCI-ER were established in May 1991. The Index reflects the value of an investment in the S&P GSCI-ER together with a Treasury bill return. The S&P GSCI-ER reflects the returns that are potentially available through a rolling uncollateralized investment in the contracts comprising the S&P GSCI™.

Because futures contracts have scheduled expirations, or delivery months, as one contract nears expiration it becomes necessary to close out the position in that delivery month and establish a position in the next available delivery month. This process is referred to as "rolling" the position forward. The S&P GSCI-ER is designed to

Table of Contents

reflect the return from rolling each contract included in the S&P GSCI™ as it nears expiration into the next available delivery month. This is accomplished by selling the position in the first delivery month and purchasing a position of equivalent value in the second delivery month. If the price of the second contract is lower than the price of the first contract, the “rolling” process results in a greater quantity of the second contract being acquired for the same value. Conversely, if the price of the second contract is higher than the price of the first contract, the “rolling” process results in a smaller quantity of the second contract being acquired for the same value.

More specifically, the rolling of the contracts included in the S&P GSCI™ occurs on the fifth through the ninth business days of each month. During this roll period, each contract is shifted from the contract with the nearest expiration to the contract with the next nearest expiration at a rate of 20% per day for each the five days of the roll period. Therefore, during the first four business days of a month, and just before the end of the fifth business day, the S&P GSCI™ consists of futures contracts with the nearest expirations. The S&P GSCI™ is calculated as though each contract roll occurs at the end of each day during the roll period, at the daily settlement prices. At the end of the fifth business day, the S&P GSCI™ is adjusted so that 20% of the contracts underlying the S&P GSCI™ held are in the next nearest expiring contracts, with 80% remaining in the nearest expiring contracts. The roll process continues on the sixth, seventh and eighth business days, with the relative weights of the nearest to the next nearest expirations gradually shifting from a 60%/40% weighting, to a 40%/60% weighting, to a 20%/80% weighting. At the end of the ninth business day, the last of the contracts with the nearest expirations are exchanged, completing the roll and leaving the S&P GSCI™ composed entirely of contracts with the next nearest expirations. See “–Contract Daily Return.”

The S&P GSCI™ itself is an index on a production-weighted basket of principal physical commodities that satisfy specified criteria. The S&P GSCI™ reflects the level of commodity prices at a given time and is designed to be a measure of the performance over time of the markets for these commodities. The commodities represented in the S&P GSCI™ are those physical commodities on which active and liquid contracts are traded on trading facilities in major industrialized countries. The commodities included in the S&P GSCI™ are weighted, on a production basis, to reflect the relative significance (in the view of the Index Sponsor) of those commodities to the world economy. The fluctuations in the level of the S&P GSCI™ are intended generally to correlate with changes in the prices of those physical commodities in global markets. The value of the S&P GSCI™ has been normalized such that its hypothetical level on January 2, 1970 was 100.

The following is a summary of the composition of and the methodology used to calculate the S&P GSCI™ as of the date of this prospectus. The methodology for determining the composition and weighting of the S&P GSCI™ and for calculating its value is subject to modification in a manner consistent with the purposes of the S&P GSCI™, as described below. The Index Sponsor makes the official calculations of the value of the S&P GSCI™. At present, this calculation is performed continuously and is reported on Reuters Page .SPGSCI and on Bloomberg page SPGSCI <index> and is updated at least once every three minutes during business hours on each day on which the S&P GSCI™ is calculated, referred to as an “S&P GSCI™ Business Day.” The settlement price for the S&P GSCI-ER is reported on Reuters Page .SPGSCIP and on Bloomberg page SPGSCIP <index> at the end of each S&P GSCI™ Business Day. If Reuters ceases to publish the value of the S&P GSCI™ or the settlement price of the S&P GSCI-ER, the Index Sponsor has undertaken to use commercially reasonable efforts to ensure that a comparable reporting service publishes the value of the S&P GSCI™ and the settlement price of the S&P GSCI-ER so long as any Shares are outstanding.

In light of the rapid development of electronic trading platforms and the potential for significant shifts in liquidity between traditional exchanges and those platforms, the Index Sponsor may review both the procedures and criteria for determining the contracts to be included in the S&P GSCI™, as well as the procedures and criteria for evaluating available liquidity on an intra-year basis in order to provide S&P GSCI™ market participants with efficient access to new sources of liquidity and the potential for more efficient trading. In particular, the Index Sponsor may examine the conditions under which an instrument traded on an electronic platform, rather than a traditional futures contract traded on a traditional futures exchange, should be permitted to be included in the S&P GSCI™ and how the composition of the S&P GSCI™ should respond to rapid shifts in liquidity between those instruments and contracts currently included in the S&P GSCI™.

[Table of Contents](#)

The Index Committee and Commodity Index Advisory Panel

The Index Sponsor has established an “Index Committee” to oversee the daily management and operations of the S&P GSCI™ and is responsible for all analytical methods and calculation in the indices. The Index Committee is comprised of full-time professional members of S&P’s staff. At each meeting, the Index Committee reviews any issues that may affect index constituents, statistics comparing the composition of the indices to the market, commodities that are being considered as candidates for addition to an index, and any significant market events. In addition, the Index Committee may revise index policy covering rules for selecting commodities, or other matters.

S&P considers information about changes to its indices and related matters to be potentially market moving and material. Therefore, all Index Committee discussions are confidential.

In addition, the Index Sponsor has established a “Commodity Index Advisory Panel” to assist it with the operation of the S&P GSCI™. The Commodity Index Advisory Panel meets on an annual basis and at other times at the request of the Index Committee. The principal purpose of the Commodity Index Advisory Panel is to advise the Index Committee with respect to, among other things, the calculation of the S&P GSCI™, the effectiveness of the S&P GSCI™ as a measure of commodity futures market performance and the need for changes in the composition or the methodology of the S&P GSCI™. The Commodity Index Advisory Panel acts solely in an advisory and consultative capacity. The Index Committee makes all decisions with respect to the composition, calculation and operation of the S&P GSCI™. Certain of the members of the Commodity Index Advisory Panel may be affiliated with clients of S&P. Also, certain of the members of the Commodity Index Advisory Panel may be affiliated with entities which, from time to time, may have investments linked to the S&P GSCI™, either through transactions in the contracts included in the S&P GSCI™, futures contracts on the S&P GSCI™ or derivative products linked to the S&P GSCI™.

Composition of the S&P GSCI™

Currently, in order to be included in the S&P GSCI™, a contract must satisfy the following eligibility criteria:

- (1) The contract must:
 - (a) be in respect of a physical commodity and not a financial commodity;
 - (b) have a specified expiration or term, or provide in some other manner for delivery or settlement at a specified time, or within a specified period, in the future;
 - (c) be available, at any given point in time, for trading at least five months prior to its expiration or such other date or time period specified for delivery or settlement; and
 - (d) be traded on a trading facility that allows market participants to execute spread transactions, through a single order entry, between the pairs of contract expirations included in the S&P GSCI™ that at any given point in time will be involved in the rolls to be effected in the next three roll periods.
- (2) The commodity must be the subject of a contract that:
 - (a) is denominated in U.S. dollars;
 - (b) is traded on or through an exchange, facility or other platform, referred to as a “trading facility,” that has its principal place of business or operations in a country that is a member of the Organization for Economic Cooperation and Development that:
 - (i) makes price quotations generally available to its members or participants (and, if the Index Sponsor is not such a member or participant, to the Index Sponsor) in a manner and with a frequency that is sufficient to provide reasonably reliable indications of the level of the relevant market at any given point in time;

Table of Contents

- (ii) makes reliable trading volume information available to the Index Sponsor with at least the frequency required by the Index Sponsor to make the monthly determinations;
 - (iii) accepts bids and offers from multiple participants or price providers; and
 - (iv) is accessible by a sufficiently broad range of participants.
- (3) The price of the relevant contract that is used as a reference or benchmark by market participants, referred to as the “daily contract reference price,” generally must have been available on a continuous basis for at least two years prior to the proposed date of inclusion in the S&P GSCI™. In appropriate circumstances, however, the Index Sponsor, in consultation with the Index Committee, may determine that a shorter time period is sufficient or that historical daily contract reference prices for that contract may be derived from daily contract reference prices for a similar or related contract. The daily contract reference price may be (but is not required to be) the settlement price or other similar price published by the relevant trading facility for purposes of margining transactions or for other purposes.
- (4) At and after the time a contract is included in the S&P GSCI™, the daily contract reference price for that contract must be published between 10:00 a.m. and 4:00 p.m. (New York time) on each business day relating to that contract by the trading facility on or through which it is traded and must generally be available to all members of, or participants in, that trading facility (and, if the Index Sponsor is not such a member or participant, to the Index Sponsor) on the same day from the trading facility or through a recognized third-party data vendor. Such publication must include, at all times, daily contract reference prices for at least one expiration or settlement date that is five months or more from the date the determination is made, as well as for all expiration or settlement dates during that five-month period.
- (5) Volume data with respect to the contract must be available for at least the three months immediately preceding the date on which the determination is made.
- (6) A contract that is not included in the S&P GSCI™ at the time of determination and that is based on a commodity that is not represented in the S&P GSCI™ at that time must, in order to be added to the S&P GSCI™ at that time, have an annualized total dollar value traded over the relevant period of at least \$15 billion. The “total dollar value traded” is the dollar value of the total quantity of the commodity underlying transactions in the relevant contract and any related contract over the period for which the calculation is made, based on the average of the daily contract reference prices on the last day of each month during the period.
- (7) A contract that is already included in the S&P GSCI™ at the time of determination and that is the only contract on the relevant commodity included in the S&P GSCI™ must, in order to continue to be included in the S&P GSCI™ after that time, have an annualized total dollar value traded over the relevant period of at least \$5 billion and at least \$10 billion during at least one of the three most recent annual periods used in making the determination.
- (8) A contract that is not included in the S&P GSCI™ at the time of determination and that is based on a commodity on which there are one or more contracts already included in the S&P GSCI™ at that time must, in order to be added to the S&P GSCI™ at that time, have an annualized total dollar value traded over the relevant period of at least \$30 billion.
- (9) A contract that is already included in the S&P GSCI™ at the time of determination and that is based on a commodity on which there are one or more contracts already included in the S&P GSCI™ at that time must, in order to continue to be included in the S&P GSCI™ after that time, have an annualized total dollar value traded over the relevant period of at least \$10 billion and at least \$20 billion during at least one of the three most recent annual periods used in making the determination.
- (10) A contract that is:
 - (a) already included in the S&P GSCI™ at the time of determination must, in order to continue to be included after that time, have a reference percentage dollar weight of at least 0.10%. The

Table of Contents

“reference percentage dollar weight” of a contract represents the current value of the quantity of the underlying commodity that is included in the S&P GSCI™ at a given time. This figure is determined by dividing (A) the product of the contract production weight of each contract (“CPW”), and the average of its daily contract reference prices on the last day of each month during the relevant period, by (B) the sum of the products in (A) for all contracts included in the S&P GSCI™. The CPW of a contract is part of its weight in the S&P GSCI™; and

- (b) not included in the S&P GSCI™ at the time of determination must, in order to be added to the S&P GSCI™ at that time, have a reference percentage dollar weight of at least 1.00%.
- (11) In the event that two or more contracts on the same commodity satisfy the eligibility criteria:
- (a) Such contracts are included in the S&P GSCI™ in the order of their respective total quantity traded during the relevant period (determined as the total quantity of the commodity underlying transactions in the relevant contract), with the contract having the highest total quantity traded being included first, provided that no further contracts will be included if such inclusion would result in the portion of the S&P GSCI™ attributable to that commodity exceeding a particular level; and
- (b) If additional contracts could be included with respect to several commodities at the same time, that procedure is first applied with respect to the commodity that has the smallest portion of the S&P GSCI™ attributable to it at the time of determination. Subject to the other eligibility criteria described above, the contract with the highest total quantity traded on that commodity is included. Before any additional contracts on the same commodity or on any other commodity are included, the portions of the S&P GSCI™ attributable to all commodities are recalculated. The selection procedure described above is then repeated with respect to the contracts on the commodity that then has the smallest portion of the S&P GSCI™ attributable to it.

The contracts currently included in the S&P GSCI™ are futures contracts traded on the New York Mercantile Exchange, Inc. (“NYM”), ICE Futures U.S. (“ICE-US”), ICE Futures Europe (“ICE-UK”), the CME, the Chicago Board of Trade (“CBT”), the Kansas City Board of Trade (“KBT”), the COMEX Division of the New York Mercantile Exchange, Inc. (“CMX”) and the London Metal Exchange (“LME”).

The futures contracts included in the S&P GSCI™, their percentage dollar weights, their market symbols and the exchanges on which they are traded, in each case as of February 28, 2013, are as follows:

Commodity	Dollar Weight*	Ticker⁽¹⁾	Trading Facility
Crude Oil	23.92 %	CL	NYM/ICE
Brent Crude Oil	22.47 %	LCO	ICE-UK
Gas Oil	8.56 %	LGO	ICE-UK
Unleaded Gas	6.47 %	RB	NYM
Heating Oil	6.12 %	HO	NYM
Corn	5.03 %	C	CBT
Wheat	3.31 %	W	CBT
Copper	3.25 %	MCU	LME
Gold	2.88 %	GC	CMX Live
Live Cattle	2.79 %	LC	CME Natural
Soybeans	2.79 %	S	CBT
Natural Gas	2.42 %	NG	NYM/ICE
Aluminum	2.04 %	MAL	LME
Sugar	1.48 %	SB	ICE-US
Lean Hogs	1.47 %	LH	CME
Cotton	1.05 %	CT	ICE-US

Table of Contents

Commodity	Dollar Weight*	Ticker⁽¹⁾	Trading Facility
Coffee	0.59 %	KC	ICE-US
Zinc	0.54 %	MZN	LME
Nickel	0.54 %	MNI	LME
Feeder Cattle	0.51 %	FC	CME
Silver	0.45 %	SI	CMX
Lead	0.44 %	MPB	LME
Cocoa	0.21 %	CC	ICE-US

(1) Tickers are Reuters RIC Codes.

* The futures contracts included in the S&P GSCI™ and their percentage dollar weights, among other matters, may change. Source: S&P. Used with permission.

The quantity of each of the contracts included in the S&P GSCI™ is determined on the basis of a five-year average, referred to as the “world production average,” of the production quantity of the underlying commodity as published by the United Nations Statistical Yearbook, the Industrial Commodity Statistics Yearbook and other official sources. However, if a commodity is primarily a regional commodity, based on its production, use, pricing, transportation or other factors, the Index Sponsor, in consultation with the Index Committee, may calculate the weight of that commodity based on regional, rather than world, production data. At present, natural gas is the only commodity the weights of which are calculated on the basis of regional production data, with the relevant region defined as North America.

The five-year moving average is updated annually for each commodity included in the S&P GSCI™, based on the most recent five-year period (ending approximately one and a half years prior to the date of calculation and moving backwards) for which complete data for all commodities is available. The CPWs used in calculating the S&P GSCI™ are derived from world or regional production averages, as applicable, of the relevant commodities, and are calculated based on the total quantity traded for the relevant contract and the world or regional production average, as applicable, of the underlying commodity. However, if the volume of trading in the relevant contract, as a multiple of the production levels of the commodity, is below specified thresholds, the CPW of the contract is reduced until the threshold is satisfied. This is designed to ensure that trading in each contract is sufficiently liquid relative to the production of the commodity.

In addition, the Index Sponsor performs this calculation on a monthly basis and, if the multiple of any contract is below the prescribed threshold, the composition of the S&P GSCI™ is reevaluated, based on the criteria and weighting procedure described above. This procedure is undertaken to allow the S&P GSCI™ to shift from contracts that have lost substantial liquidity into more liquid contracts during the course of a given year. As a result, it is possible that the composition or weighting of the S&P GSCI™ will change on one or more of these monthly evaluation dates. The likely circumstances under which the Index Sponsor would be expected to change the composition of the Index during a given year, however, are (1) a substantial shift of liquidity away from a contract included in the Index as described above, or (2) an emergency, such as a natural disaster or act of war or terrorism, that causes trading in a particular contract to cease permanently or for an extended period of time. In either event, the Index Sponsor is expected to publish the nature of the changes, through websites, news media or other outlets, with as much prior notice to market participants as is reasonably practicable. Moreover, regardless of whether any changes have occurred during the year, the Index Sponsor reevaluates the composition of the S&P GSCI™ at the conclusion of each year, based on the above criteria. Other commodities that satisfy that criteria, if any, are expected to be added to the S&P GSCI™. Commodities included in the S&P GSCI™ that no longer satisfy that criteria, if any, are expected to be deleted.

The Index Sponsor also determines whether modifications in the selection criteria or the methodology for determining the composition and weights of and for calculating the S&P GSCI™ are necessary or appropriate in order to assure that the S&P GSCI™ represents a measure of commodity market performance. The Index Sponsor has the discretion to make any such modifications.

[Table of Contents](#)

Contract Expirations

Because the S&P GSCI™ is comprised of actively traded contracts with scheduled expirations, it can be calculated only by reference to the prices of contracts for specified expiration, delivery or settlement periods, referred to as “contract expirations.” The contract expirations included in the S&P GSCI™ for each commodity during a given year are designated by the Index Sponsor, in consultation with the Index Committee, provided that each contract must be an “active contract.” An “active contract” for this purpose is a liquid, actively-traded contract expiration, as defined or identified by the relevant trading facility or, if no such definition or identification is provided by the relevant trading facility, as defined by standard custom and practice in the industry.

If a trading facility deletes one or more contract expirations, the S&P GSCI™ is calculated during the remainder of the year in which that deletion occurs on the basis of the remaining contract expirations designated by the Index Sponsor. If a trading facility ceases trading in all contract expirations relating to a particular contract, the Index Sponsor may designate a replacement contract on the commodity. The replacement contract must satisfy the eligibility criteria for inclusion in the S&P GSCI™. To the extent practicable, the replacement is expected to be effected during the next monthly review of the composition of the S&P GSCI™. If that timing is not practicable, the Index Sponsor is expected to determine the date of the replacement based on a number of factors, including the differences between the existing contract and the replacement contract with respect to contractual specifications and contract expirations.

If a trading facility eliminates one or more contract expirations, but there are remaining contract expirations of the same contract, the weighting of the commodity underlying the relevant contract is not affected. If the trading facility ceases trading in all contract expirations relating to a particular contract, and the Index Sponsor designates a replacement contract on the same commodity, the index weighting allocated to the terminated contract is allocated to the replacement contract. Accordingly, unless a contract is eliminated entirely and no replacement contract is designated, a cessation of trading in certain contract expirations or the elimination of a contract does not affect the weighting of commodities in the Index. If a contract is eliminated and there is no replacement contract, the underlying commodity drops out of the Index and the weighting allocated to that contract is then allocated *pro rata* to the remaining contracts in the Index. The designation of a replacement contract, or the elimination of a commodity from the Index because of the absence of a replacement contract, could affect the value of the Index and the S&P GSCI-ER, either positively or negatively, depending on the price of the contract that is eliminated and the prices of the remaining contracts in the Index. It is impossible, however, to predict the effect of these changes, if they occur, on the value of the Index or the S&P GSCI-ER.

Total Dollar Weight of the S&P GSCI™

The total dollar weight of the S&P GSCI™ is the sum of the dollar weights of each of the underlying commodities. The dollar weight of each such commodity on any given day is equal to:

- the daily contract reference price;
- multiplied by the appropriate CPW; and
- during a roll period, the appropriate “roll weights” (discussed below).

The daily contract reference price used in calculating the dollar weight of each commodity on any given day is the most recent daily contract reference price made available by the relevant trading facility, except that the daily contract reference price for the most recent prior day is used if the exchange is closed or otherwise fails to publish a daily contract reference price on that day. In addition, if the trading facility fails to make a daily contract reference price available or publishes a daily contract reference price that, in the reasonable judgment of the Index Sponsor, reflects manifest error, the relevant calculation is delayed until the price is made available or corrected; provided, that, if the price is not made available or corrected by 4:00 p.m. (New York time), the Index Sponsor may, if it deems that action to be appropriate under the circumstances, determine the appropriate daily contract reference price for the applicable futures contract in its reasonable judgment for purposes of the relevant S&P GSCI™ calculation.

Table of Contents

It is generally considered unlikely that a trading facility will fail to publish a daily contract reference price in the regular course of business, because the price is required to margin open positions in the relevant contracts. It is possible, however, that a trading facility will fail to publish a daily contract reference price under emergency or extraordinary conditions, such as in the event of a natural disaster, act of war or terrorist attack, that prevent trading or cause a termination of trading on a given day. A manifest error in a daily contract reference price is also unlikely to occur, but is nevertheless possible. This could arise, for example, in the event of a system malfunction that results in the published daily contract reference price being outside the range of trading for the relevant day. In that instance, it would be clear that the published price could not be correct and the Index Sponsor would likely disregard that price.

Contract Daily Return

The contract daily return on any given day is equal to (1)(A) the sum, for each of the commodities included in the S&P GSCI™, of the applicable daily contract reference price on the relevant contract multiplied by the appropriate CPW and the appropriate “roll weight,” divided by (B) the total dollar weight of the S&P GSCI™ on the preceding day, minus (2) one.

The “roll weight” of each commodity reflects the fact that the positions in contracts must be liquidated or rolled forward into more distant contract expirations as they near expiration. If actual positions in the relevant markets were rolled forward, the roll would likely need to take place over a period of days. Since the S&P GSCI™ is designed to replicate the performance of actual investments in the underlying contracts, the rolling process incorporated in the S&P GSCI™ also takes place over a period of days at the beginning of each month, referred to as the “roll period.” On each day of the roll period, the “roll weights” of the first nearby contract expirations on a particular commodity and the more distant contract expiration into which it is rolled are adjusted, so that the hypothetical position in the contract on the commodity that is included in the S&P GSCI™ is gradually shifted from the first nearby contract expiration to the more distant contract expiration.

If on any day during a roll period any of the following conditions exists, the portion of the roll that would have taken place on that day is deferred until the next day on which these conditions do not exist:

no daily contract reference price is available for a given contract expiration;

any such price represents the maximum or minimum price for that contract month, based on exchange price limits, referred to as a “Limit Price”;

the daily contract reference price published by the relevant trading facility reflects manifest error, or that price is not published by 4:00 p.m. (New York time). In that event, the Index Sponsor may, but is not required to, determine a daily contract reference price and complete the relevant portion of the roll based on that price; provided, that, if the trading facility publishes a price before the opening of trading on the next day, the Index Sponsor will revise the portion of the roll accordingly; or

trading in the relevant contract terminates prior to its scheduled closing time.

If any of these conditions exist throughout the roll period, the roll with respect to the affected contract will be effected in its entirety on the next day on which these conditions no longer exist.

Calculation of the S&P GSCI-ER

The value of the S&P GSCI-ER on any S&P GSCI™ Business Day is equal to the product of (1) the value of the S&P GSCI-ER on the immediately preceding S&P GSCI™ Business Day multiplied by (2) one plus the contract daily return on the S&P GSCI™ Business Day on which the calculation is made.

Calculation of the Index

The value of the Index on any S&P GSCI™ Business Day is equal to the product of (1) the value of the Index on the immediately preceding S&P GSCI™ Business Day multiplied by (2) one plus the sum of the

Table of Contents

contract daily return and the Treasury bill return on the S&P GSCI™ Business Day on which the calculation is made, multiplied by (3) one plus the Treasury bill return for each non-S&P GSCI™ Business Day since the immediately preceding S&P GSCI™ Business Day. The Treasury bill return is the return on a hypothetical investment at a rate equal to the interest rate on a specified U.S. Treasury bill.

Historical Performance of the Index

The following table illustrates how the Index has performed based on the selection criteria and methodology described above since January 2, 1992. Most of the commodities currently comprising the S&P GSCI™, however, have not been continuously included in the S&P GSCI™, either because futures contracts on such commodities had not yet been introduced or because the futures contracts available for trading did not satisfy the selection criteria. Conversely, some commodities previously included in the S&P GSCI™ no longer meet the selection criteria and have been deleted.

Goldman, Sachs & Co., the previous Index Sponsor, began calculating and publishing the Index on Reuters in May 1991. The value of the Index has been normalized such that its hypothetical level on January 2, 1970 was 100.

The historical performance reflected in the following table is based on the Index selection criteria identified above and on actual price movements in the relevant markets on the relevant date. There can be no assurance, however, that this performance will be replicated in the future or that the historical performance of the Index will serve as a reliable indicator of its future performance. Furthermore, although it is the objective of the Trust to seek investment results that correspond generally to the performance of the Index, the actual performance of an investment in Shares will not correspond exactly to that of the Index and will also depend on the fees and expenses of the Trust and the Investing Pool.

Historical Value of the S&P GSCI™ Total Return Index*

January 2, 1992	2,304.20
January 4, 1993	2,371.27
January 3, 1994	2,111.22
January 3, 1995	2,185.21
January 2, 1996	2,711.25
January 2, 1997	3,591.15
January 2, 1998	3,019.39
January 4, 1999	1,992.32
January 3, 2000	2,766.77
January 2, 2001	4,022.43
January 2, 2002	2,891.27
January 2, 2003	3,819.38
January 2, 2004	4,520.70
January 3, 2005	5,173.25
January 3, 2006	6,729.99
January 2, 2007	5,611.07
January 2, 2008	7,710.14
January 2, 2009	4,109.70
January 4, 2010	4,649.40
January 3, 2011	4,961.40
January 3, 2012	5,049.20
January 2, 2013	4,934.19

* Source: S&P. Used with permission.

BUSINESS OF THE TRUST AND THE INVESTING POOL

The activities of the Trust are limited to (1) issuing Baskets in exchange for Index Futures and cash (or, in the discretion of the Sponsor, other Collateral Assets), (2) contributing the proceeds from these issuances of Baskets to the Investing Pool in return for Investing Pool Interests, (3) paying out of Trust assets any Trust expenses and liabilities not assumed by the Sponsor, (4) delivering proceeds consisting of Index Futures, cash and other Collateral Assets in exchange for Baskets surrendered for redemption, and (5) redeeming Investing Pool Interests in exchange for the proceeds to be distributed in connection with such redemptions. The Trust, through the Investing Pool, is a passive investor in Index Futures and Collateral Assets held to satisfy applicable margin requirements on those Index Future positions. Neither the Trust nor the Investing Pool engage in any activities designed to obtain a profit from, or to ameliorate losses caused by, changes in the level of the Index or the S&P GSCI-ER or the value of the Collateral Assets. In the event that Index Futures with different terms or expirations are available for investment, the Sponsor determines, pursuant to the terms of the Trust Agreement and the Investing Pool Agreement, which Index Futures are to be transferred in connection with either the creation or redemption of Baskets.

The activities of the Investing Pool are limited to (1) issuing Investing Pool Interests to the Trust in return for Index Futures and cash or other Collateral Assets, (2) paying out of Investing Pool assets any expenses and liabilities not assumed by the Manager, and (3) delivering proceeds consisting of Index Futures, cash and other Collateral Assets in exchange for Investing Pool Interests surrendered for redemption. The Advisor acts as the commodity trading advisor for the Investing Pool. The Advisor is authorized to enter into long positions in Index Futures, acquire and dispose of the related Collateral Assets and make applicable margin payments from those Collateral Assets on behalf of the Investing Pool. The Investing Pool does not engage in any activities designed to obtain a profit from, or to ameliorate losses caused by, changes in the level of the Index or the S&P GSCI-ER or the value of the Collateral Assets. Cash proceeds accepted by the Investing Pool from the Trust are used to purchase additional Index Futures and Collateral Assets, in an amount that the Advisor determines will enable the Investing Pool to achieve investment results that correspond with the Index, before the payment of the expenses and liabilities of the Trust and the Investing Pool.

The Investing Pool establishes long positions in Index Futures either by receiving transfers of such positions from Authorized Participants in connection with the creation of Shares by the Trust or by placing orders for purchases of Index Futures with the Clearing FCM or other FCMs. Its Index Future transactions are executed through GLOBEX, the CME's electronic trading system, through the competitive execution market maintained by the CME and subject to the rules of the CME.

All Index Future positions held by the Investing Pool, regardless of whether they are transferred to the Investing Pool by Authorized Participants at the direction of the Trust or are created through purchases of Index Futures by the Investing Pool on the related Exchange, are maintained in the Investing Pool's accounts with the Clearing FCM. In order to satisfy redemption requests, the Investing Pool either transfers Index Futures to the relevant Authorized Participants at the direction of the Trust or liquidates Index Futures to generate cash to be transferred to such Authorized Participants. Liquidation of Index Future positions is effected by entering orders with an FCM, for execution on the related Exchange, to sell Index Futures, which serves to offset the Investing Pool's existing long positions.

When establishing positions in Index Futures, the Advisor estimates as of the date of this prospectus that the Investing Pool will be required to deposit initial margin with a value of approximately 3% to 10% of the value of each Index Future position. This requirement applies to Index Futures transferred by Authorized Participants or established through transactions executed on behalf of the Investing Pool by the Clearing FCM. The Investing Pool also pays or receives variation margin on its Index Future positions. The Investing Pool satisfies these margin requirements by transferring to or receiving from its account with the Clearing FCM Collateral Assets in the required amount when it establishes its Index Future positions and, with respect to variation margin, after the daily settlement of such positions in accordance with the rules of the applicable Exchange. See "Futures Contracts on the S&P GSCI-ER".

Table of Contents

Any Collateral Assets held in the Investing Pool' s account with the Clearing FCM are pledged to the Clearing FCM as security for the Investing Pool' s obligations to the Clearing FCM.

The Index Futures listed and made available for trading by Exchanges from time to time may have terms that differ from the Index Futures currently held by the Investing Pool, including transaction fees associated with the purchase and sale of those Index Futures. As an Index Future nears expiration, it is anticipated, but there can be no assurance that an Index Future with a later expiration date but similar terms will be listed by an Exchange. It will be necessary for the Investing Pool, in order to maintain a long position in Index Futures, to "roll" its position from an Index Future that is about to expire into an Index Future with a later expiration date. The Investing Pool may further close out of existing positions and establish new positions in Index Futures from time to time, including new positions in earlier expiring Index Futures, which may allow it to reduce its concentration in any particular Index Future or to benefit from more liquid markets or otherwise beneficial market activity in Index Futures listed with different expirations or on different Exchanges. Each "roll" will be effected in a manner that, in the judgment of the Advisor, based on the circumstances prevailing at that time, is most beneficial to the Investing Pool and will reduce the risks to which the Investing Pool is exposed as a result of the roll. A roll could be effected by liquidating all or a portion of the Investing Pool' s existing Index Future positions and establishing new Index Future positions. A roll could also be effected over a period of time by the creation and redemption of Baskets in the ordinary course, with different Index Futures included in the applicable Basket Amounts.

The rolling of the Investing Pool' s positions in Index Futures will necessarily affect the relationship between the value of the Shares and the number of Index Futures represented by each Share. When the new Index Futures to be acquired by the Investing Pool are cheaper than the Index Futures they are replacing, the roll will result in the Investing Pool owning a larger number of contracts in the new Index Futures than it owned in the Index Futures that were just replaced. Conversely, if the new Index Futures are more expensive than the ones being replaced, the roll will result in the Investing Pool owning fewer contracts in the new Index Futures relative to those that were replaced. The differential in the number of Index Futures will result in the Investing Pool participating to a greater or lesser extent in subsequent changes in the price of the Index Futures. Whether any price differential exists between the Index Futures involved in a roll, however, will depend on the prices of these Index Futures at the time the roll occurs. The likelihood and extent of discounts or premiums resulting from the rolling process or of how the Shares will be affected as a result thereof may vary and cannot readily be determined.

The ability of the Trust and the Investing Pool to operate and the ability of the Trust to achieve its investment objective is dependent on a number of parties, including:

BAMII, who exercises general oversight and authority over the Trust as its Sponsor, and over the Investing Pool as its Manager;

BTC, who is responsible for the day-to-day administration of the Trust as its Trustee, and over the Investing Pool as its Administrator;

the ETF Administrator, who provides certain administrative and custodial services to the Trust and the Investing Pool;

the Advisor, who exercises general oversight over the Investing Pool' s investment activities;

the Clearing FCM, through which the Investing Pool transacts in Index Futures and maintains its Index Future positions;

the Exchange, through which the Investing Pool' s Index Future transactions clear and settle;

the Index Sponsor, who maintains the Index, and whose affiliate owns the intellectual property rights to the Index on which the Trust' s investment objective is based;

the Authorized Participants, whose creation and redemption activities allow Index Futures and Collateral Assets to be converted to Shares and vice versa, to help maintain the relationship between the Index and the Shares;

Table of Contents

the Processing Agent, who performs certain functions in connection with processing creation and redemption orders; and the Tax Administrator, who provides tax accounting, tax reporting and related services.

Of the foregoing parties, the Sponsor and Manager, the Trustee and Administrator, and the Advisor are commonly controlled subsidiaries of BlackRock, Inc. The Clearing FCM and its affiliate are Authorized Participants. A number of the foregoing parties are publicly traded companies or subsidiaries of publicly traded companies, and a portion of their shares may be owned by one or more of the other foregoing parties.

Investment Objective of the Trust and the Investing Pool

The investment objective of the Trust is to seek investment results, through the Trust's investment in the Investing Pool, that correspond generally, but are not necessarily identical, to the performance of the Index, before the payment of expenses and liabilities of the Trust and the Investing Pool. The Index reflects the value of the S&P GSCI-ER together with the return on specified U.S. Treasury securities that are deemed to have been held to collateralize a hypothetical long position in the futures contracts comprising the S&P GSCI-ER. The S&P GSCI-ER itself is calculated based on the same commodities that are included in the S&P GSCI™, which is a production-weighted index of the prices of a diversified group of futures contracts on physical commodities. The S&P GSCI-ER reflects the return of an uncollateralized investment in the contracts comprising the S&P GSCI™, and additionally incorporates the economic effect of "rolling" the contracts included in the S&P GSCI™ as they near expiration. The Investing Pool seeks to achieve its investment objective by holding long positions in Index Futures and in Collateral Assets and earning interest on its Collateral Assets.

The Trust, through the Investing Pool, is a passive investor in Index Futures and the Collateral Assets used to satisfy applicable margin requirements on those Index Future positions. Index Futures are exchange-traded futures contracts on the S&P GSCI-ER listed on an Exchange, currently the CME, and are traded through one or more Clearing FCMs, currently Goldman, Sachs & Co.

When establishing positions in Index Futures, the Advisor estimates as of the date of this prospectus that the Investing Pool will be required to deposit initial margin with a value of approximately 3% to 10% of the value of each Index Future position. These margin requirements are subject to change from time to time by the Exchange or the Clearing FCM. On a daily basis, the Investing Pool is obligated to pay, or entitled to receive, variation margin in an amount equal to the change in the daily settlement level of its Index Future positions. If the daily settlement level causes the value of the Investing Pool's Index Future positions to decrease, the Investing Pool is required to post variation margin with the Clearing FCM. Conversely, if the daily settlement level causes the value of the Investing Pool's Index Futures to increase, the Investing Pool's account with the Clearing FCM receives variation margin in an amount equal to the increase.

In the event that Index Futures of different types or expirations are available for investment, the Sponsor determines, pursuant to the terms of the Trust Agreement and the Investing Pool Agreement, which Index Futures are to be transferred in connection with either the creation or redemption of Baskets. On any given Business Day, the Index Futures to be delivered in connection with the creation of a Basket may differ from the Index Futures to be delivered in connection with the redemption of a Basket. For example, expiring Index Futures may be delivered in connection with the redemption of a Basket while more recently listed Index Futures may be delivered in connection with the creation of a Basket. Neither the Trust nor the Investing Pool engage in any activities designed to obtain a profit from, or to ameliorate losses caused by, changes in the level of the Index or the S&P GSCI-ER or the value of the Collateral Assets.

The profit or loss on the Index Future positions should correlate with increases and decreases in the value of the S&P GSCI-ER, although this correlation is not expected to be exact. The return on the Index Futures, together with interest on the Collateral Assets, is expected to result in a total return that corresponds generally, but is not identical, to the Index. Differences between the returns on the Shares and the performance of the Index

Table of Contents

may be based on, among other factors, differences between the return on the Collateral Assets and the U.S. Treasury rate used to calculate the U.S. Treasury return component of the Index, timing differences, differences between the portion of the Investing Pool's assets invested in Index Futures versus the portion of the return of the Index contributed by the S&P GSCI-ER, differences between the settlement price of Index Futures and the closing level of the S&P GSCI-ER and the payment of expenses and liabilities by the Trust and the Investing Pool.

The Advisor acts as the commodity trading advisor for the Investing Pool. The Advisor is authorized to invest all of the Investing Pool's assets in long positions in Index Futures and in Collateral Assets in order to satisfy applicable margin requirements on those Index Future positions. Any cash that the Investing Pool accepts as consideration from the Trust for Investing Pool Interests is used to purchase additional Index Futures and Collateral Assets, in an amount that the Advisor determines will enable the Investing Pool to achieve investment results that correspond with the Index, before the payment of the expenses and liabilities of the Trust and the Investing Pool. The Advisor does not engage in any activities designed to obtain a profit from, or to ameliorate losses caused by, changes in the level of the Index or the S&P GSCI-ER or the value of the Collateral Assets.

The Shares are intended to constitute an alternative means for investors to achieve investment exposure to the performance of the Index. Although the Shares are not the exact equivalent of an investment in the underlying futures contracts and Treasury securities represented by the Index, the Shares are intended to provide investors with an alternative method of participating in the commodities market. In addition, retail investors can gain exposure to the commodities underlying the S&P GSCI-ER by purchasing individual or small lots of Shares through traditional brokerage accounts, without being subject to the significantly higher minimum contract sizes required for directly establishing a position in the underlying commodities or futures contracts. The Shares are eligible for margin accounts.

Secondary Market Trading

While the Trust anticipates that the price of the Shares will fluctuate in a manner that reflects changes in the Trust's net asset value over time, at any given time the Shares may trade at, above or below their NAV. The NAV fluctuates primarily with changes in the market value of Index Futures. The NAV may also be affected as a result of fluctuations in the value of Collateral Assets, but this fluctuation is not expected to be significant because the Collateral Assets are expected to consist of cash and U.S. Treasury securities. The trading price of the Shares will fluctuate in accordance with changes in their NAV, intraday changes in the value of the Index Futures and market supply and demand. The amount of the discount or premium in the trading price relative to the NAV may be influenced by non-concurrent trading hours between NYSE Arca, the exchange on which the Shares trade, the Exchanges on which Index Futures trade, and the principal commodities markets on which the futures contracts in the S&P GSCI-ER trade. While the Shares are expected to trade on NYSE Arca until 4:00 p.m. (New York time), liquidity in the markets for the Index Futures and the futures contracts underlying the S&P GSCI-ER is expected to be reduced whenever the principal markets for these contracts are closed. As a result, trading spreads, and the resulting premium or discount on the Shares, may widen during these "gaps" in market trading hours.

Investing Pool Interests have been issued by the Investing Pool only to the Trust and the Manager, and are not expected to be transferred. There is no active secondary market for Investing Pool Interests.

Valuation of Index Futures; Computation of Trust's Net Asset Value

The Sponsor has the exclusive authority to determine the net asset value of the Trust and the NAV, which it has delegated to the Trustee under the Trust Agreement. The Trustee determines the net asset value of the Trust and the NAV as of 4:00 p.m. (New York time), on each Business Day on which NYSE Arca is open for regular trading, as soon as practicable after that time. A "Business Day" is defined as a day (1) on which none of the following occurs: (a) NYSE Arca is closed for regular trading, (b) an Exchange is closed for regular trading or

[Table of Contents](#)

(c) the Federal Reserve wire transfer system is closed for cash wire transfers, or (2) that the Trustee determines that it is able to conduct business.

The Trustee values the Trust's assets based upon the determination by the Manager, which may act through the ETF Administrator, of the net asset value of the Investing Pool. The Manager determines the net asset value of the Investing Pool as of the same time that the Trustee determines the net asset value of the Trust.

The Manager values the Investing Pool's long positions in Index Futures on the basis of that day's settlement prices for the Index Futures held by the Investing Pool, as announced by the applicable Exchange. The value of the Investing Pool's positions in any particular Index Future contract equals the product of (a) the number of such Index Futures owned by the Investing Pool, (b) the settlement price of such Index Future on the date of calculation and (c) the multiplier of such Index Future. If there is no announced settlement price for a particular Index Future on a Business Day, the Manager uses the most recently announced settlement price unless the Manager determines that such price is inappropriate as a basis for valuation. The daily settlement price for each Index Future is established on each trading day by the CME shortly after the close of trading for such Index Future, currently 2:40 p.m. (New York time) in the case of the Index Futures held by the Investing Pool as of the date of this prospectus.

The Manager values all other holdings of the Investing Pool at (a) its current market value, if quotations for such property are readily available, or (b) its fair value, as reasonably determined by the Manager, if the current market value cannot be determined.

Once the value of the Index Futures and interest earned on any Collateral Assets and any other assets of the Investing Pool have been determined, the Manager subtracts all accrued expenses and liabilities of the Investing Pool as of the time of calculation in order to calculate the net asset value of the Investing Pool. The Manager, or the ETF Administrator on its behalf, then calculates the value of the Trust's Investing Pool Interests and provides this information to the Trustee.

Once the value of the Trust's Investing Pool Interests has been determined and provided to the Trustee, the Trustee subtracts all accrued expenses and other liabilities of the Trust from the total value of the assets of the Trust, in each case as of the calculation time. The resulting amount is the net asset value of the Trust. The Trustee determines the NAV by dividing the net asset value of the Trust by the number of Shares outstanding at the time the calculation is made. Any changes to NAV that may result from creation and redemption activity occurring on any Business Day is not reflected in NAV until the following Business Day.

The NAV for each Business Day on which NYSE Arca is open for regular trading is expected to be distributed through major market data vendors and published online at <http://www.ishares.com>, or any successor thereto. The Trust updates the NAV as soon as practicable after each subsequent NAV is calculated.

Trust Expenses

The Sponsor is obligated under the Trust Agreement to pay the following administrative, operational and marketing expenses: (1) the fees of the Trustee and the Delaware Trustee and their respective agents and appointees, (2) NYSE Arca listing fees, (3) printing and mailing costs, (4) audit fees, (5) tax reporting costs, (6) license fees and (7) legal expenses relating to the Trust of up to \$100,000 annually. The Sponsor estimates that these annual administrative, operational and marketing expenses will be approximately 0.24% of the net asset value of the Trust for any given year, although the actual amount of these expenses may be more or less. The Trust is not expected to have other ordinary recurring administrative, operational or marketing expenses. The Sponsor also agreed to pay the costs of the Trust's organization and the initial sale of the Shares, including applicable SEC registration fees.

The Sponsor, BAMII, does not receive a fee in connection with its role as Sponsor. However, BAMII receives an allocation in connection with its role as Manager of the Investing Pool that accrues daily at an annualized rate equal to 0.75% of the net asset value of the Investing Pool and is payable by the Investing Pool

Table of Contents

monthly in arrears. For a description of how the net asset value of the Investing Pool is calculated, see “–Valuation of Index Futures; Computation of Trust’ s Net Asset Value” above.

The Sponsor and the Trustee can amend or terminate the Sponsor’ s obligation to pay certain expenses of the Trust in compliance with the requirements described under “Description of the Shares, the Trust Agreement and the Investing Pool Agreement–Amendment and Dissolution”.

The Trust bears the costs of any applicable brokerage commissions and similar transaction fees, which are paid by the Investing Pool out of its assets. The Sponsor does not expect such commissions and fees to exceed \$10,000 in any year.

The following expenses are paid out of the assets of the Trust:

any expenses of the Trust that are not assumed by the Sponsor;

any taxes and other governmental charges that may fall on the Trust or its property;

any expenses of any extraordinary services performed by the Trustee or the Sponsor on behalf of the Trust or expense of any action taken by the Trustee or the Sponsor to protect the Trust and the rights and interests of holders of the Shares; and

any indemnification of the Sponsor.

The Trustee is also entitled to charge the Trust for all expenses and disbursements incurred by the Trustee in connection with the actions described in the second and third bullet points above, including fees and disbursements of its legal counsel; provided that the Trustee is not entitled to charge the Trust for (1) expenses and disbursements that were incurred by it before the Shares were publicly traded and (2) fees of agents for performing services that the Trustee is required under the Trust Agreement to perform.

The Trustee, at the direction of the Sponsor, may liquidate the Trust’ s property from time to time as necessary to permit payment of the fees and expenses that the Trust is required to pay. The Trustee is not responsible for any depreciation or loss incurred by reason of the liquidation of Trust property made in compliance with the Trust Agreement.

Table of Contents

DESCRIPTION OF THE SHARES, THE TRUST AGREEMENT AND THE INVESTING POOL AGREEMENT

The Trust is a statutory trust organized under the laws of the State of Delaware on July 7, 2006. Prior to May 9, 2007, the Trust was known as the iShares® GSCI® Commodity-Indexed Trust. The Trust intends to continuously offer Shares to the public, but is not required to do so and has in the past suspended issuances of new Shares. The required consideration for the Trust's issuance of Shares, and for the Trust's purchase of Investing Pool Interests, consists of Index Futures and cash (or, in the discretion of the Sponsor, other Collateral Assets). The Trust is governed by the Second Amended and Restated Trust Agreement, dated as of March 1, 2013, among the Sponsor, the Trustee and the Delaware Trustee. The Trust Agreement sets out the rights of the registered holders of the Shares and the rights and obligations of the Sponsor, the Trustee and the Delaware Trustee. Delaware law governs the Trust Agreement, the Trust and the Shares.

Each Share represents a unit of fractional undivided beneficial interest in the net assets of the Trust. Substantially all of the assets of the Trust consist of Investing Pool Interests held by the Trustee on behalf of the Trust. Neither the Trust nor the Investing Pool is an investment company registered under the Investment Company Act and neither is required to register under that Act.

The Investing Pool is a limited liability company organized under the laws of the State of Delaware on July 7, 2006. Prior to May 9, 2007, the Investing Pool was known as the iShares® GSCI® Commodity-Indexed Investing Pool LLC. The Investing Pool invests in Index Futures and Collateral Assets held to satisfy applicable margin requirements on those Index Future positions. These Index Futures and Collateral Assets may be contributed to the Investing Pool by the Trust in return for Investing Pool Interests or acquired by the Investing Pool using cash or other proceeds received from the Trust or from interest or other proceeds from the Investing Pool's assets (including from the disposition of those assets). The Investing Pool is governed by the Investing Pool Agreement among BAMII and the Trust, which are its sole members, and BAMII, as the Investing Pool's Manager. The Investing Pool Agreement sets out the rights of the members. Delaware law governs the Investing Pool Agreement, the Investing Pool and the Investing Pool Interests.

Set forth below is a summary of material provisions of the Trust Agreement and certain material provisions of the Investing Pool Agreement and Investing Pool Interests where relevant to the Shareholders. The following summary is qualified by reference to the entire Trust Agreement and the entire Investing Pool Agreement, each of which is filed as an exhibit to the registration statement of which this prospectus is a part.

Creations of Baskets

The Trust intends to offer Shares on a continuous basis on each Business Day, but issuances of new Shares may be suspended at any time. Creations were suspended from August 24, 2009 to April 26, 2010, because the Trust could not invest the proceeds of new issuances in additional Index Future positions due to restrictions on speculative position limits imposed by the CME. Shares may be offered only in Baskets of 50,000 Shares. Baskets are typically issued only in exchange for an amount of Index Futures and cash (or, in the discretion of the Sponsor, other Collateral Assets) equal to the Basket Amount for the Business Day on which the creation order was received by the Trustee. The Basket Amount for a Business Day has a per Share value equal to the NAV as of such day, and the assets included in the Basket Amount are valued in the same manner and on the same basis as the Trust's NAV calculations for its assets generally, as more fully described in "Business of the Trust and the Investing Pool—Valuation of Index Futures; Computation of Trust's Net Asset Value." Creation orders received after 2:40 p.m. New York time are not deemed to be received until the following Business Day. In limited circumstances and subject to the approval of the Trustee, Baskets may be created for cash equal to the NAV of the Shares constituting a Basket as determined on the date the related creation order was received, plus the costs incurred by the Trust and the Investing Pool in establishing the corresponding Index Future positions and acquiring the related Collateral Assets. Creation orders for Baskets paid for solely in cash that are received after 10:00 a.m. New York time will be deemed received as of the following Business Day. The Trustee notifies the Authorized Participants of the Basket Amount on each Business Day.

Table of Contents

Before the Trust issues any Baskets to an Authorized Participant, that Authorized Participant must deliver to the Trustee a creation order indicating the number of Baskets it intends to purchase and providing other details with respect to the procedures by which the Baskets are to be transferred. The Trustee expects to acknowledge the creation order unless it or the Sponsor decides to refuse the order as described below under “–Requirements for Trustee Actions,”

Upon the transfer of (1) the required consideration of Index Futures in the amounts and of the type specified by the Trustee, and cash (or, in the discretion of the Sponsor, other Collateral Assets) in the amounts specified by the Trustee, in each case to the accounts specified by the Trustee, and (2) all transaction fees associated with creations (including but not limited to fees charged by the Exchange and the Clearing FCM) per Basket, the Trustee delivers the appropriate number of Baskets to the DTC account of the Authorized Participant. The total transaction fees charged per Basket created may change from time to time. See “–Fees for Creations and Redemptions.”

Only Authorized Participants can transfer the required consideration and receive Baskets in exchange. Authorized Participants may act for their own accounts or as agents for broker-dealers, custodians and other securities market participants that wish to create or redeem Baskets. An Authorized Participant is under no obligation to the Trust or the Investing Pool to create or redeem Baskets for itself or on behalf of other persons. An order for one or more Baskets may be placed by an Authorized Participant on behalf of multiple clients. The Sponsor and the Trustee maintain a current list of Authorized Participants.

No Shares are issued unless and until the Trustee receives confirmation that (1) the required consideration has been received in the account or accounts specified by the Trustee and (2) the Manager confirms that Investing Pool Interests with an initial value equal to the consideration received for the Shares have been issued to the Trust. It is expected that delivery of the Shares will be made against transfer of consideration on the next Business Day following the Business Day on which the creation order is received by the Trustee, which is referred to as a T+1 settlement cycle. If the Trustee has not received the required consideration for the Shares to be delivered on the delivery date, by 11:00 a.m. (New York time), the Trustee may cancel the creation order.

The Trustee has the absolute right to reject any creation order, for reasons including, among others, (1) the related order not being in proper form as described in the Authorized Participant Agreement, (2) market conditions or other circumstances that make transactions in or delivery of the Shares or the Index Futures impossible or impractical, (3) a determination by the Trustee that the acceptance of the related order would have adverse tax or other consequences to the Trust, the Investing Pool or the Shareholders, or (4) circumstances that would cause the acceptance of the related order to result in a violation of law in the opinion of counsel to the Trustee, the Sponsor, the ETF Administrator or the Processing Agent. Each Authorized Participant Agreement provides that neither the Trustee nor any agents acting on its behalf will be liable to any person for rejecting a creation order.

Redemptions of Baskets

Authorized Participants may typically surrender Baskets in exchange only for an amount of Index Futures and cash (or, in the discretion of the Sponsor, other Collateral Assets) equal to the value of the Basket Amount on the Business Day the redemption request is received by the Trustee. Redemption orders received after 2:40 p.m. New York time are not deemed to be received until the following Business Day. Holders of Baskets who are not Authorized Participants are not able to redeem their Baskets except through an Authorized Participant. It is expected that Authorized Participants may redeem Baskets for their own accounts or on behalf of Shareholders who are not Authorized Participants, but no Authorized Participant is under any obligation to the Trust or the Investing Pool to do so.

Before surrendering Baskets for redemption, an Authorized Participant must deliver to the Trustee a request indicating the number of Baskets it intends to redeem and providing other details with respect to the procedures

Table of Contents

by which the assets representing the required Basket Amount are to be transferred. The Trustee expects to acknowledge the redemption order unless it or the Sponsor decides to refuse the redemption order as described below under “–Requirements for Trustee Actions.”

After the delivery by the Authorized Participant to the Trustee’s DTC account of the total number of Shares to be redeemed by an Authorized Participant, the Trustee delivers to the order of the redeeming Authorized Participant redemption proceeds consisting of Index Futures and cash (or, in the discretion of the Sponsor, other Collateral Assets). The assets included in the redemption proceeds are valued in the same manner and on the same basis as the Trust’s NAV calculations for its assets generally, as more fully described in “Business of the Trust–Valuation of Index Futures; Computation of Trust’s Net Asset Value.” In connection with a redemption order, the redeeming Authorized Participant authorizes the Trustee to deduct from the proceeds of redemption any and all transaction fees associated with redemptions. See “–Fees for Creations and Redemptions.” The Trust receives these redemption proceeds pursuant to the Trust’s contemporaneous redemption of Investing Pool Interests of corresponding value. Shares can be surrendered for redemption only in Baskets.

It is expected that delivery of the Index Futures and cash or other Collateral Assets to the redeeming Shareholder will be made against transfer of the Baskets on the next Business Day following the Business Day on which the redemption request is received by the Trustee, which is referred to as a T+1 settlement cycle. If the Trustee’s DTC account has not been credited with the total number of Shares to be redeemed pursuant to the redemption order by 11:00 a.m. (New York time), on the delivery date, the Trustee may cancel the redemption order.

The Trustee has the absolute right to reject any redemption order, for reasons including, among others, (1) the related order not being in proper form as described in the Authorized Participant Agreement, (2) market conditions or other circumstances that make transactions in or delivery of the Shares or the Index Futures impossible or impractical, (3) a determination by the Trustee that the acceptance of the related order would have adverse tax or other consequences to the Trust, the Investing Pool or the Shareholders, or (4) circumstances that would cause the acceptance of the related order to result in a violation of law in the opinion of counsel to the Trustee, the Sponsor, the ETF Administrator or the Processing Agent. Each Authorized Participant Agreement provides that neither the Trustee nor any agents acting on its behalf will be liable to any person for rejecting a redemption order.

Certificates Evidencing the Shares

The Shares are evidenced by certificates executed and delivered by the Trustee on behalf of the Trust. The Shares settle through DTC’s book-entry settlement system. So long as the Shares are eligible for DTC settlement, there is expected to be only one certificate evidencing Shares, registered in the name of a nominee of DTC. Investors are expected to be able to own Shares only in the form of book-entry security entitlements with DTC or direct or indirect participants in DTC. Investors are generally not entitled to receive separate certificates evidencing Shares. Because Shares can be held only in the form of book entries through DTC and its participants, investors must rely on DTC, a DTC participant and any other financial intermediary through which they hold Shares to receive the benefits and exercise the rights described in this section. Investors should consult with their broker or financial institution to find out about the procedures and requirements for securities held in DTC book-entry form. See also “The Securities Depository; Book-Entry-Only System; Global Security.”

Limitation of Liabilities

You cannot lose more than your investment in the Shares. Under Delaware law, Shareholders’ liability is limited to the same extent as the liability of stockholders of a for profit Delaware business corporation. Certain registered holders of Shares, such as Cede & Co., as nominee for DTC (see “The Securities Depository; Book-Entry-Only System; Global Security”), may also be liable for applicable transfer taxes and other governmental charges payable by the Trustee in connection with the transfer or redemption of Shares.

Table of Contents

Cash and Other Distributions

The Trust has no obligation to make periodic distributions to Shareholders. The Sponsor has the exclusive authority to determine when a cash distribution should be made, which it in turn has delegated to the Trustee. If the Trustee determines that the amount of cash included in the Trust property exceeds the reasonably anticipated expenses of the Trust, the Trustee may, at the direction of the Sponsor, distribute the excess cash to the registered holders of the shares or contribute it to the Investing Pool in exchange for Investing Pool Interests. Under the Investing Pool Agreement, the Manager may, but is not obligated to, direct the Investing Pool to distribute to the Trust cash held by the Investing Pool that is not required in connection with the Investing Pool's business.

If the Trust receives any non-cash proceeds in respect of Trust property (other than proceeds subject to creation and redemption orders), the Trustee, at the direction of the Sponsor, will distribute the non-cash proceeds to the Shareholders by any means lawful, equitable and feasible. If the Trustee cannot distribute the non-cash proceeds proportionately among the Shareholders, the Trustee, at the direction of the Sponsor, will adopt any other method that it deems to be lawful, equitable and feasible, including public or private sale.

Registered holders of Shares will receive these distributions in proportion to the number of Shares owned. Before making a distribution, the Trustee will deduct any applicable withholding taxes and any fees and expenses of the Trust that have not been paid. It will distribute only whole United States dollars and cents and will round fractional cents down to the nearest whole cent. The Trust Agreement provides that the Trust shall not be required to make any distributions in violation of applicable law.

Share Splits

If requested by the Sponsor, the Trustee will declare a split or a reverse split in the number of Shares outstanding and make a corresponding change in the number of Shares constituting a Basket. The Trustee is not required to distribute any fraction of a Share in connection with a split or reverse split of the Shares. The Trustee may sell the aggregated fractions of Shares that would otherwise be distributed in a split or reverse split of the Shares or the amount of Trust property that would be represented by those Shares and distribute the net proceeds of those Shares or that Trust property to the Shareholders entitled to them.

Voting Rights

Shares do not have any voting rights. However, registered holders of at least 25% of the Shares have the right to require the Trustee to cure any material breach by it of the Trust Agreement, and registered holders of at least 75% of the Shares have the right to require the Trustee to terminate the Trust as described under “– Amendment and Dissolution.”

Fees for Creations and Redemptions

Each order for the creation of Baskets must be accompanied by a payment to the Trustee of a transaction fee per Basket. In connection with a redemption order, the redeeming Authorized Participant authorizes the Trustee to deduct from the proceeds of redemption a transaction fee per Basket. The Trustee expects that the transaction fee for Index Futures in creations and redemptions will average to approximately 0.03% of the Basket Amount in any given year, although the actual amount of the transaction fee may be more or less. The transaction fees associated with the creation and redemption of Baskets is subject to change from time to time. Under the terms of the Trust Agreement, Authorized Participants creating or redeeming Baskets are also obligated to pay any taxes, governmental charges or stock transfer or similar fees in connection with such creation or redemption. In limited circumstances and with the approval of the Trustee, Baskets may be created or redeemed for cash, in which case the Authorized Participant is required to pay any additional costs relating to such a creation or redemption, including the costs incurred by the Trust and the Investing Pool of establishing or liquidating the corresponding Index Future position and acquiring or disposing of the related Collateral Assets.

Table of Contents

Trust Expenses

The following expenses are paid out of the assets of the Trust:

- any expenses of the Trust that are not assumed by the Sponsor;
- any taxes and other governmental charges that may fall on the Trust or its property;
- any expenses of any extraordinary services performed by the Trustee or the Sponsor on behalf of the Trust or expenses of any action taken by the Trustee or the Sponsor to protect the Trust and the rights and interests of holders of Shares; and
- any indemnification of the Sponsor.

The Trustee is also entitled to charge the Trust for all expenses and disbursements incurred by the Trustee in connection with the actions described in the second and third bullet points above, including fees and disbursements of its legal counsel; provided that the Trustee is not entitled to charge the Trust for (1) expenses and disbursements that were incurred by it before the Shares were publicly traded and (2) fees of agents for performing services that the Trustee is required under the Trust Agreement to perform.

The Trustee, at the direction of the Sponsor, may liquidate the Trust's property from time to time as necessary to permit payment of the fees and expenses that the Trust is required to pay. If it is necessary for the Trust to liquidate Trust property or apply income from its investments to meet extraordinary expenses, the NAV is expected to decrease.

The Trustee is not responsible for any depreciation or loss incurred by reason of the liquidation of Trust property made in compliance with the Trust Agreement.

Payment of Taxes

The Trustee may deduct the amount of any taxes owed from any distributions it makes. It may also sell Trust assets, by public or private sale, to pay any taxes owed. Registered holders of Shares remain liable if the proceeds of the sale are not enough to pay the taxes.

Valuation of the Trust Assets

See "Business of the Trust and the Investing Pool–Valuation of Index Futures; Computation of Trust's Net Asset Value."

Limitations on Obligations and Liability

The Trust Agreement expressly limits the obligations and liabilities of the Sponsor and the Trustee. The Sponsor and the Trustee:

- are obligated to take only the actions specifically set forth in the Trust Agreement without negligence or bad faith;
- are not liable if either of them is prevented or delayed by law or circumstances beyond their control from performing their respective obligations under the Trust Agreement;
- are not liable if they exercise or fail to exercise discretion permitted under the Trust Agreement;
- have no obligation to prosecute a lawsuit or other proceeding related to the Shares or the Trust property on behalf of any holders of Shares or on behalf of any other person; and
- may rely upon any advice or information from other persons they believe in good faith to be competent to provide such advice or information.

In addition, under the Trust Agreement, the Trust is obligated to indemnify the Sponsor and its shareholders, directors, officers, employees, affiliates and subsidiaries for any liability or expense incurred by any such person that arises out of or in connection with the performance of obligations under the Trust Agreement or any actions

[Table of Contents](#)

taken in accordance with the provisions of the Trust Agreement, absent such person's negligence, bad faith, willful misconduct, willful malfeasance or reckless disregard of such person's duties and obligations.

Amendment and Dissolution

The Sponsor and the Trustee may agree to amend the Trust Agreement without the consent of the Shareholders. If an amendment imposes or increases fees or charges (except for taxes and other governmental charges) or prejudices a substantial existing right of the Shareholders, it will not become effective until thirty days after the Trustee notifies the registered holders of the amendment.

An amendment to the Trust Agreement may substantially alter the nature of an investment in the Shares, including, for example, amendments that change the assets through which the Trust seeks to achieve its investment objective or that cause the Trust to seek investment returns corresponding to the performance of another index. At the time an amendment becomes effective, by continuing to hold Shares, investors are deemed to agree to the amendment and to be bound by the Trust Agreement as amended. In no event may any amendment impair the right of a Shareholder to surrender Baskets and receive therefor the amount of Trust property represented thereby, except in order to comply with mandatory provisions of applicable law. In addition, no amendment to the Trust Agreement may be made if, as a result of such amendment, it would cause the Trust to be taxable as an association taxable as a corporation for United States federal income tax purposes.

The Trustee will dissolve the Trust if:

the Trustee is notified that the Shares are delisted from NYSE Arca and are not approved for listing on another national securities exchange within five Business Days of their delisting;

registered holders of at least 75% of the outstanding Shares notify the Trustee that they have elected to dissolve the Trust; sixty days have elapsed since the Trustee notified the Sponsor of the Trustee's election to resign, and a successor trustee has not been appointed and accepted its appointment;

the SEC (or its staff) or a court of competent jurisdiction determines that the Trust is an investment company under the Investment Company Act, and the Trustee has actual knowledge of that determination;

the Manager determines to liquidate the Investing Pool in accordance with the terms of the Investing Pool Agreement (other than in connection with a merger of the Investing Pool with and into the Trust or in connection with the final distribution of the Investing Pool's assets in order to achieve a substantially similar result); the Investing Pool Agreement provides that the Manager may liquidate the Investing Pool at any time the Manager determines that liquidation is advisable, and the Manager may, for example (but will not be obligated to), liquidate the Investing Pool if, among other reasons, (1) legal, regulatory or market changes occur that would result, in the opinion of the Manager, in a decrease of investment opportunities available to meet the Trust's investment objective, (2) the Index Sponsor ceases to maintain the Index and, in the opinion of the Manager, no successor or reasonably similar index is available, or (3) the value of the Investing Pool is at a level at which continued operation of the Investing Pool is not cost-efficient;

the Trust and/or the Investing Pool is treated as an association taxable as a corporation for United States federal income tax purposes, and the Trustee receives notice from the Sponsor that the Sponsor has determined that the dissolution of the Trust is advisable; or

DTC is unable or unwilling to continue to perform its functions, and a comparable replacement is unavailable.

The Trustee will notify DTC at least thirty days before the date for dissolution of the Trust. After termination, the Trustee and its agents will do the following under the Trust Agreement but nothing else: (1) collect distributions pertaining to Trust property, (2) pay the Trust's expenses and sell assets as necessary to

Table of Contents

meet those expenses and (3) deliver Trust property upon surrender and cancellation of Shares. Ninety days or more after dissolution, the Trustee may sell any remaining Trust property in a public or private sale. After that, the Trustee will hold the money it received on the sale and any other cash it is holding under the Trust Agreement for the *pro rata* benefit of the registered holders that have not surrendered their Shares. The Trustee will not invest the money and will have no liability for interest. The Trustee's only obligations will be to account for the money and other cash, after deduction of applicable fees, trust expenses and taxes and governmental charges.

Requirements for Trustee Actions

Before the Trustee delivers or registers a transfer of Shares, make a distribution on Shares, or permit the withdrawal of Trust property, the Trustee may require:

- payment of stock transfer or other taxes or other governmental charges and transfer or registration fees charged by third parties for the transfer of any Shares or Trust property;
- satisfactory proof of the identity and genuineness of any signature or other information it deems necessary; and
- compliance with regulations it may establish, from time to time, consistent with the Trust Agreement, including the presentation of transfer documents.

The Trustee may suspend the delivery of Shares, registrations of transfer of Shares and surrenders of Shares for the purpose of withdrawing Trust property generally, or may refuse particular deposit, transfer or withdrawal requests at any time when the books of the Trustee are closed or at any time if the Trustee or the Sponsor determines that it is necessary or advisable to do so for any reason.

Delegation by the Trustee to the ETF Administrator, Tax Administrator or Other Agent

The Trustee may delegate all or some of its duties under the Trust Agreement to an agent without the consent of the Sponsor, any Authorized Participant or any Shareholders. The Trustee has delegated certain of its functions to the ETF Administrator, the Tax Administrator and the Processing Agent. The Trustee is not required to appoint a new agent upon any termination of any of these delegations.

Custody of the Assets of the Trust and the Investing Pool

The creation and redemption of Baskets, and the corresponding creation and redemption of Investing Pool Interests, are generally effected through transactions known as EFRPs. Because EFRPs involve contemporaneous transfers, it is anticipated that the Trust will not hold Index Futures and Collateral Assets on a regular basis. The Investing Pool Interests, which are not certificated, are recorded in the books and records of the Trust by the Trustee and in the books and records of the Investing Pool by the Manager.

The Investing Pool's Index Futures and the assets posted as margin for these Index Future positions are held in the Investing Pool's account, established at the Clearing FCM. The Clearing FCM further transfers some or all of the assets posted as margin for the Investing Pool's Index Future positions to the Exchange.

Substantially all of the Investing Pool's remaining assets are held in the Investing Pool's accounts at the ETF Administrator, and consist of Collateral Assets and cash held in interest bearing accounts.

Investing Pool Agreement

The Investing Pool is governed by the "Investing Pool Agreement," entered into among the Trust and BAMII, as members, and BAMII, as Manager. As Manager, BAMII is responsible for the administration of the Investing Pool.

Table of Contents

The Investing Pool has issued Investing Pool Interests only to the Trust and the Manager. Under the terms of the Investing Pool Agreement, neither the Trust nor the Manager may transfer Investing Pool Interests to any other person; provided that the Manager may transfer its Investing Pool Interests to any non-natural person that is an affiliate of BAMII. Each time Shares are created or redeemed, the Trust contributes to the Investing Pool, or receives a distribution from the Investing Pool, in an amount equivalent to the Basket Amount it receives in connection with such creation or redemption. The Manager made an initial contribution of \$25,000 to the Investing Pool.

The Manager has delegated some of the administration of the Investing Pool to BTC the Administrator, which in turn has employed the ETF Administrator to maintain various records and carry out various duties on behalf of the Investing Pool. BTC has also employed the Tax Administrator to provide tax accounting and tax reporting services for the Trust and the Investing Pool.

The Manager is obligated to pay expenses that would otherwise be considered ordinary operating expenses of the Investing Pool (other than trading commissions). In recognition of its paying these expenses, as well as the ordinary operating expenses with respect to the Trust, for which BAMII serves as Sponsor, the Manager receives a special allocation from the Investing Pool that accrues daily at an annualized rate equal to 0.75% of the net asset value of the Investing Pool and is payable by the Investing Pool monthly in arrears.

The Investing Pool Agreement provides that none of the Manager, the Trust or any of their respective agents or officers will have personal liability to the Investing Pool or each other for monetary damages for breach of fiduciary duty (if any) or any act or omission performed or omitted by any such person in good faith on behalf of the Investing Pool, except for such person's gross negligence or willful misconduct. The Investing Pool Agreement provides that, to the extent it has available assets, the Investing Pool will indemnify the Trust, the Manager and the officers, agents and delegates of the Investing Pool, for any loss, damage, claim or expense based on their conduct relating to the Investing Pool, provided that the conduct resulting in the loss, damage, claim or expense did not result from the indemnified parties' gross negligence, bad faith or willful misconduct.

The Investing Pool Agreement may be amended by the Trust and the Manager. The Investing Pool will be dissolved and its affairs will be wound up upon the first to occur of: (1) the entry of a decree of judicial dissolution under the Delaware Limited Liability Company Act, (2) at any time the Manager determines that dissolving the Investing Pool is desirable, or (3) the termination of the legal existence of the last remaining member of the Investing Pool or the occurrence of any other event that terminates the continued membership of the last remaining member of the Investing Pool in the Investing Pool unless the Investing Pool is continued without dissolution in a manner permitted by the Delaware Limited Liability Company Act.

The Investing Pool has entered into a commodity trading advisor agreement with the Advisor, which provides the Advisor with discretionary authority to make all determinations with respect to the Investing Pool's assets, subject to specified limitations. The Investing Pool has also entered into a futures commission merchant agreement with the Clearing FCM that provides for the execution and clearing of transactions in the Index Futures.

Table of Contents

THE SECURITIES DEPOSITORY; BOOK-ENTRY-ONLY SYSTEM; GLOBAL SECURITY

DTC acts as securities depository for the Shares. DTC is a limited-purpose trust company organized under the laws of the State of New York, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Exchange Act. DTC was created to hold securities of its participants and to facilitate the clearance and settlement of transactions in those securities among DTC Participants through electronic book-entry changes. This eliminates the need for physical movement of securities certificates. DTC Participants include securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations, some of whom (and/or their representatives) own DTC. Access to the DTC system is also available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a DTC Participant, either directly or indirectly. DTC agrees with and represents to its participants that it will administer its book-entry system in accordance with its rules and by-laws and requirements of law.

Individual certificates will not be issued for the Shares. Instead, a global certificate will be signed by the Trustee on behalf of the Trust, registered in the name of Cede & Co., as nominee for DTC, and deposited with the Trustee on behalf of DTC. The global certificate will represent all of the Shares outstanding at any time.

Upon the settlement date of any creation, transfer or redemption of Shares, DTC will credit or debit, on its book-entry registration and transfer system, the number of Shares so created, transferred or redeemed to the accounts of the appropriate DTC Participants. The Trustee and the DTC Participants will designate the accounts to be credited and charged in the case of creation or redemption of Shares.

Beneficial ownership of the Shares will be limited to DTC Participants, Indirect Participants and persons holding interests through DTC Participants and Indirect Participants. Owners of beneficial interests in the Shares will be shown on, and the transfer of ownership will be effected only through, records maintained by DTC, with respect to DTC Participants, the records of DTC Participants, with respect to Indirect Participants, and the records of Indirect Participants with respect to beneficial owners that are not DTC Participants or Indirect Participants. Beneficial owners are expected to receive from or through a DTC Participant a written confirmation relating to their purchase of the Shares.

Investors may transfer Shares through DTC by instructing the DTC Participant or Indirect Participant through which they hold their Shares to transfer the Shares. Transfers will be made in accordance with standard securities industry practice.

DTC may decide to discontinue providing its service for the Shares by giving notice to the Trustee and the Sponsor. Under these circumstances, the Trustee and the Sponsor will either find a replacement for DTC to perform its functions at a comparable cost or, if a replacement is unavailable, the Trust will be dissolved.

The rights of the Shareholders generally must be exercised by DTC Participants acting on their behalf in accordance with the rules and procedures of DTC.

The Trust Agreement provides that, as long as the Shares are represented by a global certificate registered in the name of DTC or its nominee, the Trustee will be entitled to treat DTC as the holder of the Shares.

THE SPONSOR AND THE MANAGER

The Sponsor

The Sponsor is BAMII, a Delaware corporation and an indirect subsidiary of BlackRock, Inc. The Sponsor was organized as a Delaware corporation on March 22, 1990. Since January 2004, BlackRock Asset Management International Inc. has held an equity interest in a securities lending platform. From January 2005 to November 2012, BAMII served as sponsor of the iShares Gold Trust (the “Gold Trust”), a trust registered with the SEC. From April 2006 to November 2012, BAMII served as sponsor of the iShares Silver Trust (the “Silver Trust”), a trust registered with the SEC. Neither the Gold Trust nor the Silver Trust is a commodity pool regulated by the CFTC or the NFA. Since July 2006, BAMII has served as Sponsor and commodity pool operator of the Trust and Manager and commodity pool operator of the Investing Pool. Since October 2007, BAMII has served as sponsor of the iShares Mexico Trust, a trust that issues Mexican exchange-traded equity funds. Since December 2008, BAMII has served as sponsor of the following Brazilian exchange-traded equity funds: iShares Ibovespa Fundo de Indice, iShares BM&FBovespa Small Cap Fundo de Indice, and iShares BM&FBovespa MidLarge Cap Fundo de Indice. BAMII has been registered with the CFTC as a commodity pool operator, and as a member of the NFA, since October 14, 2005. The Sponsor became a listed principal of iShares Delaware Trust Sponsor LLC, a commodity pool operator, in June 2009. The Sponsor’s principal office is located at 400 Howard Street, San Francisco, CA 94105.

The Sponsor arranged for the creation of the Trust, the registration of the Shares for their public offering and the listing of the Shares on NYSE Arca. The Trust is not expected to have any ordinary recurring expenses. The Sponsor has agreed under the Trust Agreement to pay the following administrative and marketing expenses: (1) the fees of the Trustee and the Delaware Trustee and their respective agents and appointees, (2) NYSE Arca listing fees, (3) printing and mailing costs, (4) audit fees, (5) tax reporting costs, (6) license fees and (7) legal expenses relating to the Trust of up to \$100,000 annually. The Sponsor also agreed to pay the costs of the Trust’s organization and the initial sale of the Shares, including applicable SEC registration fees.

The Sponsor has the authority under the Trust Agreement to direct the Trustee in the operation of the Trust, although the Sponsor does not expect to exercise day-to-day oversight over the Trustee. The Sponsor may remove the Trustee and appoint a successor Trustee if the Trustee ceases to meet certain objective requirements, or if, having received written notice of a material breach of its obligations under the Trust Agreement, the Trustee has not cured the breach within thirty days. The Sponsor may also replace the Trustee during the ninety days following any merger, consolidation or conversion in which the Trustee is not the surviving entity or, in its discretion, at any time following the first anniversary of the creation of the Trust.

The Sponsor does not receive a fee from the Trust. Except as described below, none of the principals of the Sponsor are expected to hold any beneficial interest in the Trust. The Sponsor and its principals are only permitted to trade commodity interests for their own accounts in accordance with the Sponsor’s code of ethics. The Sponsor does not intend to permit Shareholders to review its records with respect to any such trading or any written policies related to such trading. The Sponsor currently holds approximately 504 Shares.

The Manager

The Manager is BAMII. The Manager operates as the commodity pool operator for the Investing Pool. BAMII has been registered with the CFTC as a commodity pool operator since October 13, 2005, and as a member of the NFA, since October 14, 2005. The Manager’s role is described above under “Description of the Shares, the Trust Agreement and the Investing Pool Agreement–Investing Pool Agreement”. The Manager currently holds an interest of approximately 510 units in the Investing Pool.

In return for paying certain amounts that would otherwise be considered ordinary operating expenses of the Trust and the Investing Pool, the Manager receives an allocation from the Investing Pool that accrues daily at an annualized rate equal to 0.75% of the net asset value of the Investing Pool and is payable monthly in arrears.

Certain performance data with respect to the Sponsor and the Manager can be found on page 82.

[Table of Contents](#)

Principals and Key Personnel of the Sponsor and the Manager

Michael Latham is the President and Chief Executive Officer, Jack Gee is the Chief Operating Officer and Chief Financial Officer and Charles Park is the Chief Compliance Officer of BAMII.

BAMII is managed by a Board of Directors, which is composed of Messrs. Latham and Gee. Greg Savage is a principal of BAMII and is principally responsible for the trading decisions of the Sponsor and the Manager.

Michael Latham, 47, became a principal of BAMII in February 2006 and an associated person of BAMII in January 2010. Mr. Latham became a principal and associated person of BFA in March 2010. Mr. Latham has served as Chief Executive Officer and President of BAMII since December 2009 and Director of BAMII since October 2005. Mr. Latham served as Chief Financial Officer of BAMII from October 2005 to December 2009. Mr. Latham served as Director of iShares® Delaware Trust Sponsor LLC, a commodity pool operator from June 2009 to September 2011 and served as its Chief Executive Officer and President from December 2009 to September 2011. Mr. Latham was a principal of iShares® Delaware Trust Sponsor LLC from June 2009 to September 2011 and an associated person of iShares® Delaware Trust Sponsor LLC from January 2010 to September 2011. Mr. Latham has served as Co-Chief Operating Officer of BFA since March 2010. Mr. Latham has served as the global head of the iShares® business since July 2010. Mr. Latham served as the head of the iShares® business for the United States and Canada from January 2006 to July 2010. Prior to that, Mr. Latham served as the Chief Operating Officer of the U.S. Individual Investor and the Exchange Traded Fund business of BTC, a national banking association and commodity trading advisor registered with the CFTC, from January 2000 to January 2006. Mr. Latham served as deputy head of operations and subsequently head of operations for BlackRock Advisors (UK) Limited, a U.K. asset manager from August 1997 to January 2000. From August 1994 to August 1997, Mr. Latham was a manager in the Portfolio Accounting Group at BTC. Prior to joining BTC, Mr. Latham was an auditor at Ernst & Young from September 1989 to August 1994. Mr. Latham received his Bachelor of Science in Business Administration from the San Francisco State University and is a certified public accountant.

Jack Gee, 53, became a principal of BAMII in December 2011 and serves as Chief Operating Officer, Chief Financial Officer and Director of BAMII. Mr. Gee became a principal of iShares® Delaware Trust Sponsor LLC in September 2011 and serves as Chief Financial Officer. Mr. Gee joined BlackRock Institutional Trust Company, N.A., a national banking association and a commodity trading advisor registered with the CFTC, as Director of US Fund Administration of BlackRock Institutional Trust Company, N.A. from September 2004 to January 2010. Since January 2010, Mr. Gee has served as Managing Director of BlackRock Institutional Trust Company, N.A. Prior to joining BlackRock Institutional Trust Company, N.A., Mr. Gee served as Chief Financial Officer of Parnassus Investments, an investment adviser registered with the SEC, from March 2004 to September 2004; Chief Financial Officer of Cazenave Partners, an investment adviser registered with the SEC, from October 2003 to March 2004; Controller of Paul Capital Partners, an investment firm focusing on the secondary private equity and healthcare market, from October 2002 to October 2003; Chief Financial Officer of Fremont Investment Advisors, Inc., an investment adviser formerly registered with the SEC, from October 1997 to September 2002. Mr. Gee earned a Bachelor of Science degree in accounting from the California State University in 1982.

Charles Park, 45, became a principal of BAMII in December 2012 and serves as Chief Compliance Officer of BAMII. Mr. Park became a principal of iShares® Delaware Trust Sponsor LLC and BlackRock Fund Advisors in December 2012 and serves as Chief Compliance Officer. Mr. Park joined BlackRock Institutional Trust Company, N.A., a national banking association and a commodity trading advisor registered with the CFTC, in August 2006 as Chief Compliance Officer. Prior to joining BlackRock Institutional Trust Company, N.A., Mr. Park served as Chief Compliance Officer of American Century Investment Management, Inc., a commodity pool operator and commodity trading advisor, from October 1995 to July 2006. Mr. Park earned a Bachelor of Arts degree in economics from the University of Michigan in 1989 and a Juris Doctor from the University of Michigan in 1992.

Table of Contents

Greg Savage, 41, became a principal and associated person of BAMII in March 2009. Mr. Savage has served as a Senior Portfolio Manager and Team Leader for BFA, an investment advisor registered with the SEC and a commodity trading advisor registered with the CFTC, since September 2007 and became a principal and associated person of that entity in March 2009. Mr. Savage became a principal and associated person of iShares Delaware Trust Sponsor, LLC in July 2012. Mr. Savage also served as a Portfolio Manager for BFA from March 2001 to September 2007. Mr. Savage served as a Transition Services Manager for BTC, a national banking association and commodity trading adviser registered with the CFTC, from June 1999 to March 2001 and became an associated person of that entity in June 2007. Mr. Savage received his Bachelor of Science in Accounting from the University of Colorado at Boulder and is a CFA charterholder. He has the FINRA Series 7, 63 and 3 licenses.

BlackRock Delaware Holdings Inc., a Delaware corporation and an indirect subsidiary of BlackRock, Inc., became a principal of BAMII in October 2005. BlackRock Delaware Holdings Inc. owns 100% of the equity of BAMII. BlackRock Delaware Holdings Inc. is the parent holding company of BTC and BAMII and the indirect parent holding company of BFA. In addition, Ryan Braniff became a listed principal of BAMII in October 2008, and Daniel Waltcher became a listed principal of BAMII in February 2012. Ryan Braniff and Daniel Waltcher conduct certain administrative and supervisory functions, respectively, for the Sponsor.

THE TRUSTEE

The Trustee is BTC, a national banking association and an indirect subsidiary of BlackRock, Inc. The Trustee's principal office is located at 400 Howard Street, San Francisco, CA 94105. The Trustee has authority to delegate some of its responsibilities under the Trust Agreement to agents, and has delegated certain of its functions to the ETF Administrator, the Tax Administrator and the Processing Agent. The Trustee also maintains certain books and records of the Sponsor relating to communications with Shareholders at the offices of the Trustee.

State Street Bank and Trust Company, a trust company organized under the laws of Massachusetts, currently serves as the ETF Administrator. In July of 2007, State Street Bank and Trust Company acquired the initial ETF Administrator, Investors Bank & Trust Company. State Street Bank and Trust Company's principal office is located at One Lincoln Street, Boston, MA 02111. State Street Bank and Trust Company is subject to supervision by the Massachusetts Commissioner of Banks and the Board of Governors of the Federal Reserve System. Information regarding creation and redemption of Shares, Basket composition, the net asset value of the Trust, transaction fees and the names of the parties that have executed an Authorized Participant Agreement may be obtained from State Street Bank and Trust Company by calling the following number: 1-800-474-2737. A copy of the Trust Agreement is available for inspection at the ETF Administrator's office identified above. Books and records of the Sponsor with respect to the Trust and of the Manager with respect to the Investing Pool are maintained at this office of State Street Bank and Trust Company (other than records maintained by the Trustee, the Tax Administrator or the Processing Agent as described herein).

The Trustee is responsible for the day-to-day administration of the Trust. Day-to-day administration includes (1) processing orders for the creation and redemption of Baskets, (2) coordinating with the Sponsor and the Manager of the Investing Pool the receipt and delivery of consideration transferred to, or by, the Trust in connection with each creation and redemption of Baskets, (3) calculating the net asset value of the Trust on each Business Day, (4) calculating net income and realized capital gains or losses, and (5) paying the Trust's expenses. The Trustee has delegated processing creation and redemption orders of Baskets to the Processing Agent, SEI Investments Distribution Co., a Pennsylvania corporation, certain tax services to the Tax Administrator, and the remainder of the day-to-day responsibilities to the ETF Administrator. Certain books and records of the Sponsor relating to the creation and redemption of Baskets are maintained at the offices of the Processing Agent at One Freedom Valley Drive, Oaks, PA 19456.

The Trustee's fees are paid by the Sponsor.

The Trustee and any of its affiliates may from time to time purchase or sell Shares for their own account, as agent for their customers and for accounts over which they exercise investment discretion.

THE ETF ADMINISTRATOR

State Street Bank and Trust Company serves as the ETF Administrator, and has been delegated certain day-to-day administrative functions of the Trustee and the Administrator, including calculating the value of certain of the Investing Pool's assets, maintaining custody of Collateral Assets not posted as margin, transferring Collateral Assets in satisfaction of applicable margin requirements, and maintaining certain records and accounts. The ETF Administrator has established and maintains one or more securities accounts and one or more cash accounts on behalf of the Investing Pool in which the Collateral Assets are deposited and held. In general, the Manager, on behalf of the Investing Pool, exercises control over these accounts. The Manager has delegated the authority to supervise and direct the investments of the assets in the Investing Pool's accounts to the Advisor, and has delegated the authority to make and receive applicable margin payments relating to the Investing Pool's Index Future positions to the ETF Administrator.

The ETF Administrator's services are governed under the Master Services Agreement among the ETF Administrator, the Trust and the Investing Pool, among others. The Master Services Agreement consists of a master services agreement supplemented by related service modules and other documentation specifying the service levels provided by, and related fees payable to, the ETF Administrator in connection with its services. The fees of the ETF Administrator are paid by the Sponsor on behalf of the Trust and by the Manager on behalf of the Investing Pool. Subject to customary exceptions, the ETF Administrator is generally exculpated and indemnified by the Trust and the Investing Pool for losses that may arise in connection with its provision of services.

Under the Master Services Agreement, the ETF Administrator has agreed to provide its services for an initial term ending on May 15, 2014, subject to automatic extensions for up to six months following the end of such initial term if the Trust and the Investing Pool take no action to renew the term. The Trust and the Investing Pool may renew the term twice for up to two years each (up to a total of four years). The ETF Administrator may terminate its services for certain material breaches of the Master Services Agreement or for failure to pay fees within a specified grace period. The Trust and the Investing Pool may terminate the Master Services Agreement for cause, certain enduring force majeure events, terminations as may be required or occasioned by law, and for certain corporate events affecting the ETF Administrator. Under the Master Services Agreement, the ETF Administrator has also agreed to provide certain post-termination transition and disengagement support services for up to two years following termination.

THE DELAWARE TRUSTEE

Wilmington Trust Company serves as the Delaware Trustee of the Trust. The Delaware Trustee is not entitled to exercise any of the powers, or have any of the duties or responsibilities, of the Trustee. The Delaware Trustee is a trustee of the Trust for the sole and limited purpose of fulfilling the requirements of the Delaware Statutory Trust Act.

THE ADVISOR

The Advisor is BFA, a California corporation and an indirect subsidiary of BlackRock, Inc. The Advisor serves as the commodity trading advisor for the Investing Pool. The Advisor has been registered as a commodity trading advisor with the CFTC, and as a member of the NFA, since April 5, 1993. The Trust does not have a separate commodity trading advisor. The Investing Pool has entered into a commodity trading advisor agreement with the Advisor, which provides the Advisor with discretionary authority to make all determinations with respect to the Investing Pool's assets, subject to specified limitations.

Except as described below, neither the Advisor nor any of its principals are expected to hold any beneficial interest in the Trust. The Advisor and its principals are only permitted to trade commodity interests for their own

Table of Contents

accounts in accordance with the Advisor's code of ethics. The Advisor does not intend to permit Shareholders to review its records with respect to any such trading or any written policies related to such trading.

Laurence Fink is the Chief Executive Officer, Michael Latham is Co-Chief Operating Officer, Ann Marie Petach is the Chief Financial Officer and Charles Park is the Chief Compliance Officer of the Advisor. Greg Savage, a principal and registered associated person of the Advisor is principally responsible for the trading decisions with respect to the Investing Pool's account.

The Advisor is managed by a Board of Directors, which is composed of Laurence Fink, Robert Kapito and Daniel Waltcher.

Certain performance data with respect to the Advisor can be found on page 82.

Laurence Fink, 60, became a principal of BFA, an investment adviser registered with the SEC and commodity trading advisor registered with the CFTC, in December 2009. Mr. Fink has served as Director, Chairman and Chief Executive Officer of BFA since December 2009. Mr. Fink has served as Chairman, Chief Executive Officer and Director of BlackRock, Inc., a global asset management firm, since January 1998; Chief Executive Officer since September 1994 of BlackRock Advisors, LLC, an investment management company registered with the CFTC as a commodity trading advisor, commodity pool operator and swap firm, and a principal of that entity since November 2012; Chairman, Chief Executive Officer and Director of BlackRock Financial Management, Inc., an investment management company and a commodity trading adviser registered with the CFTC, since April 1988 and became a principal of that entity in May 1997; Chief Executive Officer of BlackRock Capital Management, Inc., an investment management company, since November 1999; Chief Executive Officer of BlackRock Institutional Management Corporation, an investment management company, since February 1998; Chief Executive Officer of BlackRock Investment Management, LLC, an investment management company, since September 2006 and became a principal of that entity in August 2008; Chairman, Chief Executive Officer and Director of State Street Research & Management Company, an investment management company, since February 2005; a principal of Enso Capital Management LLC, an investment management company, from May 2002 to June 2012 and a principal of Enso Capital Management II LLC from July 2002 to November 2009. Mr. Fink received his MBA from the University of California Los Angeles in 1976 and his Bachelor of Science in Political Science from California State University Northridge in 1974.

Michael Latham, 47, became a principal and associated person of BFA in March 2010, and has served as Co-Chief Operating Officer of BFA since March 2010. Mr. Latham became a principal of BAMII in February 2006 and an associated person of BAMII in January 2010. Mr. Latham has served as Chief Executive Officer and President of BAMII since December 2009 and Director of BAMII since October 2005. Mr. Latham served as Chief Financial Officer of BAMII from October 2005 to December 2009. Mr. Latham served as Director of iShares® Delaware Trust Sponsor LLC, a commodity pool operator from June 2009 to September 2011 and served as its Chief Executive Officer and President from December 2009 to September 2011. Mr. Latham was a principal of iShares® Delaware Trust Sponsor LLC from June 2009 to September 2011 and an associated person of iShares® Delaware Trust Sponsor LLC from January 2010 to September 2011. Mr. Latham has served as the global head of the iShares® business since July 2010. Mr. Latham served as the head of the iShares® business for the United States and Canada from January 2006 to July 2010. Prior to that, Mr. Latham served as the Chief Operating Officer of the U.S. Individual Investor and the Exchange Traded Fund business of BTC, a national banking association and commodity trading advisor registered with the CFTC, from January 2000 to January 2006. Mr. Latham served as deputy head of operations and subsequently head of operations for BlackRock Advisors (UK) Limited, a U.K. asset manager from August 1997 to January 2000. From August 1994 to August 1997, Mr. Latham was a manager in the Portfolio Accounting Group at BTC. Prior to joining BTC, Mr. Latham was an auditor at Ernst & Young from September 1989 to August 1994. Mr. Latham received his Bachelor of Science in Business Administration from the San Francisco State University and is a certified public accountant.

Ann Marie Petach, 52, became a principal of BFA, an investment adviser registered with the SEC and commodity trading advisor registered with the CFTC, and BTC, a national banking association and a commodity

Table of Contents

trading adviser registered with the CFTC, in December 2009. Ms. Petach has served as Director of BTC and Chief Financial Officer of the BFA since December 2009. Ms. Petach has also served as Managing Director of BlackRock, Inc., a global asset management firm, since June 2007 and as Chief Financial Officer of that entity since June 2008; Managing Director since June 2007 of BlackRock Advisors, LLC, an investment management company registered with the CFTC as a commodity trading advisor, commodity pool operator and swap firm, and as Chief Financial Officer of that entity since June 2008 and principal of that entity since November 2012; Managing Director of BlackRock Capital Management, Inc., an investment management company, since June 2007 and as Chief Financial Officer of that entity since June 2008; Managing Director of BlackRock Financial Management, Inc., an investment management company, since June 2007, Chief Financial Officer of that entity since June 2008 and principal of that entity since September 2008; Managing Director of BlackRock Institutional Management Corporation, an investment management company, since June 2007 and as Chief Financial Officer of that entity since June 2008; Managing Director of BlackRock Investment Management, LLC, an investment management company, since June 2007, Chief Financial Officer since June 2008 and became a principal of that entity in September 2008; Managing Director of State Street Research & Management Company, an investment management company, since June 2007 and as Chief Financial Officer of that entity since June 2008. Ms. Petach served as Assistant Treasurer of Ford Motor Company, a multinational automotive manufacturer, from January 1998 to November 2004 and Vice President and Treasurer of that entity from November 2004 to June 2007. Ms. Petach received a Bachelor of Arts in Business and Spanish from Muhlenberg College in 1982 and an MBA from Carnegie Mellon University in 1984.

Robert Kapito, 56, became a principal of BFA, an investment adviser registered with the SEC and commodity trading advisor registered with the CFTC, in December 2009 and has served as Director and President of that entity since December 2009. Mr. Kapito served as Director and Vice Chairman of BlackRock, Inc., a global asset management firm, from January 1998 to September 2007 and has served as President of that entity since September 2007. From February 1998 to September 2007, Mr. Kapito served as Director and Vice Chairman of BlackRock Advisors, LLC, an investment management company registered with the CFTC as a commodity trading advisor, commodity pool operator and swap firm, and has served as President of that entity since September 2007 and principal of that entity since November 2012. Mr. Kapito also served as Director and Vice Chairman of BlackRock Capital Management, Inc., an investment management company and a commodity trading adviser registered with the CFTC, from November 1999 to September 2007 and has served as President of that entity since September 2007. Mr. Kapito served as Director and Vice Chairman of BlackRock Financial Management, Inc., an investment management company, from April 1988 to September 2007, became an associated person in October 1997, a principal in May 1997, a swap associated person in December 2012, and has served as President of that entity since September 2007. Mr. Kapito served as Director and Vice Chairman of BlackRock Institutional Management Corporation, an investment management company, from February 1998 to September 2007, and has served as President of that entity since September 2007. Mr. Kapito served as Director and Vice Chairman of BlackRock Investment Management, LLC, an investment management company, from September 2006 to September 2007, and has served as President of that entity since September 2007. Mr. Kapito became a principal of BlackRock Investment Management, LLC in November 2008. Mr. Kapito served as Director and Vice Chairman of State Street Research & Management Company, an investment management company, from February 2005 to September 2007, and has served as President of that entity since September 2007. Mr. Kapito received his Bachelor of Science in Economics from the Wharton School of the University of Pennsylvania in 1979 and his MBA from the Harvard Graduate School of Business in 1983.

Daniel Waltcher, 49, joined BFA, an investment adviser registered with the SEC and commodity trading advisor registered with the CFTC, in December 2009. Mr. Waltcher has served as Director of BFA since December 2009, principal of BFA since January 2010 and Secretary of BFA since February 2012. Since November 2012, Mr. Waltcher has been a principal of BlackRock Advisors, LLC, an investment management company registered with the CFTC as a commodity trading advisor, commodity pool operator and swap firm. Mr. Waltcher has served as Deputy General Counsel and Managing Director of BlackRock Inc., a global asset management firm, since January 2005. From October 1998 to December 2001, Mr. Waltcher served as Director and Senior Counsel at BlackRock, Inc. and from January 2002 to December 2004, he served as Managing

Table of Contents

Director and Senior Counsel at that entity. Mr. Waltcher became a principal and serves as Managing Director of BlackRock Asset Management International Inc., a commodity pool operator registered with the CFTC, BlackRock Financial Management Inc, an investment management company and a commodity trading adviser registered with the CFTC, BlackRock Institutional Trust Company, N.A., a national banking association and a commodity trading advisor registered with the CFTC and BlackRock Investment Management LLC, an investment management company since February 2012. Mr. Waltcher became a principal and serves as Secretary and Managing Director of iShares Delaware Trust Sponsor LLC, a commodity pool operator, since February 2012. Previously, Mr. Waltcher was Senior Counsel of Chancellor Capital Management, Inc., a money management firm, from July 1995 to September 1998 and an associate at Simpson Thacher & Bartlett, a law firm, from October 1989 to June 1995. Mr. Waltcher received his Bachelor of Arts from Cornell University in 1984 and his JD from Cornell Law School in 1989.

Charles Park, 45, became a principal of BFA in December 2012 and serves as Chief Compliance Officer of BFA. Mr. Park became a principal of iShares® Delaware Trust Sponsor LLC and BAMII in December 2012 and serves as Chief Compliance Officer. Mr. Park joined BlackRock Institutional Trust Company, N.A., a national banking association and a commodity trading advisor registered with the CFTC, in August 2006 as Chief Compliance Officer. Prior to joining BlackRock Institutional Trust Company, N.A., Mr. Park served as Chief Compliance Officer of American Century Investment Management, Inc., a commodity pool operator and commodity trading advisor, from October 1995 to July 2006. Mr. Park earned a Bachelor of Arts degree in economics from the University of Michigan in 1989 and a Juris Doctor from the University of Michigan in 1992.

Greg Savage, 41, became a principal and associated person of BFA, an investment adviser registered with the SEC and commodity trading advisor registered with the CFTC, in March 2009. Mr. Savage became a principal and associated person of BAMII, a commodity pool operator, in March 2009. Mr. Savage has served as a Senior Portfolio Manager and Team Leader for BFA since September 2007. Mr. Savage became a principal and associated person of iShares Delaware Trust Sponsor, LLC in July 2012. Mr. Savage also served as a Portfolio Manager for BFA from March 2001 to September 2007. Mr. Savage served as a Transition Services Manager for BTC, a national banking association and commodity trading adviser registered with the CFTC, from June 1999 to March 2001 and became an associated person of that entity in June 2007. Mr. Savage received his Bachelor of Science in Accounting from the University of Colorado at Boulder and is a CFA charterholder. He has the FINRA Series 7, 63 and 3 licenses.

BlackRock Delaware Holdings, Inc., a Delaware Corporation and an indirect subsidiary of BlackRock, Inc., became a principal of the Advisor in July 2012. BlackRock Delaware Holdings, Inc. owns 100% of the equity of the Advisor.

Ryan Braniff became a principal of the Advisor in October 2008. Reza Estilaei and Russ Koesterich became principals of the Advisor in July 2012.

THE CLEARING FCM

Goldman, Sachs & Co. acts as the Investing Pool's Clearing FCM. The Investing Pool has entered into an agreement with the Clearing FCM that provides for the execution and clearing of transactions in futures, payment of commissions, custody of margin assets and other standard provisions. The Investing Pool may employ other FCMs for the execution of Index Future transactions.

The information below concerning judicial, regulatory and arbitration proceedings involving Goldman, Sachs & Co., the Clearing FCM, is being provided in accordance with the disclosure requirements of the National Futures Association. All such information has been derived from publicly available sources, including Goldman, Sachs & Co.'s BrokerCheck report (which is available on the FINRA website at www.finra.org/Investors/ToolsCalculators/BrokerCheck/index.htm) as of March 12, 2013 and the annual report on Form 10-K of The Goldman Sachs Group, Inc. for the year ended December 31, 2012 (which is available at www.gs.com).

Table of Contents

According to that Form 10-Q, the management of Goldman, Sachs & Co. believes, that the results of such proceedings, in the aggregate, will not have a material adverse effect on its financial condition, but may be material to its operating results for any particular period. These references are provided for information purposes only, and neither such filings nor any other material at the above-mentioned websites is incorporated into, or forms a part of, this prospectus. The Trust, the Investing Pool, the Advisor, the Sponsor and the Manager take no responsibility for the accuracy or completeness of any information herein concerning The Goldman Sachs Group, Inc. or Goldman, Sachs & Co.

Goldman, Sachs & Co. is among the numerous financial services companies that have been named as defendants in a variety of lawsuits alleging improprieties in the process by which those companies participated in the underwriting of public offerings in recent years.

Goldman, Sachs & Co. has, together with other underwriters in certain offerings as well as the issuers and certain of their officers and directors, been named as a defendant in a number of related lawsuits filed in the U.S. District Court for the Southern District of New York alleging, among other things, that the prospectuses for the offerings violated the federal securities laws by failing to disclose the existence of alleged arrangements tying allocations in certain offerings to higher customer brokerage commission rates as well as purchase orders in the aftermarket, and that the alleged arrangements resulted in market manipulation. On October 5, 2009, the district court approved a settlement agreement entered into by the parties, and Goldman, Sachs & Co. has paid into a settlement fund the full amount it would contribute in the proposed settlement. On October 23, 2009, certain objectors filed a petition in the U.S. Court of Appeals for the Second Circuit seeking review of the district court's certification of a class for purposes of the settlement, and various objectors appealed certain aspects of the settlement's approval. All but two of the appeals have been withdrawn, and on December 8, 2010, January 14, 2011 and February 3, 2011, plaintiffs moved to dismiss the remaining appeals. On May 17, 2011, the appellate court dismissed one of the appeals and remanded the other, and further proceedings are in progress in the district court regarding the objectors' membership in the class. On July 19, 2011, the objectors whose appeal had been dismissed filed a motion to recall the mandate dismissing the appeal and for reconsideration.

Goldman, Sachs & Co. was among numerous underwriting firms named as defendants in a number of complaints filed commencing October 3, 2007, in the U.S. District Court for the Western District of Washington alleging violations of the federal securities laws in connection with offerings of securities for 16 issuers during 1999 and 2000. The complaints generally asserted that the underwriters, together with each issuer's directors, officers and principal shareholders, entered into purported agreements to tie allocations in the offerings to increased brokerage commissions and aftermarket purchase orders. The complaints further alleged that, based upon these and other purported agreements, the underwriters violated the reporting provisions of, and are subject to short-swing profit recovery under, Section 16 of the Exchange Act. The district court granted defendants' motions to dismiss by a decision dated March 12, 2009 on the grounds that the plaintiff's demands were inadequate with respect to certain actions and that the remainder of the actions were time-barred. On December 2, 2010, the appellate court affirmed in part and reversed in part, upholding the dismissal of seven of the actions in which Goldman Sachs & Co. is a defendant that were dismissed based on the deficient demands but remanding the remaining eight actions in which Goldman Sachs & Co. is a defendant that were dismissed as time-barred for consideration of other bases for dismissal. On December 16, 2010, the underwriters and the plaintiff filed petitions for rehearing and/or rehearing en banc, which were denied on January 18, 2011. On June 27, 2011, the U.S. Supreme Court granted the defendants' petition for review of whether the actions that were remanded are time-barred and, on March 26, 2012, vacated the appellate court's determination that the actions were timely and remanded the actions to determine if the claims were subject to equitable tolling in further proceedings consistent with the Supreme Court's opinion. On July 8, 2012, pursuant to the plaintiff's notices of voluntary dismissal, all of the actions were dismissed with prejudice as to the deficiency of the demand letters and without prejudice as to all other issues, bringing this matter to conclusion.

Goldman, Sachs & Co. has been named as a defendant in an action commenced on May 15, 2002 in New York Supreme Court, New York County, by an official committee of unsecured creditors on behalf of

[Table of Contents](#)

eToys, Inc., alleging that the firm intentionally underpriced eToys, Inc.'s initial public offering. The action seeks, among other things, unspecified compensatory damages resulting from the alleged lower amount of offering proceeds. On appeal from rulings on Goldman, Sachs & Co.'s motion to dismiss the New York Court of Appeals dismissed claims for breach of contract, professional malpractice and unjust enrichment, but permitted claims for breach of fiduciary duty and fraud to continue. On remand to the lower court, Goldman, Sachs & Co. moved to dismiss the surviving claims or, in the alternative, for summary judgment, but the motion was denied by a decision dated March 21, 2006, and the court subsequently permitted plaintiff to amend the complaint again. On November 8, 2010, Goldman Sachs & Co.'s motion for summary judgment was granted by the lower court and, on December 8, 2011, the appellate court affirmed the lower court's decision. On January 9, 2012, the creditors moved for permission either to reargue the appellate decision or to appeal further to the New York Court of Appeals. On September 6, 2012, the New York Court of Appeals granted the creditors' motion for leave to appeal.

Goldman, Sachs & Co. is one of several investment firms that have been named as defendants in substantively identical purported class actions filed in the U.S. District Court for the Southern District of New York alleging violations of the federal securities laws in connection with research coverage of certain issuers and seeking compensatory damages. One such action, relating to coverage of RSL Communications, Inc., commenced on July 15, 2003. The parties entered into a settlement agreement on August 23, 2010, which received final court approval on February 23, 2011. Under the settlement agreement, Goldman Sachs & Co. paid approximately \$3.38 million. Goldman Sachs & Co. and its affiliate were named as defendants in a purported class action filed on July 18, 2003 on behalf of purchasers of the affiliate's stock from July 1, 1999 through May 7, 2002. The complaint in the U.S. District Court for the Southern District of New York, alleged that defendants breached their fiduciary duties and violated the federal securities laws in connection with the firm's research activities and sought, among other things, unspecified compensatory damages and/or rescission. On July 12, 2010, the parties entered into a settlement agreement pursuant to which the settlement has been funded by the firm's insurers. The settlement received court approval on December 15, 2010 and has become final.

Goldman, Sachs & Co., Goldman Sachs Group Inc. and Henry M. Paulson, Jr., the former Chairman and Chief Executive Officer of Goldman Sachs Group Inc., have been named as defendants in a purported class action filed on July 18, 2003 on behalf of purchasers of Goldman Sachs Group Inc. stock from July 1, 1999 through May 7, 2002. The complaint, now pending in the U.S. District Court for the Southern District of New York, alleges that defendants breached their fiduciary duties and violated the federal securities laws in connection with the firm's research activities and seeks, among other things, unspecified compensatory damages and/or rescission. The district court granted the defendants' motion to dismiss with leave to amend, and plaintiffs filed a second amended complaint. In a decision dated September 29, 2006 on defendants' renewed motion to dismiss, the federal district court granted Mr. Paulson's motion with leave to replead but otherwise denied the motion. Plaintiffs' motion for class certification was granted by a decision dated September 15, 2008. The Goldman Sachs defendants' petition for review of the district court's class certification ruling was denied by the U.S. Court of Appeals for the Second Circuit on March 19, 2009.

Goldman, Sachs & Co. and co-managing underwriters have been named as defendants in certain purported securities class and individual actions commenced beginning on December 14, 2001 in the U.S. District Court for the Southern District of Texas and California Superior Court brought by purchasers of \$255,875,000 (including over-allotments) of Exchangeable Notes of Enron Corp. in August 1999. The notes were mandatorily exchangeable in 2002 into shares of Enron Oil & Gas Company held by Enron Corp. or their cash equivalent. The complaints also name as defendants Goldman Sachs Group Inc., an affiliate of Goldman, Sachs & Co., as well as certain past and present officers and directors of Enron Corp. and the company's outside accounting firm. The complaints generally allege violations of the disclosure requirements of the federal securities laws and/or state law, and seek compensatory damages. Goldman, Sachs & Co. underwrote \$127,937,500 (including over-allotments) principal amount of the notes. Goldman, Sachs & Co. and its affiliate moved to dismiss the class action complaint in the Texas federal court and the motion was granted as to the affiliate but denied as to Goldman, Sachs & Co. One of the plaintiffs moved for class certification, and Goldman, Sachs & Co. moved for

[Table of Contents](#)

judgment on the pleadings against all plaintiffs. The parties subsequently reached a settlement pursuant to which Goldman, Sachs & Co. has contributed \$11.5 million to a settlement fund, and the district court approved the settlement on February 4, 2010. No appeal was taken from the final judgment approving the settlement in the class action, disposing of the matter.

Several funds which allegedly sustained investment losses of approximately \$125 million in connection with secondary market purchases of the Exchangeable Notes as well as Zero Coupon Convertible Notes of Enron Corp. commenced an action in the U.S. District Court for the Southern District of New York on January 16, 2002. As amended, the lawsuit names as defendants the underwriters of the August 1999 offering and the company's outside accounting firm, and alleges violations of the disclosure requirements of the federal securities laws, fraud and misrepresentation. The Judicial Panel on Multidistrict Litigation transferred that action to the Texas federal district court for purposes of coordinated or consolidated pretrial proceedings with other matters relating to Enron Corp. Goldman, Sachs & Co. moved to dismiss the complaint and the motion was granted in part and denied in part. The district court granted the funds' motion for leave to file a second amended complaint on January 22, 2007. The funds did not opt out of the class settlement, and on April 20, 2010 the funds filed a notice discontinuing the individual action with prejudice.

Goldman, Sachs & Co. and an affiliate have been named as defendants in two actions relating to financial advisory work rendered to Montana Power Company. On November 13, 2009, all parties entered into a settlement and the settlement was preliminarily approved on February 10, 2010. Final judgment was entered approving the settlement of the putative class action on August 4, 2010, and the settlement has become final.

One of the actions is a purported class action commenced originally on October 1, 2001 in Montana District Court, Second Judicial District on behalf of former shareholders of Montana Power Company. The complaint generally alleges that Montana Power Company violated Montana law by failing to procure shareholder approval of certain corporate strategies and transactions, that the company's board breached its fiduciary duties in pursuing those strategies and transactions, and that Goldman, Sachs & Co. aided and abetted the board's breaches and rendered negligent advice in its role as financial advisor to the company. The complaint seeks, among other things, compensatory damages. The defendants also include Montana Power Company, certain of its officers and directors, an outside law firm for the Montana Power Company, and certain companies that purchased assets from Montana Power Company and its affiliates. The Montana state court denied the Goldman Sachs defendants' motions to dismiss. Following the bankruptcies of certain defendants in the action, defendants removed the action to federal court, the U.S. District Court for the District of Montana, Butte Division.

On October 26, 2004, a creditors committee of Touch America Holdings, Inc. brought the other action against Goldman, Sachs & Co., and an affiliate and a former outside law firm for Montana Power Company in Montana District Court, Second Judicial District. The complaint asserts that Touch America Holdings, Inc. is the successor to Montana Power Corporation and alleges substantially the same claims as in the purported class action. Defendants removed the action to federal court. Defendants moved to dismiss the complaint, but the motion was denied by a decision dated June 10, 2005.

Goldman, Sachs & Co. is subject to a number of investigations and reviews by various governmental and regulatory bodies and self-regulatory organizations relating to research practices, including communications among research analysts, sales and trading personnel and clients. On June 9, 2011, pursuant to a settlement, a consent order was entered by the Massachusetts Securities Division pursuant to which Goldman, Sachs & Co. paid a \$10 million civil penalty and agreed to certain undertakings regarding its research practices. The Massachusetts Securities Division's settlement order generally alleged that, among other things, from January 1, 2008 through June 9, 2011, Goldman, Sachs & Co. failed to establish adequate procedures and supervisory processes designed to identify and manage potential conflicts of interest related to its research services and failed to deal fairly and objectively with all clients in connection with the dissemination of certain unpublished short term trading ideas. Goldman, Sachs & Co. agreed to the consent order without admitting or denying the foregoing allegations. On April 12, 2012, the SEC and FINRA issued orders in connection with Goldman,

Table of Contents

Sachs & Co.'s settlement of charges relating to matters similar to those involved in the Massachusetts settlement. Pursuant to these settlements, Goldman, Sachs & Co. paid \$11 million to each of the SEC and FINRA and agreed to various undertakings with regard to its policies and procedures.

Goldman, Sachs & Co. is named as a defendant in two proceedings commenced in the U.S. Bankruptcy Court for the Southern District of New York, one on July 6, 2003 by a creditors committee, and the second on or about July 31, 2003 by an equity committee of Adelphia Communications, Inc. Those proceedings were consolidated in a single amended complaint filed by the Adelphia Recovery Trust on October 31, 2007. The complaint seeks, among other things, to recover, as fraudulent conveyances, approximately \$62.9 million allegedly paid to Goldman, Sachs & Co., in respect of margin calls made in the ordinary course of business on accounts owned by members of the family that formerly controlled Adelphia Communications, Inc. The district court assumed jurisdiction over the action and on April 8, 2011 granted Goldman, Sachs & Co.'s motion for summary judgment. On May 6, 2011, the plaintiff filed a notice of appeal.

On September 4, 2003, the SEC announced that Goldman, Sachs & Co. had settled an administrative proceeding arising from certain trading in U.S. Treasury bonds over an approximately eight-minute period after Goldman, Sachs & Co. received an October 31, 2001 telephone call from a Washington, D.C.-based political consultant concerning a forthcoming Treasury refunding announcement. Without admitting or denying the allegations, Goldman, Sachs & Co. consented to the entry of an order that, among other things, (i) censured Goldman, Sachs & Co.; (ii) directed Goldman, Sachs & Co. to cease and desist from committing or causing any violations of Sections 15(c)(1)(A) and (C) and 15(f) of, and Rule 15c1-2 under, the Exchange Act; (iii) ordered Goldman, Sachs & Co. to pay disgorgement and prejudgment interest in the amount of \$1,742,642, and a civil monetary penalty of \$5 million; and (iv) directed Goldman, Sachs & Co. to conduct a review of its policies and procedures and adopt, implement and maintain policies and procedures consistent with the order and that review. Goldman, Sachs & Co. also undertook to pay \$2,562,740 in disgorgement and interest relating to certain trading in U.S. Treasury bond futures during the same eight-minute period.

Goldman, Sachs & Co. has been named as a defendant in a purported class action filed on March 10, 2004 in the U.S. District Court for the Northern District of Illinois on behalf of holders of short positions in 30-year U.S. Treasury futures and options on the morning of October 31, 2001. The complaint alleged that the firm purchased 30-year bonds and futures prior to a forthcoming U.S. Treasury refunding announcement that morning based on non-public information about that announcement, and that such purchases increased the costs of covering such short positions. The complaint also named as defendants the Washington, D.C.-based political consultant who allegedly was the source of the information, a former Goldman, Sachs & Co. economist who allegedly received the information, and another company and one of its employees who also allegedly received and traded on the information prior to its public announcement. The complaint alleged violations of the federal commodities and antitrust laws, as well as Illinois statutory and common law, and seeks, among other things, unspecified damages including treble damages under the antitrust laws. The district court dismissed the antitrust and Illinois state law claims but permitted the federal commodities law claims to proceed. Plaintiff's motion for class certification was denied by a decision dated August 22, 2008. Goldman, Sachs & Co. moved for summary judgment, and by a decision dated July 30, 2008, the district court granted the motion insofar as the remaining claim relates to the trading of treasury bonds, but denied the motion without prejudice to the extent the claim relates to trading of treasury futures. By a decision dated August 6, 2009, the federal district court denied Goldman, Sachs & Co.'s motion for summary judgment as to the remaining claims. On October 13, 2009, the parties filed an offer of judgment and notice of acceptance with respect to plaintiff's individual claim. The plaintiff attempted to pursue an appeal of the denial of class certification, as did another individual trader who had previously litigated and lost an individual claim and unsuccessfully sought to intervene in the purported class action. On August 5, 2011, the U.S. Court of Appeals for the Seventh Circuit affirmed the lower court's rulings denying both the plaintiff's and the proposed intervenor's ability to pursue class claims, but remanded for further consideration as to the amount of pre-judgment interest on the plaintiff's individual claim.

Goldman, Sachs & Co. and the other lead underwriters for the August 2005 initial public offering of 26,500,000 shares of common stock of Refco Inc. are among the defendants in various putative class actions filed

[Table of Contents](#)

in the U.S. District Court for the Southern District of New York beginning in October 2005 by investors in Refco Inc. in response to certain publicly reported events that culminated in the October 17, 2005 filing by Refco Inc. and certain affiliates for protection under U.S. bankruptcy laws. The actions, which have been consolidated, allege violations of the disclosure requirements of the federal securities laws and seek compensatory damages. In addition to the underwriters, the consolidated complaint names as defendants Refco Inc. and certain of its affiliates, certain officers and directors of Refco Inc., Thomas H. Lee Partners, L.P. (which held a majority of Refco Inc.'s equity through certain funds it manages), Grant Thornton (Refco Inc.'s outside auditor), and BAWAG P.S.K. Bank für Arbeit und Wirtschaft und Österreichische Postsparkasse Aktiengesellschaft (BAWAG). Lead plaintiffs entered into a settlement with BAWAG, which was approved following certain amendments on June 29, 2007.

Goldman, Sachs & Co. underwrote 5,639,200 shares of common stock at a price of \$22 per share for a total offering price of approximately \$124 million. On April 20, 2010, certain underwriting defendants including Goldman, Sachs & Co. entered into a definitive settlement of the class action, pursuant to which they will contribute \$49.5 million to a settlement fund. The settlement received court approval on October 27, 2010, but has yet to become final.

Goldman, Sachs & Co. has, together with other underwriters of the Refco Inc. initial public offering, received requests for information from various governmental agencies and self-regulatory organizations. Goldman, Sachs & Co. is cooperating with those requests.

Goldman, Sachs & Co. and certain affiliates were among the numerous financial services firms named as defendants in a purported class action filed on April 12, 2006 in the U.S. District Court for the Southern District of New York by customers who engaged in short-selling transactions in equity securities since April 12, 2000. The amended complaint generally alleged that the customers had been charged fees in connection with the short sales but that the applicable securities had not necessarily been borrowed to effect delivery, resulting in failed deliveries, and that the defendants had conspired to set a minimum threshold borrowing rate for securities designated as hard to borrow. The complaint asserted a claim under the federal antitrust laws, as well as claims under the New York Business Law and common law, and sought treble damages as well as injunctive relief. Defendants' motion to dismiss the complaint was granted by a decision dated December 20, 2007. On December 3, 2009, the dismissal was affirmed by the U.S. Court of Appeals for the Second Circuit. On March 3, 2010, the plaintiffs filed a petition in the U.S. Supreme Court seeking review of the appellate court decision affirming dismissal of the complaint. This petition was denied on May 17, 2010.

Goldman, Sachs & Co. was added as a defendant in an amended complaint filed on August 14, 2006 in a purported class action pending in the U.S. District Court for the District of Columbia. The complaint, which does not specify a dollar amount of damages, asserts violations of the federal securities laws generally arising from allegations concerning Fannie Mae's accounting practices in connection with certain Fannie Mae-sponsored Real Estate Mortgage Investment Conduit ("REMIC") transactions that were allegedly arranged by Goldman, Sachs & Co. The other defendants include Fannie Mae, certain of its past and present officers and directors, and accountants. By a decision dated May 8, 2007, the district court granted Goldman, Sachs & Co.'s motion to dismiss the claim against it. The time for an appeal will not begin to run until disposition of the claims against other defendants. A motion to stay the action filed by the Federal Housing Finance Agency, which took control of the foregoing action following Fannie Mae's conservatorship, was denied on November 14, 2011.

Beginning in September 2006, Goldman, Sachs & Co. and/or its affiliate, Goldman Sachs Group Inc. were named as defendants in four Fannie Mae shareholder derivative actions in the U.S. District Court for the District of Columbia. The complaints, for which Fannie Mae's conservator, the Federal Housing Finance Agency, has been substituted for the plaintiffs, generally allege that the Goldman Sachs defendants aided and abetted a breach of fiduciary duty by Fannie Mae's directors and officers in connection with certain Fannie Mae-sponsored REMIC transactions and one of the complaints also asserts a breach of contract claim. The complaints also name as defendants certain former officers and directors of Fannie Mae as well as an outside accounting firm. The complaints seek, *inter alia*, unspecified damages. The Goldman Sachs defendants were dismissed without

[Table of Contents](#)

prejudice from the first filed of these actions, and the remaining claims in that action were dismissed for failure to make a demand on Fannie Mae's board of directors. That dismissal has been affirmed on appeal. The remaining three actions have been dismissed without prejudice to the possible reassertion of the claims in the future.

Goldman, Sachs & Co. and certain of its affiliates, together with other financial services firms, have received requests for information from various governmental agencies and self-regulatory organizations relating to subprime mortgages, and securitizations, collateralized debt obligations and synthetic products related to subprime mortgages. Goldman, Sachs & Co. and its affiliates are cooperating with the requests.

Goldman, Sachs & Co., along with numerous other financial institutions, is a defendant in an action brought by the City of Cleveland alleging that the defendants' activities in connection with securitizations of subprime mortgages created a "public nuisance" in Cleveland. The action is pending in the U.S. District Court for the Northern District of Ohio, and the complaint seeks, among other things, unspecified compensatory damages. The district court granted defendants' motion to dismiss by a decision dated May 15, 2009. The City appealed on May 18, 2009. The appellate court affirmed the complaint's dismissal by a decision dated July 27, 2010 and, on October 14, 2010, denied the City's petition for rehearing en banc. On January 12, 2011, the City filed a petition for writ of certiorari with the U.S. Supreme Court.

Goldman Sachs & Co. and certain of its affiliates and three current or former Goldman Sachs employees are defendants in a putative class action commenced on December 11, 2008 in the U.S. District Court for the Southern District of New York brought on behalf of purchasers of various mortgage pass-through certificates and asset-backed certificates issued by various securitization trusts in 2007 and underwritten by Goldman Sachs & Co. The second amended complaint generally alleges that the registration statement and prospectus supplements for the certificates violated the federal securities laws, and seeks unspecified compensatory damages and rescission or rescissionary damages. Following dismissals of certain of the plaintiff's claims under the initial and three amended complaints, on May 5, 2011, the court granted plaintiff's motion for entry of a final judgment dismissing all its claims, thereby allowing plaintiff to appeal. The plaintiff appealed from the dismissal with respect to all 17 of the offerings included in its original complaint. By a decision dated September 6, 2012, the U.S. Court of Appeals for the Second Circuit affirmed the district court's dismissal of plaintiff's claims with respect to 10 of the offerings included in plaintiff's original complaint but vacated the dismissal and remanded the case to the district court with instructions to reinstate the plaintiff's claims with respect to the other seven offerings. On October 26, 2012, the defendants filed a petition for certiorari with the U.S. Supreme Court seeking review of the Second Circuit decision. On October 31, 2012, the plaintiff served defendants with a fourth amended complaint relating to those seven offerings, plus seven additional offerings. On June 3, 2010, another investor (who had unsuccessfully sought to intervene in the action) filed a separate putative class action asserting substantively similar allegations relating to one of the offerings included in the initial plaintiff's complaint. The district court twice granted defendants' motions to dismiss this separate action, both times with leave to replead. On July 9, 2012, that separate plaintiff filed a second amended complaint, and the defendants moved to dismiss on September 21, 2012. On December 26, 2012, that separate plaintiff filed a motion to amend the second amended complaint to add claims with respect to two additional offerings included in the initial plaintiff's complaint. The securitization trusts issued, and Goldman Sachs & Co. underwrote, approximately \$11 billion principal amount of certificates to all purchasers in the fourteen offerings at issue in the complaints.

On April 16, 2010, the SEC brought an action ("SEC Action") under the U.S. federal securities laws in the U.S. District Court for the Southern District of New York against Goldman, Sachs & Co. and Fabrice Tourre, a former employee, in connection with a CDO offering made in early 2007 (ABACUS 2007-AC1 transaction), alleging that the defendants made materially false and misleading statements to investors and seeking, among other things, unspecified monetary penalties. Investigations of Goldman, Sachs & Co. by the Financial Industry Regulatory Authority, Inc. (FINRA), and certain of the affiliates of Goldman, Sachs & Co. have received subpoenas and requests for information from other regulators, regarding CDO offerings, including the ABACUS 2007-AC1 transaction, and related matters.

[Table of Contents](#)

On July 14, 2010, Goldman, Sachs & Co. entered into a consent agreement with the SEC, settling all claims made against Goldman, Sachs & Co. in the SEC Action, pursuant to which Goldman, Sachs & Co. paid \$550 million of disgorgement and civil penalties, and which was approved by the U.S. District Court for the Southern District of New York on July 20, 2010.

On January 6, 2011, ACA Financial Guaranty Corp. filed an action against Goldman, Sachs & Co. in respect of the ABACUS 2007-AC1 transaction in New York Supreme Court, New York County. The complaint includes allegations of fraudulent inducement, fraudulent concealment and unjust enrichment and seeks at least \$30 million in compensatory damages, at least \$90 million in punitive damages and unspecified disgorgement. On April 25, 2011, the plaintiff filed an amended complaint, and on June 3, 2011, Goldman, Sachs & Co. moved to dismiss the amended complaint. By a decision dated April 23, 2012, the court granted the motion to dismiss as to the unjust enrichment claim and denied the motion as to the other claims, and on May 29, 2012, Goldman, Sachs & Co. appealed the decision to the extent that its motion was denied and filed counterclaims for breach of contract and fraudulent inducement, and third-party claims against ACA Management, LLC for breach of contract, unjust enrichment and indemnification. ACA Financial Guaranty Corp. and ACA Management, LLC moved to dismiss Goldman, Sachs & Co.'s counterclaims and third-party claims on August 31, 2012. On January 30, 2013, the court granted ACA's motion for leave to file an amended complaint naming a third party to the ABACUS 2007-AC1 transaction as an additional defendant.

Goldman, Sachs & Co. and certain of its affiliates are among the defendants in a separate putative class action commenced on February 6, 2009 in the U.S. District Court for the Southern District of New York brought on behalf of purchasers of various mortgage pass-through certificates and asset-backed certificates issued by various securitization trusts in 2006 and underwritten by Goldman, Sachs & Co. The other original defendants included three current or former Goldman Sachs employees and various rating agencies. The second amended complaint generally alleged that the registration statement and prospectus supplements for the certificates violated the federal securities laws, and sought unspecified compensatory and rescissionary damages. Defendants moved to dismiss the second amended complaint. On January 12, 2011, the district court granted the motion to dismiss with respect to offerings in which plaintiff had not purchased securities, as well as all claims against the rating agencies, but denied the motion to dismiss with respect to a single offering in which the plaintiff allegedly purchased securities. Goldman, Sachs & Co. underwrote approximately \$698 million principal amount of certificates to all purchasers in the offerings at issue in the complaint (excluding those offerings for which the claims have been dismissed). On June 13, 2012, the U.S. Court of Appeals for the Second Circuit granted defendants' petition to review that ruling. On November 8, 2012, the court approved a settlement between the parties, and Goldman, Sachs & Co. has paid the full amount of the settlement into an escrow account. The time for any appeal from the approval of the settlement has expired.

On September 30, 2010, a putative class action was filed in the U.S. District Court for the Southern District of New York against Goldman, Sachs & Co., Goldman Sachs Group Inc. and two former Goldman, Sachs & Co. employees on behalf of investors in \$821 million of notes issued in 2006 and 2007 by two synthetic CDOs (Hudson Mezzanine 2006-1 and 2006-2). The complaint, which was amended on February 4, 2011, asserted federal securities law and common law claims, and sought unspecified compensatory, punitive and other damages. The defendants moved to dismiss on April 5, 2011, and the motion was granted as to plaintiff's claim of market manipulation and denied as to the remainder of plaintiff's claims by a decision dated March 21, 2012. On May 21, 2012, the defendants counterclaimed for breach of contract and fraud. On December 17, 2012, the plaintiff moved for class certification.

Goldman, Sachs & Co. is among the defendants in a lawsuit filed in August 2011 by CIFG Assurance of North America, Inc. (CIFG) in New York Supreme Court, New York County. The complaint alleges that CIFG was fraudulently induced to provide credit enhancement for a 2007 securitization sponsored by Goldman Sachs Mortgage Company, and seeks, among other things, the repurchase of \$24.7 million in aggregate principal amount of mortgages that CIFG had previously stated to be non-conforming, an accounting for any proceeds associated with mortgages discharged from the securitization and unspecified compensatory damages. On

Table of Contents

October 17, 2011, Goldman, Sachs & Co. and its affiliated defendants moved to dismiss. By a decision dated May 1, 2012, the court dismissed the fraud and accounting claims but denied the motion as to certain breach of contract claims that were also alleged. On June 6, 2012, Goldman, Sachs & Co. and affiliated defendants filed counterclaims for breach of contract. In addition, the parties have each appealed the court's May 1, 2012 decision to the extent adverse. The parties have been ordered to mediate, and proceedings in the trial court have been stayed pending mediation.

In addition, on January 15, 2013, CIFG filed a complaint against Goldman, Sachs & Co. in New York Supreme Court, New York County, alleging that Goldman, Sachs & Co. falsely represented that a third party would independently select the collateral for a 2006 CDO. CIFG seeks unspecified compensatory and punitive damages, including approximately \$10 million in connection with its purchase of notes and over \$30 million for payments to discharge alleged liabilities from its issuance of a financial guaranty insurance policy guaranteeing payment on a credit default swap referencing the CDO.

Various alleged purchasers of, and counterparties involved in transactions relating to, mortgage pass-through certificates, CDOs and other mortgage-related products (including certain Allstate affiliates, Basis Yield Alpha Fund (Master), Bayerische Landesbank, Cambridge Place Investment Management Inc., the Charles Schwab Corporation, Deutsche Zentral-Genossenschaftsbank, the FDIC (as receiver for Guaranty Bank), the Federal Home Loan Banks of Boston, Chicago, Indianapolis and Seattle, the FHFA (as conservator for Fannie Mae and Freddie Mac), HSH Nordbank, IKB Deutsche Industriebank AG, Landesbank Baden-Württemberg, Joel I. Sher (Chapter 11 Trustee) on behalf of TMST, Inc. (TMST), f/k/a Thornburg Mortgage, Inc. and certain TMST affiliates, John Hancock and related parties, Massachusetts Mutual Life Insurance Company, MoneyGram Payment Systems, Inc., National Australia Bank, the National Credit Union Administration, Phoenix Light SF Limited and related parties, Prudential Insurance Company of America and related parties, Royal Park Investments SA/NV, Sealink Funding Limited, Stichting Pensioenfond ABP, The Union Central Life Insurance Company, Ameritas Life Insurance Corp., Acacia Life Insurance Company, Watertown Savings Bank, and The Western and Southern Life Insurance Co. have filed complaints or summonses with notice in state and federal court or initiated arbitration proceedings against Goldman, Sachs & Co. or its affiliates, generally alleging that the offering documents for the securities that they purchased contained untrue statements of material fact and material omissions and generally seeking rescission and/or damages. Certain of these complaints allege fraud and seek punitive damages. Certain of these complaints also name other firms as defendants.

A number of other entities (including American International Group, Inc. (AIG), Deutsche Bank National Trust Company, John Hancock and related parties, M&T Bank, Norges Bank Investment Management and Selective Insurance Company) have threatened to assert claims of various types against Goldman, Sachs & Co. or its affiliates in connection with various mortgage-related transactions, and Goldman, Sachs & Co. or its affiliates has entered into agreements with a number of these entities to toll the relevant statute of limitations.

As of the date hereof, the aggregate notional amount of mortgage-related securities sold to plaintiffs in active cases brought against Goldman, Sachs & Co. or its affiliates where those plaintiffs are seeking rescission of such securities was approximately \$20.7 billion (which does not reflect adjustment for any subsequent paydowns or distributions or any residual value of such securities, statutory interest or any other adjustments that may be claimed). This amount does not include the threatened claims noted above, potential claims by these or other purchasers in the same or other mortgage-related offerings that have not actually been brought against Goldman, Sachs & Co. or its affiliates, or claims that have been dismissed.

In June 2011, Heungkuk Life Insurance Co. Limited (Heungkuk) filed a criminal complaint against certain past and present employees of the firm in South Korea relating to its purchase of a CDO securitization from Goldman Sachs & Co. Heungkuk had earlier initiated civil litigation relating to this matter. This civil litigation has now been settled and, on January 23, 2013, Heungkuk withdrew the criminal complaint in its entirety.

Goldman, Sachs & Co. is among the numerous financial services firms named as defendants in a qui tam action originally filed by a relator on April 7, 2010 purportedly on behalf of the City of Chicago and State of

Table of Contents

Illinois in Cook County, Illinois Circuit Court asserting claims under the Illinois Whistleblower Reward and Protection Act and Chicago False Claims Act, based on allegations that defendants had falsely certified compliance with various Illinois laws, which were purportedly violated in connection with mortgage origination and servicing activities. The complaint, which was originally filed under seal, seeks treble damages and civil penalties. Plaintiff filed an amended complaint on December 28, 2011, naming Goldman, Sachs & Co., among others, as additional defendants and a second amended complaint on February 8, 2012. On March 12, 2012, the action was removed to the U.S. District Court for the Northern District of Illinois, and on September 17, 2012, the district court granted the plaintiff's motion to remand the action to state court. On November 16, 2012, the defendants moved to dismiss and to stay discovery.

On February 24, 2012, Goldman, Sachs & Co. received a "Wells" notice from the staff of the SEC with respect to the disclosures contained in the offering documents used in connection with a late 2006 offering of approximately \$1.3 billion of subprime residential mortgage-backed securities it underwrote. On August 6, 2012, Goldman, Sachs & Co. was notified by the SEC staff that the investigation into this offering has been completed as to Goldman, Sachs & Co. and that the staff does not intend to recommend any enforcement action by the SEC against Goldman, Sachs & Co. with respect to this offering.

On August 21, 2008, Goldman, Sachs & Co. entered into a settlement in principle with the Office of the Attorney General of the State of New York and the Illinois Securities Department (on behalf of the North American Securities Administrators Association) regarding auction rate securities. Under the agreement, Goldman, Sachs & Co. agreed, among other things, (i) to offer to repurchase at par the outstanding auction rate securities that its private wealth management clients purchased through the firm prior to February 11, 2008, with the exception of those auction rate securities where auctions were clearing, (ii) to continue to work with issuers and other interested parties, including regulatory and governmental entities, to expeditiously provide liquidity solutions for institutional investors, and (iii) to pay a \$22.5 million fine. The settlement is subject to approval by the various states. Goldman, Sachs & Co. has entered into consent orders with New York, Illinois and most other states and is in the process of doing so with the remaining states.

Beginning in February 2012, Goldman, Sachs & Co. was named as respondent in four FINRA arbitrations filed, respectively, by the cities of Houston, Texas and Reno, Nevada, a California school district and a North Carolina municipal power authority, based on Goldman, Sachs & Co.'s role as underwriter and broker-dealer of the claimants' issuances of an aggregate of over \$1.8 billion of auction rate securities from 2003 through 2007 (in the Houston arbitration, two other financial services firms were named as respondents, and in the North Carolina arbitration, one other financial services firm was named). Each claimant alleges that Goldman, Sachs & Co. failed to disclose that it had a practice of placing cover bids on auctions, and failed to offer the claimant the option of a formulaic maximum rate (rather than a fixed maximum rate), and that, as a result, the claimant was forced to engage in a series of expensive refinancing and conversion transactions after the failure of the auction market (at an estimated cost, in the case of Houston, of approximately \$90 million). Houston and Reno also allege that Goldman, Sachs & Co. advised them to enter into interest rate swaps in connection with their auction rate securities issuances, causing them to incur additional losses (including, in the case of Reno, a swap termination obligation of over \$8 million). The claimants assert claims for breach of fiduciary duty, fraudulent concealment, negligent misrepresentation, breach of contract, violations of the Exchange Act and state securities laws, and breach of duties under the rules of the Municipal Securities Rulemaking Board and the NASD, and seek unspecified damages. Goldman, Sachs & Co. has moved in federal court to enjoin the Reno and California school district arbitrations pursuant to an exclusive forum selection clause in the transaction documents. On November 26, 2012, this motion was denied with regard to the Reno arbitration and, on February 8, 2013, this motion was granted with regard to the California school district arbitration.

Goldman, Sachs & Co. is among numerous underwriters named as defendants in a putative securities class action amended complaint filed on August 5, 2008 in the U.S. District Court for the Western District of Washington. As to the underwriters, plaintiffs allege that the offering documents in connection with various securities offerings by Washington Mutual, Inc. failed to describe accurately the company's exposure to

[Table of Contents](#)

mortgage-related activities in violation of the disclosure requirements of the federal securities laws. The defendants include past and present directors and officers of Washington Mutual, the company's former outside auditors, and numerous underwriters. By a decision dated May 15, 2009, the district court granted in part and denied in part the underwriter defendants' motion to dismiss, with leave to replead, and on June 15, 2009, plaintiffs filed an amended complaint. By a decision dated October 27, 2009, the federal district court granted and denied in part the underwriters' motion to dismiss. The plaintiffs filed their motion for class certification on April 30, 2010, and on October 12, 2010 the court granted class certification (except as to one transaction). On December 1, 2010, the defendants moved for partial judgment on the pleadings as to two of the offerings. By a decision dated January 28, 2011, the district court denied the defendants' motion for partial judgment on the pleadings. On June 30, 2011, the underwriter defendants and plaintiffs entered into a definitive settlement agreement, pursuant to which Goldman, Sachs & Co. would contribute to a settlement fund. On July 21, 2011, the court preliminarily approved the settlement and scheduled a final hearing for November 4, 2011. Goldman, Sachs & Co. has paid the full amount of its proposed contribution to the settlement. Goldman Sachs & Co. underwrote approximately \$520 million principal amount of securities to all purchasers in the offerings at issue in the complaint (excluding those offerings for which the claims have been dismissed). On September 25, 2008, the FDIC took over the primary banking operations of Washington Mutual, Inc. and then sold them. On September 27, 2008, Washington Mutual, Inc. filed for Chapter 11 bankruptcy in the U.S. bankruptcy court in Delaware.

Goldman, Sachs & Co. is among numerous underwriters named as defendants in a putative securities class action filed on May 14, 2009 in the U.S. District Court for the Southern District of New York. As to the underwriters, plaintiffs allege that the offering documents in connection with various securitizations of mortgage-related assets violated the disclosure requirements of the federal securities laws. The defendants include IndyMac-related entities formed in connection with the securitizations, the underwriters of the offerings, certain ratings agencies which evaluated the credit quality of the securities, and certain former officers and directors of IndyMac affiliates. On November 2, 2009, the underwriters moved to dismiss the complaint. The motion was granted in part on February 17, 2010 to the extent of dismissing claims based on offerings in which no plaintiff purchased, and the court reserved judgment as to the other aspects of the motion. By a decision dated June 21, 2010, the district court formally dismissed all claims relating to offerings in which no named plaintiff purchased certificates (including all offerings underwritten by Goldman, Sachs & Co.), and both granted and denied the defendants' motions to dismiss in various other respects. On November 16, 2012, the district court denied the plaintiffs' motion seeking reinstatement of claims relating to 42 offerings previously dismissed for lack of standing (one of which was co-underwritten by Goldman, Sachs & Co.) without prejudice to renewal depending on the outcome of the petition for a writ of certiorari to the U.S. Supreme Court with respect to the Second Circuit's decision. On May 17, 2010, four additional investors filed a motion seeking to intervene in order to assert claims based on additional offerings (including two underwritten by Goldman, Sachs & Co.). The defendants opposed the motions on the ground that the putative intervenors' claims were timebarred and, on June 21, 2011, the court denied the motions to intervene with respect to, among others, the claims based on the offerings underwritten by Goldman, Sachs & Co. Certain of the putative intervenors (including those seeking to assert claims based on two offerings underwritten by Goldman, Sachs & Co.) have appealed. Goldman Sachs & Co. underwrote approximately \$751 million principal amount of securities to all purchasers in the offerings at issue in the May 2010 motion to intervene. On July 11, 2008, IndyMac Bank was placed under an FDIC receivership, and on July 31, 2008, IndyMac Bancorp, Inc. filed for Chapter 7 bankruptcy in the U.S. Bankruptcy Court in Los Angeles, California.

Goldman Sachs & Co. is among numerous underwriters named as defendants in a putative securities class action initially filed in September 2008 in New York Supreme Court, and subsequently removed to the U.S. District Court for the Southern District of New York. As to the underwriters, plaintiffs allege that the offering documents in connection with various offerings of mortgage-backed pass-through certificates violated the disclosure requirements of the federal securities laws. In addition to the underwriters, the defendants include Residential Capital, LLC (ResCap), Residential Accredited Loans, Inc. (RALI), Residential Funding Corporation (RFC), Residential Funding Securities Corporation (RFSC), and certain of their officers and directors. On

Table of Contents

March 31, 2010, the defendants' motion to dismiss was granted in part and denied in part by the district court, resulting in dismissal on the basis of standing of all claims relating to offerings in which no plaintiff purchased securities and, by an order dated January 3, 2013, the district court denied, without prejudice, plaintiffs' motion for reconsideration. In June and July 2010, the lead plaintiff and five additional investors moved to intervene in order to assert claims based on additional offerings (including two underwritten by Goldman Sachs & Co.). On April 28, 2011, the court granted defendants' motion to dismiss as to certain of these claims (including those relating to one offering underwritten by Goldman Sachs & Co. based on a release in an unrelated settlement), but otherwise permitted the intervenor case to proceed. By an order dated January 3, 2013, the district court denied the defendants' motion to dismiss certain of the intervenor's remaining claims as time barred. Class certification of the claims based on the pre-intervention offerings was initially denied by the district court, and that denial was upheld on appeal; however, following remand, on October 15, 2012, the district court certified a class in connection with the pre-intervention offerings. On November 5, 2012, the defendants filed a petition seeking leave from the U.S. Court of Appeals to appeal the certification order. By an order dated January 3, 2013, the district court granted the plaintiffs' application to modify the class definition to include initial purchasers who bought the securities directly from the underwriters or their agents no later than ten trading days after the offering date (rather than just on the offering date). On January 18, 2013, the defendants filed a supplemental petition seeking leave from the U.S. Court of Appeals to appeal the order modifying the class definition. Goldman Sachs & Co. underwrote approximately \$1.28 billion principal amount of securities to all purchasers in the offerings for which claims have not been dismissed. On May 14, 2012, ResCap, RALI and RFC filed for Chapter 11 bankruptcy in the U.S. Bankruptcy Court for the Southern District of New York and the action has been stayed with respect to them, RFSC and certain of their officers and directors.

Goldman, Sachs & Co. is among numerous underwriters named as defendants in class action complaints filed in the U.S. District Court for the Southern District of New York commencing November 18, 2011. These complaints generally allege that the offering materials for two offerings of MF Global Holdings Ltd. convertible notes (aggregating approximately \$575 million in principal amount) in February 2011 and July 2011, among other things, failed to describe adequately the nature, scope and risks of MF Global's exposure to European sovereign debt, in violation of the disclosure requirements of the federal securities laws. On August 20, 2012, the plaintiffs filed a consolidated amended complaint and on October 19, 2012, the defendants filed motions to dismiss the amended complaint. Goldman, Sachs & Co. underwrote an aggregate principal amount of approximately \$214 million of the notes. On October 31, 2011, MF Global Holdings Ltd. filed for Chapter 11 bankruptcy in the U.S. Bankruptcy Court in Manhattan, New York. Goldman, Sachs & Co. has also received inquiries from various governmental and regulatory bodies and self-regulatory organizations concerning certain transactions with MF Global prior to its bankruptcy filing. Goldman, Sachs & Co. is cooperating with all such inquiries.

On May 31, 2006, the Securities and Exchange Commission, in a cease-and-desist order, alleged that Goldman, Sachs & Co., along with thirteen other investment banks, willfully violated Section 17(a)(2) of the Securities Act by engaging in certain practices relating to auctions of auction rate securities during the period from January 1, 2003 through June 30, 2004. As part of a multi-firm settlement, Goldman, Sachs & Co. submitted an offer of settlement which was accepted by the SEC on May 31, 2006. Goldman, Sachs & Co. agreed to provide certain disclosures about its material auction practices and procedures to action participants and to certify to the SEC that it implemented certain procedures relating to the auction process, and consented to a censure and a cease-and-desist order, and on June 9, 2006, paid a civil money penalty in the amount of \$1.5 million.

Goldman, Sachs & Co. is a defendant in an action brought by the founders and former majority shareholders of Dragon Systems, Inc. (Dragon) on November 18, 2008, alleging that the plaintiffs incurred losses due to Goldman, Sachs & Co.'s financial advisory services provided in connection with the plaintiffs' exchange of their purported \$300 million interest in Dragon for stock of Lernout & Hauspie Speech Products, N.V. (L&H) in 2000. L&H filed for Chapter 11 bankruptcy in the U.S. Bankruptcy Court in Wilmington, Delaware on November 29, 2000. The action is pending in the United States District Court for the District of Massachusetts. The complaint,

[Table of Contents](#)

which was amended in November 2011 following the 2009 dismissal of certain of the plaintiffs' initial claims, seeks unspecified compensatory, punitive and other damages, and alleges breach of fiduciary duty, violation of Massachusetts unfair trade practices laws, negligence, negligent and intentional misrepresentation, gross negligence, willful misconduct and bad faith. Former minority shareholders of Dragon have brought a similar action against Goldman, Sachs & Co. with respect to their purported \$49 million interest in Dragon, and this action has been consolidated with the action described above. All parties moved for summary judgment. By an order dated October 31, 2012, the court granted summary judgment with respect to certain counterclaims and an indemnification claim brought by the Goldman Sachs defendants against one of the shareholders, but denied summary judgment with respect to all other claims. On January 23, 2013, a jury found in favor of Goldman, Sachs & Co. on the plaintiffs' claims for negligence, negligent and intentional misrepresentation, gross negligence, and breach of fiduciary duty. The plaintiffs' claims for violation of Massachusetts unfair trade practices laws will be addressed by the district court and have not yet been decided.

In actions initiated during the period July through September 2012, the Financial Industry Regulatory Authority, Inc., and a number of options exchanges, including NYSE MKT LLC, NYSE ARCA, Inc., Chicago Board Options Exchange, Incorporated, Bats Z-Exchange, Inc., International Securities Exchange, LLC, the Nasdaq Options Market, Nasdaq OMX BX, Inc. and Nasdaq OMX PHLX, LLC alleged that during the period January 2004 through June 2011, Goldman, Sachs & Co. miscoded the origins of, or otherwise mismarked, a number of options orders executed on the exchanges in question. Without admitting or denying the allegations, Goldman, Sachs & Co. consented to pay a fine in the amount of \$6,750,000 in the aggregate, payable to eight option exchanges.

On September 27, 2012, the SEC initiated cease-and-desist proceedings against Goldman, Sachs & Co. relating to alleged "pay-to-play" violations by Goldman, Sachs & Co. arising from the conduct of one of its former officers during the period November 2008 to November 2010. On September 27, 2012, the SEC determined to accept a settlement offer in which Goldman, Sachs & Co. agreed, without admitting or denying the allegations, to pay a civil monetary penalty in the amount of \$3,750,000 to the SEC and disgorgement of \$7,558,942 and prejudgment interest of \$670,033 to the Commonwealth of Massachusetts, a portion of which would be deemed satisfied by Goldman, Sachs & Co.'s payment of certain amounts to the Massachusetts Water Pollution Abatement Trust in a related action.

On December 7, 2012, the CFTC alleged that Goldman, Sachs & Co. violated CFTC regulation 166.3 because it failed to implement or follow policies and procedures reasonably designed to detect and prevent the entry of fabricated futures trades into its manual trade entry systems, and that traders' access and use of a manual trade entry system for electronically-traded contracts was improperly supervised. On December 7, 2012, the CFTC determined to accept a settlement offer in which Goldman, Sachs & Co. agreed to pay a civil monetary penalty in the amount of \$1,500,000, without admitting or denying any of the allegations.

The Financial Industry Regulatory Authority, Inc. alleged in December 27, 2012 that Goldman, Sachs & Co. was improperly reimbursed by a number of California issuers for voluntary underwriting assessment payments to a municipal securities association of which Goldman, Sachs & Co. was a member. Without admitting or denying the allegations, Goldman, Sachs & Co. consented to a monetary fine of \$568,000 and \$115,997.50 in restitution payments to the California issuers.

On May 27, 2010, a putative class action was filed in the U.S. District Court for the Southern District of New York by several contingent technology workers who were employees of third-party vendors. The plaintiffs sought overtime pay for alleged hours worked in excess of 40 per work week. The complaint alleged that the plaintiffs were de facto employees of Goldman Sachs & Co. and that Goldman Sachs & Co. is responsible for the overtime pay under federal and state overtime laws. The complaint sought class action status and unspecified damages. On March 21, 2011, the parties agreed to the terms of a settlement in principle. The court approved the terms of the settlement on February 10, 2012 and the time to appeal has run. Goldman, Sachs & Co. has paid the full amount of the settlement.

[Table of Contents](#)

On September 15, 2010, a putative class action was filed in the U.S. District for the Southern District of New York by three former female employees alleging that Goldman, Sachs & Co. and an affiliate have systematically discriminated against female employees in respect of compensation, promotion, assignments, mentoring and performance evaluations. The complaint alleges a class consisting of all female employees employed at specified levels by Goldman, Sachs & Co. and its affiliate since July 2002, and asserts claims under federal and New York City discrimination laws. The complaint seeks class action status, injunctive relief and unspecified amounts of compensatory, punitive and other damages. On November 22, 2010, Goldman, Sachs & Co. and its affiliate filed a motion to stay the claims of one of the named plaintiffs and to compel individual arbitration with that individual, based on an arbitration provision contained in an employment agreement between the affiliate of Goldman, Sachs & Co. and the individual. On April 28, 2011, the magistrate judge to whom the district judge assigned the motion denied the motion, and the district court affirmed the magistrate judge's decision on November 15, 2011. Goldman, Sachs & Co. has appealed that decision to the U.S. Court of Appeals for the Second Circuit. On June 13, 2011, Goldman, Sachs & Co. moved to strike the class allegations of one of the three named plaintiffs based on her failure to exhaust administrative remedies. On September 29, 2011, the magistrate judge recommended denial of the motion to strike and, on January 10, 2012, the district court denied the motion to strike. On July 22, 2011, Goldman, Sachs & Co. moved to strike all of the plaintiffs' class allegations, and for partial summary judgment as to plaintiffs' disparate impact claims. By a decision dated January 19, 2012, the magistrate judge recommended that defendants' motion be denied as premature. The defendants filed objections to that recommendation with the district judge and on July 17, 2012, the district court issued a decision granting in part Goldman, Sachs & Co.'s motion to strike plaintiffs' class allegations on the ground that plaintiffs lacked standing to pursue certain equitable remedies and denying in part Goldman, Sachs & Co.'s motion to strike plaintiffs' class allegations in their entirety as premature.

Goldman, Sachs & Co. and some of its affiliates trade the contracts comprising the S&P GSCI™, as well as the underlying commodities and other derivative instruments thereon, for their proprietary accounts and other accounts under their management. Goldman, Sachs & Co. and some of its affiliates may underwrite or issue other securities or financial instruments indexed to the S&P GSCI™ and related indices. These activities could present conflicts of interest and could adversely affect the value of the S&P GSCI™. There may be conflicts of interest between you and Goldman, Sachs & Co. See "Risk Factors–Risk Factors Relating to Conflicts of Interest– Proprietary trading and other activities by Goldman, Sachs & Co. and its affiliates could conflict with your interests as a Shareholder."

CONFLICTS OF INTEREST

General

Prospective investors should be aware that the Sponsor, the Manager, the Advisor and the Trustee intend to assert that Shareholders have, by purchasing Shares, consented to the following conflicts of interest in the event of any proceeding alleging that such conflicts violated any duty owed by the Sponsor, the Manager, the Advisor or the Trustee to the Shareholders.

The Sponsor, the Manager, the Advisor and the Trustee want you to know that there are certain entities with which the Sponsor, the Manager, the Advisor or the Trustee may have relationships that may give rise to conflicts of interest, or the appearance of conflicts of interest. These entities include the following: affiliates of the Sponsor, the Manager, the Advisor and the Trustee (including BlackRock, Inc., and The PNC Financial Services Group, Inc., and each of their affiliates, directors, partners, trustees, managing members, officers and employees (collectively, the “Affiliates”)).

The activities of the Sponsor, the Manager, the Advisor, the Trustee and the Affiliates in the management of, or their interest in, their own accounts and other accounts they manage, may present conflicts of interest that could disadvantage the Trust, the Investing Pool and Shareholders. One or more of the Sponsor, the Manager, the Advisor, the Trustee or the Affiliates provide investment management services to other funds and discretionary managed accounts that may follow an investment program similar to that of the Trust and the Investing Pool. The Sponsor, the Manager, the Advisor, the Trustee and the Affiliates collectively are involved worldwide with a broad spectrum of financial services and asset management activities and may engage in the ordinary course of business in activities in which their interests or the interests of their clients may conflict with those of the Trust, the Investing Pool and Shareholders. One or more of the Sponsor, the Manager, the Advisor, the Trustee or the Affiliates act or may act as an investor, investment banker, research provider, investment manager, financier, underwriter, advisor, market maker, trader, prime broker, lender, agent and principal, and have other direct and indirect interests, in assets in which the Trust and the Investing Pool directly and indirectly invest.

Thus, it is likely that the Trust and the Investing Pool will have multiple business relationships with engage in transactions with or obtain services from entities for which the Sponsor, the Manager, the Advisor, the Trustee or an Affiliate performs or seeks to perform investment banking or other services.

One or more of the Sponsor, the Manager, the Advisor, the Trustee or an Affiliate are currently involved in transactions with, and would stand to benefit from the positive performance by, entities that are or may be direct competitors of the Trust or the Investing Pool, including in capacities such as the sponsor, commodity pool operator, commodity trading advisor, trustee or administrator of competing or potentially competing funds. One or more of the Sponsor, the Manager, the Advisor, the Trustee or the Affiliates may additionally engage in proprietary trading and advise accounts and funds that have investment objectives similar to those of the Trust and the Investing Pool and/or that engage in and compete for transactions in the same types of assets as the Trust and the Investing Pool. Those trading activities are carried out without reference to positions held directly or indirectly by the Trust and the Investing Pool may result in one or more of the Sponsor, the Manager, the Advisor, the Trustee or an Affiliate having positions that are adverse to those of the Trust and the Investing Pool.

No Affiliate is under any obligation to share any investment opportunity, idea or strategy with the Trust or the Investing Pool. As a result, an Affiliate may compete with the Trust and the Investing Pool for appropriate investment opportunities. As a result of this and several other factors, the results of the Trust and the Investing Pool’s investment activities may differ from those of an Affiliate and of other accounts managed by an Affiliate, and it is possible that the Trust, the Investing Pool and Shareholders could sustain losses during periods in which one or more Affiliates and other accounts achieve profits on their trading for proprietary or other accounts. The opposite result is also possible.

Table of Contents

The Trust and the Investing Pool may, from time to time, enter into transactions in which other clients of the Sponsor, the Manager, the Advisor, the Trustee or an Affiliate have an adverse interest. Furthermore, transactions undertaken by Affiliate-advised clients may adversely impact the Trust and the Investing Pool. Transactions by one or more Affiliate-advised clients or the Sponsor, the Manager, the Advisor, the Trustee or an Affiliate may have the effect of diluting or otherwise disadvantaging the values, prices or investment strategies of the Trust and the Investing Pool.

An Affiliate may maintain securities indices as part of its product offerings. Index-based funds seek to track the performance of securities indices and may use the name of the index in the fund name. Index providers, including the Affiliates, may be paid licensing fees for use of their indices or index names. Affiliates will not be obligated to license their indices to BlackRock, Inc., and BlackRock, Inc. cannot be assured that the terms of any index licensing agreement with the Affiliates will be as favorable as those terms offered to other index licensees.

The Sponsor

The Sponsor is an affiliate of the Trustee and therefore may have a conflict of interest with respect to its oversight of the Trustee. In particular, the Sponsor, which has authority to remove the Trustee in its discretion, has an incentive not to exercise this authority, even when it is in the best interests of the Shareholders to do so, because of the affiliation between the entities. The Trustee is authorized to appoint an unaffiliated agent to carry out all or some of its duties under the Trust Agreement, but it is not required to delegate any of its duties to an unaffiliated third party.

In addition, the Sponsor and its affiliates may engage in trading activities relating to the Index Futures, the components of the Index or the S&P GSCI-ER or other derivative instruments related to those indices that are not for the account of, or on behalf of, the Trust, the Investing Pool or the Shareholders. These activities may present a conflict between the Shareholders' interest in the Shares and the interest of the Sponsor and its affiliates in their proprietary accounts, in facilitating transactions, including derivatives transactions, for their customers' accounts and in accounts under their management. These trading activities, if they influence the value of the Index Futures, could be adverse to the interests of the Shareholders. Moreover, the Sponsor and its affiliates have published and in the future expect to publish research reports with respect to commodities markets. This research may express opinions or provide recommendations that are inconsistent with purchasing or holding Shares. The research should not be viewed as a recommendation or endorsement of the Shares in any way, and investors must make their own independent investigation of the merits of this investment. Any of these activities by the Sponsor and its affiliates may affect the level of the S&P GSCI-ER or its components, the value of the Index Futures and the price of the Shares.

No Distributions

The Sponsor has discretionary authority over all distributions made by the Trust. If the Sponsor determines that there is excess cash being held in the Trust beyond what is reasonably expected to be needed to achieve its investment objective and pay the Trust's near-term expenses, the Sponsor at its discretion can either distribute the extra cash to the Shareholders or cause it to be invested in additional Index Futures or Collateral Assets. The Trust has no obligation to make periodic distributions to Shareholders. The Manager will receive greater management fees as the Investing Pool's net assets increase.

Resolution of Certain Conflicts

The Trust Agreement provides that in the case of a conflict of interest between the Trustee, the Sponsor and their affiliates, on the one hand, and the holders of Shares, on the other, the Trustee and Sponsor will resolve such conflict considering the relevant interests of each party (including their own interests) and related benefits and burdens, any customary or accepted industry practices, and any applicable generally accepted accounting practices or principles. The Trust Agreement provides that in the absence of bad faith by the Sponsor or Trustee, such a resolution will not constitute a breach of the Trust Agreement or any duty or obligation of the Sponsor or Trustee.

[Table of Contents](#)

CERTAIN PERFORMANCE DATA

Trust and Investing Pool

The following performance information is presented in accordance with CFTC regulations.

All summary performance information is as of February 28, 2013. Performance information is set forth, in accordance with CFTC regulations, for the most recent five calendar years. The summary below also substantially reflects the performance of the Investing Pool, into which substantially all of the assets of the Trust are invested. The Trust owns substantially all of the interests in the Investing Pool.

PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS.

<u>Name of Pool:</u>	<u>iShares® S&P GSCI™ Commodity-Indexed Trust</u>
Type of Pool:	Public, Exchange-Listed Commodity Pool
Date of Inception of Trading:	July 10, 2006
Aggregate Gross Capital Subscriptions ⁽¹⁾ as of February 28, 2013	\$2,749,793,889
Net Asset Value as of February 28, 2013:	\$1,151,115,474
Net Asset Value per Share as of February 28, 2013: ⁽²⁾	\$32.66
Worst Monthly Drawdown: ⁽³⁾	27.77% (October 2008)
Worst Peak-to-Valley Drawdown: ⁽⁴⁾	67.43% (June 2008 - February 2009)

- (1) “Aggregate Gross Capital Subscriptions” is the aggregate of all amounts ever contributed to the pool, including those of investors who subsequently redeemed their investments.
- (2) “Net Asset Value per Share” is the net asset value of the pool divided by the total number of Shares outstanding as of February 28, 2013.
- (3) “Worst Monthly Drawdown” is the largest single month loss sustained since inception of trading. “Drawdown” as used in this section of the Prospectus means losses experienced by the relevant pool over the specified period and is calculated on a rate of return basis, i.e., dividing net performance by beginning equity. Drawdown is measured on the basis of monthly returns only, and does not reflect intra-month figures.
- (4) “Worst Peak-to-Valley Drawdown” is the greatest cumulative percentage decline in month-end Net Asset Value per Share due to losses sustained by the pool during any period in which the initial month-end Net Asset Value per Share is not equaled or exceeded by a subsequent month-end Net Asset Value per Share.

Rate of Return:

<u>Month</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>
January	4.29%	2.15%	2.58%	(7.74)%	(6.76)%	0.19%
February	(4.64)%	6.07%	4.11%	5.51%	(6.51)%	10.29%
March		(2.23)%	3.10%	1.56%	4.67%	(0.76)%
April		(0.54)%	3.99%	1.98%	(1.00)%	8.25%
May		(13.13)%	(7.60)%	(13.15)%	19.52%	9.23%
June		1.09%	(5.70)%	0.83%	0.75%	8.42%
July		6.35%	3.85%	5.44%	0.03%	(12.07)%
August		6.37%	(2.69)%	(6.11)%	(1.74)%	(7.40)%
September		(1.56)%	(11.85)%	8.74%	(0.14)%	(11.99)%
October		(4.17)%	10.21%	2.43%	6.20%	(27.77)%
November		1.41%	0.42%	0.94%	0.67%	(16.40)%

December		(0.73)%	(1.64)%	9.74%	0.86%	(13.65)%
Year	(0.55)%	(0.61)%	(3.25)%	7.83%	15.12%	(47.47)%
	(through February 2013)	(January- December 2012)	(January- December 2011)	(January- December 2010)	(January- December 2009)	(January- December 2008)

UNITED STATES FEDERAL INCOME TAX CONSEQUENCES

The following is a summary of U.S. federal income tax consequences material to the purchase, ownership and disposition of the Shares. Unless otherwise specifically indicated herein, this summary addresses the tax consequences only to a beneficial owner of Shares that is (i) an individual citizen or resident of the United States, (ii) a corporation organized in or under the laws of the United States or any state thereof or the District of Columbia or (iii) otherwise subject to U.S. federal income taxation on a net income basis in respect of the Shares (a “U.S. Holder”). This summary does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a decision to purchase the Shares by any particular investor, including tax considerations that arise from rules of general application to all taxpayers or to certain classes of taxpayers or that are generally assumed to be known by investors. This summary also does not address the tax consequences to (1) persons that may be subject to special treatment under U.S. federal income tax law, such as banks, insurance companies, thrift institutions, regulated investment companies, real estate investment trusts, traders in securities that elect to mark to market and dealers in securities or currencies, (2) persons that will hold Shares as part of a position in a “straddle” or as part of a “hedging,” “conversion” or other integrated investment transaction for federal income tax purposes, (3) persons whose functional currency is not the U.S. dollar, or (4) persons that do not hold Shares as capital assets.

This summary is based on the Code, Treasury regulations, IRS rulings and judicial decisions in effect as of the date of this prospectus, all of which are subject to change at any time (possibly with retroactive effect) or different interpretations. As the law is technical and complex, the discussion below necessarily represents only a general summary. Moreover, the effect of any applicable state, local or foreign tax laws is not discussed.

There can be no assurance that the IRS will not challenge one or more of the tax consequences described herein. The Sponsor has not obtained, nor does it intend to obtain, a ruling from the IRS with respect to the U.S. federal tax consequences of acquiring, owning or disposing of the Shares. ***Prospective investors in the Shares should consult their tax advisors in determining the tax consequences of an investment in the Shares, including the application of state, local or other tax laws and the possible effects of changes in federal or other tax laws.***

Classification of the Trust and the Investing Pool

Under current law and assuming full compliance with the terms, without modification, of the Trust Agreement and the Investing Pool Agreement and such other documents as are relevant, in the opinion of Skadden, Arps, Slate, Meagher & Flom LLP, (1) the Trust will not be treated as an association taxable as a corporation for U.S. federal income tax purposes, and (2) the Investing Pool will not be treated as an association taxable as a corporation for U.S. federal income tax purposes. Accordingly, the Trust and the Investing Pool will not be taxable entities for U.S. federal income tax purposes and will not incur U.S. federal income tax liability.

The opinion of Skadden, Arps, Slate, Meagher & Flom LLP is based on various assumptions relating to the organization, operation, assets and activities of the Trust and the Investing Pool, including assumptions that neither the Trust nor the Investing Pool will invest in any assets except those specifically provided for currently in this prospectus, and that neither the Trust Agreement, the Investing Pool Agreement nor any other relevant document will be otherwise amended. The opinion of Skadden, Arps, Slate, Meagher & Flom LLP further assumes that all factual representations and statements set forth in all relevant documents, records and instruments are true and correct, all actions described in this prospectus are completed in a timely fashion and that the Trust and the Investing Pool will at all times operate in accordance with the method of operation described in the Trust Agreement, the Investing Pool Agreement and this prospectus, and is conditioned upon factual representations and covenants made by the Trust, the Investing Pool, the Sponsor and the Manager regarding the organization, operation, assets and activities of the Trust and the Investing Pool and the conduct of their respective operations, and assumes that such representations and covenants are accurate and complete.

Table of Contents

The Investing Pool files partnership tax returns. Prospective investors should be aware that there is no authority addressing the U.S. federal income tax treatment of an investment trust whose sole asset is an interest in a limited liability company taxed as a partnership, where that interest represents substantially all of the total interests in the partnership. The IRS has indicated that its position is that certain trusts of that kind should be treated as partnerships. As a result the Trust files a partnership return rather than a trust return. See “*Information Reporting with Respect to Shares.*” Accordingly, you will be taxed as a beneficial owner of an interest in a partnership, which means that you generally will be required to take into account your allocable share of the Trust’s and Investing Pool’s items of income, gain, loss, deduction, expense and credit in computing your U.S. federal income tax liability.

Classification of the Index Futures

The Sponsor expects that the Index Futures will constitute “Section 1256 contracts” within the meaning of Section 1256 of the Code (“Section 1256 Contracts”). The Code generally applies a “mark-to-market” system of taxing unrealized gains and losses to such contracts and otherwise provides for special rules of taxation. A Section 1256 Contract includes certain regulated futures contracts and foreign currency contracts. Under these rules, Section 1256 Contracts held by the Investing Pool at the end of each taxable year of the Investing Pool are treated for U.S. federal income tax purposes as if they were sold by the Investing Pool for their fair market value on the last business day of such taxable year. The net gain or loss, if any, resulting from such deemed sales (known as “marking to market”), together with any gain or loss resulting from actual sales of Section 1256 Contracts, must be taken into account by the Investing Pool in computing its taxable income for such year. If a Section 1256 Contract held by the Investing Pool at the end of a taxable year is sold in the following year, the amount of any gain or loss realized on such sale will be adjusted to reflect the gain or loss previously taken into account under the “mark-to-market” rules.

With certain exceptions, capital gains and losses from such Section 1256 Contracts generally are characterized as short-term capital gains or losses to the extent of 40% thereof and as long-term capital gains or losses to the extent of 60% thereof. Under certain circumstances, long-term capital gains recognized by individuals may qualify for reduced rates of tax.

In General

The Investing Pool will be treated, for U.S. federal income tax purposes, as owning the Index Futures and the Collateral Assets. It is expected that the Investing Pool’s items of income or loss, as the case may be, will consist primarily of (1) capital gain or loss, as the case may be, in respect of the Index Futures, computed annually under the “mark-to-market” rules applicable to Section 1256 Contracts described above, (2) adjustments to such capital gain or loss, as the case may be, in respect of the Index Futures upon their expiration or upon disposition of an Index Future by the Investing Pool and (3) interest income on Collateral Assets, and if applicable, gain or loss on the disposition of such Collateral Assets.

Gain or loss on an Index Future or on securities held as collateral generally will be equal to the difference between the amount realized on the sale or other disposition thereof and the adjusted tax basis of the Index Future or securities, respectively. In the case of Index Futures, with certain exceptions, such gain or loss will be characterized as short-term capital gains or losses to the extent of 40% thereof and as long-term capital gains or losses to the extent of 60% thereof. Gain or loss on the securities held to collateralize Index Future positions, which will generally consist of three-month U.S. Treasury securities, are expected to be characterized as short-term capital gains or losses, but gain or loss on any such securities that are held by the Investing Pool for more than one year will be characterized as long-term capital gain or loss. Interest or dividends accrued or paid on the securities held by the Investing Pool to collateralize its Index Future positions will be taxable to Shareholders as ordinary income. If any of the securities are treated as issued with original issue discount, you generally will be required to include the original issue discount in income.

Table of Contents

Under certain circumstances, loss deductions are disallowed where they result from wash sales of stock or securities. A wash sale occurs if stock or securities are sold at a loss and the seller acquires substantially identical stock or securities within a certain time period before or after the sale. The Trust and Investing Pool should not be subject to the wash sale rules in connection with the sale or disposition of Index Futures, because Index Futures do not constitute securities for purposes of these rules.

Because you will be treated as a beneficial owner of an interest in a partnership, you will be required to include in income the Investing Pool's items of income, gain, loss, deduction, expense and credit that are allocated to you for the Trust's and the Investing Pool's taxable year ending with or within your taxable year, regardless of whether any distributions are made to you. Accordingly, you may be required to include amounts in income without a corresponding current receipt of cash if the Trust or the Investing Pool earns taxable income but does not make corresponding cash distributions. For example, you may incur income tax liabilities in excess of cash distributions on Shares as a result of the "mark-to-market" rules applicable to Section 1256 Contracts, as a result of adjustments to the capital gain or loss computed for a Section 1256 Contract when it is closed out (by offset or otherwise), expires or from the disposition of such Section 1256 Contract in connection with the redemption by an Authorized Participant of a Basket, and as a result of interest earned by the Investing Pool on the securities it holds to collateralize its Index Future positions or from amounts deposited with the Clearing FCM or the ETF Administrator.

Distributions on the Shares

Distributions on the Shares generally will not be taxable to you, except to the extent that the cash you receive exceeds your adjusted tax basis in the Shares. Cash distributions in excess of your adjusted tax basis in the Shares generally will be treated as gain from the sale or exchange of the Shares, taxable in accordance with the rules described under "--Sale, Exchange or Other Taxable Disposition of Shares."

Upon a liquidating distribution of cash by the Investing Pool and the Trust (a distribution to you that terminates your interest in the Trust and Investing Pool), you generally will recognize gain or loss from the sale or exchange of the Shares, taxable in accordance with the rules described under "--Sale, Exchange or Other Taxable Disposition of Shares."

Sale, Exchange or Other Taxable Disposition of Shares

Upon the sale, exchange or other taxable disposition of Shares, you generally will recognize capital gain or loss equal to the difference between the amount realized upon the sale, exchange or other disposition and your adjusted tax basis in the Shares. Your adjusted tax basis in your Shares generally will be equal to the amount you paid for your Shares (1) increased by any income or gain of the Trust that is allocated to you, and by the amount of any contributions you make to the capital of the Investing Pool as part of the creation of a Basket, and (2) decreased, but not below zero, by any loss or expense of the Trust that is allocated to you, and by the amount of any cash and the tax basis of any property distributed (or deemed distributed) to you. For a description of the allocation of income, gain, loss and expense to you, see "--Partnership Allocations and Adjustments."

Creation and Redemption of Baskets

Holders of Shares other than Authorized Participants (or holders for which an Authorized Participant is acting) generally are not expected to recognize gain or loss as a result of an Authorized Participant's creation or redemption of a Basket. If the Investing Pool disposes of an Index Future in connection with the redemption of a Basket, however, the disposition may give rise to gain or loss that will be allocated in part to you. An Authorized Participant's creation or redemption of a Basket also may affect the portion of the Investing Pool's tax basis in the Investing Pool's assets that is allocated to you, which could affect the amount of gain or loss allocated to you under the "mark-to-market" system applicable to Section 1256 Contracts, or on the closing out (whether by offset or otherwise), expiration or disposition of an Index Future by the Investing Pool.

Table of Contents

Distributions of Index Futures to Authorized Participants in connection with redemptions of Baskets may give rise to character and timing mismatches between gain or loss recognized by the Authorized Participant on the Index Futures and gain or loss recognized on any Shares retained by the Authorized Participant (or, if relevant, a holder of Shares for which an Authorized Participant is acting). In a nonliquidating distribution, the Authorized Participant generally will receive a carryover basis in the Index Futures distributed to it (assuming that such carryover basis does not exceed the holder's outside basis in its Shares) and the holder will reduce its outside basis in the Shares it retains after the redemption by the sum of the basis it takes in the Index Futures and the amount of cash, if any, it receives. Thus, for example, an Authorized Participant that is a dealer in securities who receives a distribution of Index Futures generally will recognize capital gain or loss on such Index Futures in the year of the distribution under the special "mark-to-market" rules applicable to regulated futures contracts under Section 1256 of the Code but may recognize in the same year an offsetting amount of ordinary income or loss on any Shares it retains after the redemption under the regular "mark-to-market" rules that apply to dealers in securities. Similarly, an Authorized Participant (or other redeeming holder of Shares) that is not a dealer in securities who receives a distribution of Index Futures generally will recognize capital gain or loss on such Index Futures in the year of the distribution under the special "mark-to-market" rules applicable to regulated futures contracts but generally will not recognize gain or loss with respect to the Shares it retains after the redemption until it disposes of such Shares. Different rules would apply if a creation of Shares and a redemption of Shares were treated as a "disguised sale" under special rules applicable to certain contributions to and redemptions from a partnership. The Investing Pool intends to take the position that the disguised sale rules generally do not apply. Authorized Participants (and other redeeming holders of Shares for which an Authorized Participant is acting) are urged to consult their own tax advisor with regard to the tax consequences to them of redemption of Shares, including whether the Authorized Participant (or other redeeming holder of Shares) is obligated to file a disguised sale disclosure statement with its tax return.

Limitations on Deductibility of Certain Losses and Expenses

The deductibility for U.S. federal income tax purposes of a U.S. Holder's share of losses and expenses of the Trust and the Investing Pool is subject to certain limitations, including, but not limited to, rules providing that: (1) you may not deduct the Investing Pool's losses that are allocated to you in excess of your adjusted tax basis in your Shares; (2) individuals and personal holding companies may not deduct the losses allocable to a particular "activity" in excess of the amount that they are considered to have "at risk" with respect to the activity; and (3) a noncorporate U.S. Holder may deduct its share of expenses of the Trust or Investment Pool only to the extent that such share, together with such noncorporate U.S. Holder's other miscellaneous itemized deductions, exceeds 2% of such noncorporate U.S. Holder's adjusted gross income. The Trust will report the annual allocation from the Investing Pool to the Manager as an expense of the kind subject to the limitation on miscellaneous itemized deductions. To the extent that a loss or expense that you cannot deduct currently is allocated to you, you may be required to report taxable income in excess of your economic income or cash distributions to you on the Shares. You are urged to consult your own tax advisor with regard to these and other limitations on your ability to deduct losses or expenses with respect to the Trust and the Investing Pool.

Partnership Allocations and Adjustments

For U.S. federal income tax purposes, your share of the Investing Pool's income, gain, loss, deduction and other items will be determined by the Trust Agreement and the Investing Pool Agreement, unless an allocation under these agreements does not have "substantial economic effect", in which case the allocations will be determined in accordance with the "partners' interests in the partnership." Subject to the discussion below under "–Monthly Allocation and Revaluation Conventions" and "–Section 754 Election," the allocations pursuant to the Trust Agreement and the Investing Pool Agreement should be considered to have substantial economic effect.

If the allocations provided by the Trust Agreement or the Investing Pool Agreement were successfully challenged by the IRS, the amount of income or loss allocated to you for U.S. federal income tax purposes under the agreement could be increased or decreased, the timing of income or loss could be accelerated or deferred, or the character of the income or loss could be altered.

[Table of Contents](#)

As described in more detail below, the U.S. tax rules that apply to partnerships are complex and their application is not always clear. Moreover, the rules generally were not written for, and in some respects are difficult to apply to, publicly traded interests in partnerships. The Trust and the Investing Pool will apply certain assumptions and conventions intended to comply with the intent of the rules and to report income, gain, deduction, loss and credit to investors in a manner that reflects the investors' economic gains and losses, but these assumptions and conventions may not comply with all aspects of the applicable Treasury regulations. It is possible therefore that the IRS will successfully assert that these assumptions or conventions do not satisfy the technical requirements of the Code or the Treasury regulations and will require that items of income, gain, deduction, loss and credit be adjusted or reallocated in a manner that could be adverse to you. Holders with questions regarding partnership allocations and adjustments or other tax matters may obtain further information from BAMII at the following number 1-800-iShares or 1-800-474-2737.

Monthly Allocation and Revaluation Conventions

In general, the Trust's and the Investing Pool's taxable income and losses will be determined monthly and will be apportioned among the holders of Shares in proportion to the number of Shares treated as owned by each of them as of the close of the last trading day of the preceding month. By investing in the Shares, a U.S. Holder agrees that, in the absence of an administrative determination or judicial ruling to the contrary, it will report income and loss under the monthly allocation and revaluation conventions described below.

Under the monthly allocation convention, the person that was treated for U.S. federal income tax purposes as holding a Share as of the close of the last trading day of the preceding month will be treated as continuing to hold that Share until immediately before the close of the last trading day of the following month. As a result, a holder that is transferring its Shares or whose Shares are redeemed prior to the close of the last trading day of a month may be allocated income, gain, loss and deduction realized after the date of transfer.

The Code generally requires that items of partnership income and deductions be allocated between transferors and transferees of partnership interests on a daily basis. It is possible that transfers of Shares could be considered to occur for these purposes when the transfer is completed without regard to the Trust's and the Investing Pool's monthly convention for allocating income and deductions. In that event, the Trust's and the Investing Pool's allocation method might be viewed as violating that requirement.

In addition, for any month in which a creation or redemption of Shares takes place, the Investing Pool generally will credit or debit, respectively, the "book" capital account of the Trust with any unrealized gain or loss in the Investing Pool's assets and the Trust will credit or debit, respectively, the "book" capital accounts of the holders of existing Shares with any unrealized gain or loss in the Trust's Investing Pool Interests. This will result in the allocation of items of the Investing Pool's income, gain, loss, deduction and credit to existing holders of Shares to account for the difference between the tax basis and fair market value of property owned by the Investing Pool at the time new Shares are issued or old Shares are redeemed ("reverse section 704(c) allocations"). The intended effect of these allocations is to allocate any built-in gain or loss in the Investing Pool's assets at the time of a creation or redemption of Shares to the investors that economically have earned such gain or loss.

As with the other allocations described above, the Trust and the Investing Pool generally will use a monthly convention for purposes of the reverse section 704(c) allocations. More specifically, the Investing Pool generally will credit or debit, respectively, the "book" capital account of the Trust with any unrealized gain or loss in the Investing Pool's assets and the Trust will credit or debit, respectively, the "book" capital accounts of holders of existing Shares with any unrealized gain or loss in the Trust's Investing Pool Interests based on the lowest fair market value of the assets and shares, respectively, during the month in which the creation or redemption transaction takes place, rather than the fair market value at the time of such creation or redemption (the "monthly revaluation convention"). As a result, it is possible that, for U.S. federal income tax purposes, (1) a purchaser of newly issued Shares will be allocated some or all of the unrealized gain in the Investing Pool's assets at the time

[Table of Contents](#)

it acquires the Shares or (2) an existing holder of Shares will not be allocated its entire share in the unrealized loss in the Investing Pool's assets at the time of such acquisition. Furthermore, the applicable Treasury regulations generally require that the "book" capital accounts will be adjusted based on the fair market value of partnership property on the date of adjustment and do not explicitly allow the adoption of a monthly revaluation convention.

The Code and applicable Treasury regulations generally require that items of partnership income and deductions be allocated between transferors and transferees of partnership interests on a daily basis, and that adjustments to "book" capital accounts be made based on the fair market value of partnership property on the date of adjustment. The Code and regulations do not contemplate monthly allocation or revaluation conventions. If the IRS does not accept the Trust's and the Investing Pool's monthly allocation or monthly revaluation convention, the IRS may contend that taxable income or losses of the Trust and the Investing Pool must be reallocated among the holders of Shares. If such a contention were sustained, the holders' respective tax liabilities would be adjusted to the possible detriment of certain holders. The Trustee and the Manager are authorized to revise the Trust's and the Investing Pool's allocation and revaluation methods in order to comply with applicable law or to allocate items of partnership income and deductions in a manner that reflects more accurately the holders' interest in the Trust and the Investing Pool.

Under proposed Treasury regulations, if finalized in the form proposed, publicly traded partnerships like the Trust and the Investing Pool generally would be permitted to use monthly allocation conventions similar to those used by the Trust and the Investing Pool with respect to most transfers of partnership interests. It appears that existing publicly traded partnerships such as the Trust and the Investing Pool would not be subject to certain portions of the proposed regulations when finalized. The Manager and the Trustee may amend the allocation conventions of the Trust and the Investing Pool to the extent required or permitted pursuant to these regulations when they are issued in final form.

Section 754 Election

The Trust and the Investing Pool intend to make the election permitted by Section 754 of the Code. Such an election is irrevocable without the consent of the IRS. These elections generally will require each purchaser of Shares to adjust its proportionate share of the tax basis in the Trust's Investing Pool Interests ("inside basis") to fair market value, as reflected in the purchase price for the purchaser's Shares, as if the purchaser had acquired a direct interest in the Investing Pool Interests and will require the Trust to make a corresponding adjustment to its share of the tax basis in the Investing Pool's assets that will be segregated and allocated to the purchaser of the Shares. These adjustments are attributed solely to a purchaser of Shares and are not added to the tax basis of the Investing Pool Interests and the Investing Pool's assets associated with other holders of Shares. Generally the Section 754 election is intended to eliminate the disparity between a purchaser's outside basis in its Shares and the Trust's corresponding inside basis in the Investing Pool's assets such that the amount of gain or loss that will be allocated to the purchaser on the disposition by the Investing Pool of its assets (for example, on the expiration or disposition of an Index Future) will correspond to the purchaser's share in the appreciation or depreciation in the value of such assets since the purchaser acquired its Shares. Depending on the relationship between a holder's purchase price for Shares and its interest in the unadjusted share of the Investing Pool's inside basis at the time of the purchase, the Section 754 election may be either advantageous or disadvantageous to the holder as compared to the amount of gain or loss a holder would be allocated absent the Section 754 election.

The calculations under Section 754 are complex, and there is little legal authority concerning the mechanics of the calculations, particularly in the context of publicly traded interests in partnerships. To help reduce the complexity of those calculations and the resulting administrative costs to the Trust and the Investing Pool, the Trust and the Investing Pool will apply certain assumptions and conventions in determining and allocating the basis adjustments. It is possible that the IRS will successfully assert that the assumptions and conventions utilized by the Trust and the Investing Pool do not satisfy the technical requirements of the Code or the Treasury regulations and will require different basis adjustments to be made. If such different adjustments were required, some holders could be adversely affected.

[Table of Contents](#)

In order to make the basis adjustments permitted by Section 754, the Trust and the Investing Pool will be required to obtain information regarding each holder's secondary market transactions in Shares, as well as creations and redemptions of Shares. The Trust and the Investing Pool will seek such information from the record holders of Shares, and, by purchasing Shares, each beneficial owner of Shares will be deemed to have consented to the provision of such information by the record owner of such beneficial owner's Shares. Notwithstanding the foregoing, however, there can be no guarantee that the Trust or the Investing Pool will be able to obtain such information from record owners or other sources, or that the basis adjustments that the Trust and the Investing Pool makes based on the information they are able to obtain will be effective in eliminating disparity between a holder's outside basis in its Shares and its interest in the inside basis in the Investing Pool's assets.

Constructive Termination

The Trust and the Investing Pool will experience a constructive termination for tax purposes if there is a sale or exchange of 50% or more of the total Shares within a 12-month period. Although the Trust and the Investing Pool would continue to exist as a Delaware statutory trust and a Delaware limited liability company, respectively, a constructive termination would, among other things, result in the closing of the Trust's taxable year for all holders of Shares. A constructive termination occurring on a date other than December 31 would result in the Trust filing two tax returns, and each holder of Shares could receive two Schedules K-1, for one calendar year. However, pursuant to an IRS relief procedure for publicly traded partnerships that have constructively terminated, the IRS may allow the Trust to provide a single Schedule K-1 to each holder of Shares for the tax year in which the termination occurs. In the case of a holder of Shares reporting on a taxable year other than a fiscal year ending December 31, the closing of the Trust's and the Investing Pool's taxable year may result in more than 12 months of its taxable income or loss being includable in its taxable income for the year of termination. The Trust and the Investing Pool would be required to make new tax elections after a termination, including a new election under Section 754. A termination could also result in penalties if the Trust or the Investing Pool were unable to determine that the termination had occurred.

Other Matters

Borrowing of Shares

If your Shares are borrowed (or rehypothecated) by your broker and sold to a third party, for example as part of a loan to a "short seller" to cover a short sale of Shares, you may be considered as having disposed of those Shares. If so, you would no longer be a beneficial owner of a *pro rata* portion of the Shares during the period of the loan and may recognize gain or loss from the disposition. In addition, during the period of the loan, (1) the Trust's and the Investing Pool's income, gain, loss, deduction or other items with respect to those Shares would not be reported by you, and (2) any cash distributions received by you with respect to those Shares could be fully taxable, likely as ordinary income. Accordingly, if you desire to avoid the risk of income recognition from a loan of your Shares, you should modify any applicable brokerage account agreements to prohibit your broker from borrowing your Shares.

These rules should not affect the amount or timing of items of income, gain, deduction or loss reported by a taxpayer that is a dealer in securities that marks the Shares to market for U.S. federal income tax purposes, or a trader in securities that has elected to use the mark-to-market method of tax accounting with respect to the Shares.

Information Reporting with Respect to Shares

As described above under "*Classification of the Trust and the Investing Pool*," as a result of statements by the IRS on the classification of trusts similar to the Trust, the Trust files a partnership return rather than a trust return.

Tax information will be reported to investors on an IRS Schedule K-1 for each calendar year as soon as practicable after the end of each such year but in no event later than March 15. Each Schedule K-1 provided to a

Table of Contents

holder of Shares will set forth the holder's share of the Trust's share of the Investing Pool's items of income, gain, deduction, loss and credit for such year in a manner sufficient for a U.S. Holder to complete its tax return with respect to its investment in the Shares.

Each holder, by its acquisition of Shares, will be deemed to agree to allow brokers and nominees to provide to the Trust and the Investing Pool its name and address and such other information and forms as may be reasonably requested by the Trust and the Investing Pool for purposes of complying with their tax reporting and withholding obligations (and to waive any confidentiality rights with respect to such information and forms for such purpose) and to provide such information or forms upon request.

As described above under "*Partnership Allocations and Adjustments—Monthly Allocation and Revaluation Conventions*", the partnership tax rules generally require that items of partnership income and deductions be allocated between transferors and transferees of partnership interests on a daily basis, and that certain adjustments be made based on daily valuations. These regulations do not contemplate monthly allocation conventions of the kind that will be used by the Investing Pool and the Trust. If the IRS does not accept the monthly reporting convention, the IRS may contend that taxable income or losses of the Trust or Investing Pool must be reallocated among investors. If such a contention were sustained, investors' respective tax liabilities would be adjusted to the possible detriment of certain investors. The Trustee and the Manager are authorized to revise the Trust's and the Investing Pool's allocation method to comply with applicable law.

Reportable Transactions

Treasury regulations require U.S. taxpayers to report certain types of transactions to the IRS ("Reportable Transactions"). Under these regulations, a U.S. Holder who disposes of Shares and recognizes a loss with respect to such disposition in excess of certain thresholds would be required to report the loss on Form 8886 (Reportable Transaction Statement). The loss threshold is \$10 million in any single taxable year or \$20 million in any combination of taxable years for corporations, and \$2 million in any single taxable year or \$4 million in any combination of taxable years for most partnerships, individuals, S corporations or trusts. You should consult with your tax advisor regarding any tax filing and reporting obligation that may apply in connection with acquiring, owning and disposing of Shares.

Tax Audits

Under the Code, adjustments in tax liability with respect to partnership items generally will be made in a proceeding at the partnership level. The Manager will represent each of the Trust and the Investing Pool as its "Tax Matters Partner" during any audit and in any dispute with the IRS. Each Shareholder will be informed of the commencement of an audit of the Trust or the Investing Pool. In general, the Tax Matters Partner for the Trust may enter into a settlement agreement with the IRS on behalf of, and that is binding upon, the Shareholders.

Adjustments resulting from an IRS audit may require each Shareholder to adjust a prior year's liability, and possibly may result in an audit of its return. Any audit of a Shareholder's return could result in adjustments not related to the Trust's or Investing Pool's returns as well as those related to the Trust's or Investing Pool's returns.

The Tax Matters Partner will make some elections on the Trust's behalf and on behalf of the Shareholders. In addition, the Tax Matters Partner can extend the statute of limitations for assessment of tax deficiencies against the Trust's Shareholders for items in the Trust's returns. The Tax Matters Partner may bind a Shareholder with less than a 1% profits interest in the Trust to a settlement with the IRS unless that Shareholder elects, by filing a statement with the IRS, not to give that authority to the Tax Matters Partner. The Tax Matters Partner of the Trust may seek judicial review, by which all Shareholders are bound, of a final partnership administrative adjustment and, if the Tax Matters Partner fails to seek judicial review, judicial review may be sought by any Shareholder having at least a 1% interest in profits or by any group of such Shareholders having in the aggregate at least a 5% interest in profits. However, only one action for judicial review will go forward, and each Shareholder with an interest in the outcome may participate.

[Table of Contents](#)

Tax-Exempt Organizations

An organization that is otherwise exempt from U.S. federal income tax generally is nonetheless subject to taxation with respect to its “unrelated business taxable income” (“UBTI”). Except as noted below with respect to certain categories of exempt income, UBTI generally includes income or gain derived (either directly or through a partnership) from a trade or business, the conduct of which is substantially unrelated to the exercise or performance of the organization’s exempt purpose or function. UBTI generally does not include passive investment income, such as dividends, interest and capital gains, whether realized by the organization directly or indirectly through a partnership (such as the Investing Pool) in which it is a partner. However, if a tax-exempt entity’s acquisition of a partnership interest is debt-financed, or the partnership incurs “acquisition indebtedness,” all or a portion of the income or gain attributable to the “debt-financed property” would also be included in UBTI regardless of whether such income would otherwise be excluded as dividends, interest or capital gains. The income of the Trust and the Investing Pool will be passive investment income generally excluded from UBTI and the Trust and the Investing Pool will not incur “acquisition indebtedness.” Thus, if you are a tax-exempt entity and your acquisition of the Shares is not debt-financed, income with respect to the Shares will not be UBTI.

Regulated Investment Companies

Regulated investment companies (“RICs”) such as mutual funds are subject to a 90% annual gross income test and must satisfy certain diversification requirements with respect to their assets (generally at the close of each quarter of the taxable year). Under the income test, at least 90% of a RIC’s gross income must be derived from dividends, interest, payments with respect to certain securities loans, gains from the sale or other disposition of stock or securities or foreign currencies or other income derived with respect to its business of investing in stock, securities or currencies (“RIC Qualifying Income”). In general, income and gains from investments in commodities and futures contracts do not qualify as RIC Qualifying Income. Very generally, under the diversification test, at the close of each quarter of a RIC’s taxable year, at least 50% of the value of its assets must be made up of cash, government securities and securities of other issuers and no more than 25% of the value of its assets may be invested in the securities of a single issuer.

Special rules apply to investments held by a RIC in a qualified publicly traded partnership (“QPTP”). A partnership that is publicly traded will qualify as a QPTP, unless 90% or more of its gross income consists of income that would, if realized by a RIC, count towards the 90% income requirement described above. If a RIC holds interests in a partnership that is a QPTP, qualifying income for purposes of the 90% gross income test includes net income derived from interests in the QPTP and the 25% asset limitation described above applies to the equity securities of the QPTP. If a RIC holds interests in a partnership that is not a QPTP, then the RIC is generally required to look through to its distributable share of the partnership’s gross income for purposes of applying the income test. The IRS has ruled in certain circumstances that a RIC also should look through to the assets of a partnership that is not a QPTP for purposes of the diversification test.

As described above under “*Classification of the Trust and Investing Pool*,” the Trust files a partnership tax return and takes the position that it is treated as a partnership for tax purposes. Consequently, the Trust would generally be treated as a publicly traded partnership. As such, the Trust would qualify as a QPTP if less than 90% of the Trust’s annual gross income, taking into account the Investing Pool’s income, constitutes interest, gain from the disposition of securities or other RIC Qualifying Income. In that case, only the RIC’s share of the Trust’s and the Investing Pool’s net income would be included in applying the qualified income test and the RIC would be subject to the 25% asset limitation described above with respect to its investment in the Shares.

The Trust would not qualify as a QPTP if 90% or more of the Trust’s and the Investing Pool’s annual gross income constitutes interest, gains from the disposition of securities or other RIC Qualifying Income. In that case, the RIC would generally be required to look through to its distributable share of the Trust’s gross income for purposes of applying the income test. It is not certain whether the RIC should look through to the assets of the Investing Pool for purposes of the diversification test, because there is no guidance regarding the application of

[Table of Contents](#)

the diversification requirements to an investment in a two-tier partnership structure where the partnerships do not qualify as QPTPs. Holders that are RICs should consult their tax advisors regarding the application of the diversification test to their investment in the Shares.

Consequently, whether the Shares qualify as interests in a QPTP depends on the type of income recognized by the Trust and the Investing Pool. Because the Trust's and the Investing Pool's income depends on the type of investments the Investing Pool makes and the frequency of the Investing Pool's dispositions of investments and may change over time, no determination can be provided whether the Shares constitute interests in a QPTP. However, BAMII will provide information on its website, at www.ishares.com, on a monthly basis on the composition of the Trust's and Investing Pool's gross income and assets and will also provide an annual income and asset statement in order to enable a U.S. Holder that is a RIC to make an independent determination regarding the status of the Trust as a QPTP.

Taxation of Non-U.S. Holders of Shares

As used herein, the term "Non-U.S. Holder" means a beneficial owner of Shares that is not a U.S. Holder. The Investing Pool will conduct its activities in such a manner that a Non-U.S. Holder of the Shares who is not otherwise carrying on a trade or business in the United States will not be considered to be engaged in a trade or business in the United States as a result of an investment in the Shares.

Thus, if you are a Non-U.S. Holder, interest income allocable to you generally will be considered short-term interest not subject to U.S. withholding or income tax, or "portfolio interest" not subject to 30% U.S. federal income or withholding tax provided that

- (i) with respect to "portfolio interest" (1) you do not actually or constructively own 10% or more of the total combined voting power of all classes of stock entitled to vote of the Clearing FCM, in the case of interest income on amounts deposited with the Clearing FCM, or, to the extent Collateral Assets consist of other corporate securities, 10% or more of the total combined voting power of all classes of stock entitled to vote of the issuer of such securities; (2) you are not a controlled foreign corporation for U.S. federal income tax purposes that is related to the Clearing FCM or such issuer, as applicable, through stock ownership; and (3) you certify on IRS Form W-8BEN (or successor form), under penalties of perjury, that you are not a U.S. person and provide your name and address and otherwise satisfy applicable documentation requirements; or
- (ii) with respect to any interest paid after December 31, 2013 (other than interest on debt outstanding on January 1, 2014), you hold the Shares through a foreign financial institution or entity that has entered into an agreement with the U.S. government to collect and provide to the U.S. tax authorities information about its accountholders (including certain investors in such institution or entity) and, if required, you have provided the withholding agent with a certification identifying your direct and indirect U.S. owners.

Subject to the discussion below, you generally will not be subject to U.S. federal income tax on gains on the sale of the Shares or on your share of the Trust's and the Investing Pool's gains. However, in the case of an individual Non-U.S. Holder, such holder will be subject to U.S. federal income tax on gains on the sale of Shares or such holder's share of the Trust's and the Investing Pool's gains if such Non-U.S. Holder is present in the United States for 183 days or more during a taxable year and certain other conditions are met. Even if you are eligible for a lower treaty rate, you will be subject to a 30% withholding tax (rather than the lower treaty rate) on dividend payments to you, unless you have provided the withholding agent with an IRS Form W-8BEN or other documentary evidence establishing your entitlement to the lower treaty rate with respect to such payments.

If you are subject to withholding in respect of interest, dividends or gross proceeds paid with respect to your Shares, you may be able to obtain a refund of or credit for any amounts withheld in excess of the applicable rate. Holders are encouraged to consult with their own tax advisors regarding the possible implications of these withholding requirements on their investment in the Shares.

Table of Contents

Each holder, by its acquisition of Shares, will be deemed to agree to allow brokers and nominees to provide to the Trust and the Investing Pool its name and address and such other information and forms as may be reasonably requested by the Trust and the Investing Pool for purposes of complying with their tax reporting and withholding obligations (and to waive any confidentiality rights with respect to such information and forms for such purpose) and to provide such information or forms upon request.

Foreign Account Tax Compliance

The Foreign Account Tax Compliance provisions of the recently enacted Hiring Incentives to Restore Employment Act (“HIRE”) generally impose a new reporting regime and potentially a 30% withholding tax with respect to certain U.S. source income (including dividends and interest) and gross proceeds from the sale or other disposition of property that can produce U.S. source interest or dividends (“Withholdable Payments”). As a general matter, the new rules are designed to require U.S. persons’ direct and indirect ownership of Non-U.S. accounts and Non-U.S. entities to be reported to the IRS. The 30% withholding tax regime applies if there is a failure to provide required information regarding U.S. ownership.

The new rules will subject a Non-U.S. Holder’s share of Withholdable Payments and a portion of other payments from Non-U.S. entities (who have entered into FFI Agreements (as defined below)) (“Passthru Payments”) to 30% withholding tax unless such holder provides information, representations and waivers of Non-U.S. law as may be required to comply with the provisions of the new rules. A Non-U.S. Holder that is treated as a “foreign financial institution” will generally be subject to withholding unless it enters into an agreement (a “FFI Agreement”) with the IRS with respect to the foregoing, including reporting certain information to the IRS regarding its U.S. accountholders and those of its affiliates. The new withholding rules generally apply to U.S. source payments made after December 31, 2013 and to other Passthru Payments and the disposition proceeds of U.S. securities after December 31, 2016.

The application of the new withholding rules to a sale or other disposition of an interest in a partnership is unclear, but it is possible that the gross proceeds of the sale or other disposal of an interest in the Trust will be subject to tax under the new withholding rules if such proceeds are treated as an indirect disposal of the Non-U.S. Holder’s interest in assets that can produce U.S. source interest or dividends, unless the selling Non-U.S. Holder provides appropriate reporting information. Holders should consult their own advisors regarding the requirements under HIRE with respect to their own situation.

Backup Withholding

The Trust is required in certain circumstances to backup withhold on certain payments paid to non-corporate holders of Shares who do not furnish to the Trust their correct taxpayer identification number (in the case of individuals, their social security number) and certain certifications, or who are otherwise subject to backup withholding. Backup withholding is not an additional tax. Any amounts withheld from payments made to you may be refunded or credited against your U.S. federal income tax liability, if any, provided that the required information is timely furnished to the IRS.

ERISA AND RELATED CONSIDERATIONS

ERISA and the Code impose certain restrictions on (a) employee benefit plans (as defined in Section 3(3) of ERISA) that are subject to the fiduciary responsibility provisions of ERISA, as set forth in Title I thereof, (b) plans described in Section 4975(e)(1) of the Code that are subject to Section 4975 of the Code, including individual retirement accounts and Keogh plans, (c) entities whose underlying assets include plan assets by reason of a plan’s investment in such entities (each of the foregoing, a “Plan”) and (d) persons who have certain specified relationships to such Plans (“Parties in Interest” under ERISA and “Disqualified Persons” under the Code). Moreover, based on the reasoning of the U.S. Supreme Court in John Hancock Life Insurance Co. v. Harris Trust & Savings Bank, 510 U.S. 86 (1993), an insurance company’s general account may be deemed to include assets of the Plans investing in the general account (e.g., through the purchase of an annuity contract),

Table of Contents

and the insurance company might be treated as a Party in Interest or Disqualified Person with respect to a Plan by virtue of such investment. ERISA also imposes certain duties on persons who are fiduciaries of Plans subject to ERISA, and Section 406 of ERISA and Section 4975 of the Code prohibit certain transactions between a Plan and Parties in Interest or Disqualified Persons with respect to such Plans.

Acquisition of Shares

The Sponsor, the Manager, the Advisor, the Trustee and the Authorized Participants may be Parties in Interest or Disqualified Persons with respect to a number of Plans. Accordingly, the purchase of Shares by a Plan that has such a relationship could be deemed to constitute a transaction prohibited under Section 406 of ERISA or Section 4975 of the Code (e.g., the indirect transfer to or use by or for the benefit of Party in Interest or Disqualified Person of assets of a Plan). Such transactions may be subject to one or more statutory or administrative exemptions, such as Section 408(b)(17) of ERISA and Section 4975(d)(20) of the Code, which exempt certain transactions with non-fiduciary service providers; Prohibited Transaction Class Exemption (“PTCE”) 90-1, which exempts certain transactions involving insurance company pooled separate accounts; PTCE 91-38, which exempts certain transactions involving bank collective investment funds; PTCE 84-14, which exempts certain transactions effected on behalf of a Plan by a “qualified professional asset manager;” PTCE 95-60, which exempts certain transactions involving insurance company general accounts; PTCE 96-23, which exempts certain transactions effected on behalf of a Plan by an “in-house asset manager.” Even if all of the conditions specified in one of the foregoing exemptions were satisfied, however, there can be no assurance that such exemption would apply to all of the prohibited transactions that could be deemed to arise in connection with a Plan’s purchase of Shares.

Because of the possibility that a prohibited transaction could occur as a result of the transfer of Index Futures between a Plan and an Authorized Participant, no such transfer shall occur unless such transfer will not constitute or result in a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code. Accordingly, each Plan and its fiduciary will be deemed to have represented, in connection with a transfer of Index Futures between the Plan and an Authorized Participant, that such transfer will not constitute or result in a non-exempt prohibited transaction by reason of one of the statutory or administrative exemptions described above or another applicable exemption.

Plan Asset Rules

Under Section 3(42) of ERISA and regulations issued by the U.S. Department of Labor (the “DOL”) at 29 C.F.R. Section 2510.3-101 (together with Section 3(42) of ERISA, the “Plan Asset Rules”), as a general rule, the underlying assets and properties of corporations, partnerships, trusts and certain other entities in which a Plan purchases an “equity interest” will be deemed for purposes of the fiduciary responsibility provisions of ERISA and Section 4975 of the Code to be assets of the investing Plan unless certain exceptions apply. The Plan Asset Rules define an “equity interest” as any interest in an entity other than an instrument that is treated as indebtedness under applicable local law and which has no substantial equity features. The Shares should be treated as “equity interests” for purposes of these rules.

One exception provides that an investing Plan’s assets will not include any of the underlying assets of an entity if the equity interest acquired by the Plan is a “publicly-offered security.” A publicly-offered security is defined in the Plan Asset Rules as a security that (a) is freely transferable, (b) is part of a class of securities that is owned by 100 or more investors independent of the issuer and of one another, and (c) either (i) part of a class of securities registered under Section 12(b) or Section 12(g) of the Exchange Act or (ii) sold to the Plan as part of an offering of securities to the public pursuant to an effective registration statement under the Securities Act and the class of securities of which such security is a part is registered under the Exchange Act within 120 days (or such later time as may be allowed by the SEC) after the end of the fiscal year of the issuer during which the public offering occurred.

Table of Contents

It is anticipated that the Shares will constitute publicly-offered securities under the Plan Asset Rules. Accordingly, Shares purchased by a Plan, but not the assets held in the Trust or the underlying assets of the Investing Pool, should be treated as assets of the Plan for purposes of applying the fiduciary responsibility provisions of ERISA and Section 4975 of the Code.

General Investment Considerations

Any Plan fiduciary that proposes to cause a Plan to purchase Shares should consult with its counsel with respect to the potential applicability of ERISA and the Code to such investment and determine on its own whether any exceptions to or exemptions from the prohibited transaction provisions of ERISA and the Code are applicable and whether all conditions of any such exceptions or exemptions have been satisfied. Moreover, each Plan fiduciary should consider the fiduciary standards under ERISA in the context of the Plan's particular circumstances before authorizing an investment of a portion of such Plan's assets in the Shares. Accordingly, such fiduciary should consider (i) whether the investment satisfies the diversification requirements of Section 404(a)(1)(C) of ERISA, (ii) whether the investment is in accordance with the documents and instruments governing the Plan as required by Section 404(a)(1)(D) of ERISA, and (iii) whether the investment is prudent under ERISA.

Certain employee benefit plans, including non-U.S. pension plans, governmental plans established or maintained in the United States (as defined in Section 3(32) of ERISA) and church plans (as defined in Section 3(33) of ERISA) for which no election has been made under Section 410(d) of the Code, are not subject to the fiduciary responsibility provisions of ERISA or Section 4975 of the Code. However, any such plan that is qualified and exempt from taxation under Sections 401(a) and 501(a) of the Code may nonetheless be subject to the prohibited transaction rules set forth in Section 503 of the Code. Also, some non-U.S. plans and governmental plans may be subject to non-U.S. laws, or U.S. federal, state or local laws, that are, to a material extent, similar to the fiduciary responsibility provisions of ERISA or Section 4975 of the Code. Each fiduciary of a plan subject to such a similar law should make its own determination as to whether an investment in the Shares complies with all applicable requirements under such law.

The sale of Shares to a Plan is in no respect a representation by the Trust, the Sponsor, an Authorized Participant or any other person that such an investment meets all relevant legal requirements with respect to investments by Plans generally or any particular Plan or that such an investment is appropriate for Plans generally any particular Plan.

PLAN OF DISTRIBUTION

The Trust intends to issue Shares in Baskets to Authorized Participants in exchange for the requisite consideration on a continuous basis, although it may suspend issuances of Shares at any time and has done so in the past because the Trust could not invest the proceeds of new issuances in additional Index Future positions due to speculative position limits imposed by the CME. As of the date of this prospectus, the Authorized Participants are J.P. Morgan Securities Inc., Goldman, Sachs & Co., Goldman Sachs Execution & Clearing, L.P., Merrill Lynch Professional Clearing Corp. and UBS Securities LLC. Because new Shares can be created and issued on an ongoing basis, at any point during the life of the Trust, a "distribution," as such term is used in the Securities Act, will be occurring. Authorized Participants, other broker-dealers and other persons are cautioned that some of their activities will result in their being deemed participants in a distribution in a manner that will render them statutory underwriters and subject them to the prospectus-delivery and liability provisions of the Securities Act. An Authorized Participant, other broker-dealer firm or any of their respective clients will be deemed a statutory underwriter if it purchases a Basket from the Trust, breaks the Basket down into the constituent Shares and sells the Shares to its customers; or if it chooses to couple the creation of a supply of new Shares with an active selling effort involving solicitation of secondary market demand for the Shares. A determination of whether a particular market participant is an underwriter must take into account all the facts and circumstances pertaining to the

Table of Contents

activities of the broker-dealer or its client in the particular case, and the examples mentioned above should not be considered a complete description of all the activities that would lead to designation as an underwriter and subject them to the prospectus-delivery and liability provisions of the Securities Act.

By executing an Authorized Participant Agreement, an Authorized Participant becomes part of the group of parties eligible to purchase Baskets from, and put Baskets for redemption to, the Trust. An Authorized Participant is under no obligation to create or redeem Baskets, and an Authorized Participant is under no obligation to offer to the public Shares of any Baskets it does create.

Authorized Participants that do offer to the public Shares from the Baskets they create will do so at a per-Share offering price that will vary depending upon, among other factors, the trading price of the Shares on NYSE Arca, the NAV and the supply of and demand for the Shares at the time of the offer. Shares initially comprising the same Basket but offered by Authorized Participants to the public at different times may have different offering prices. The excess, if any, of the price at which an Authorized Participant sells a Share in respect of which it is acting as a statutory underwriter over the price paid by that Authorized Participant in connection with the creation of that Share in a Basket may be deemed to be underwriting compensation. However, such underwriting compensation, together with any other underwriting compensation received in connection with the offering (if any), will not exceed 10% of the gross proceeds in accordance with NASD Conduct Rule 2810.

The Trust will not pay a selling commission or any other compensation to any Authorized Participant in connection with the creation of Baskets. Investors that purchase Shares through a commission/fee-based brokerage account may, however, pay commissions/fees charged by the brokerage account. It is recommended that investors review the terms of their brokerage accounts for details on applicable charges.

Dealers that are not “underwriters” (including Authorized Participants that are not acting as underwriters) but are participating in a distribution (as contrasted to ordinary secondary trading transactions), and thus dealing with Shares that are part of an “unsold allotment” within the meaning of Section 4(3)(C) of the Securities Act, would be unable to take advantage of the prospectus-delivery exemption provided by Section 4(3) of the Securities Act.

The Sponsor intends that sales be made through broker-dealers who are members of FINRA. Investors intending to create or redeem Baskets through Authorized Participants in transactions not involving a broker-dealer registered in such investor’s state of domicile or residence should consult their legal advisor regarding applicable broker-dealer or securities regulatory requirements under the state securities laws prior to such creation or redemption.

In connection with any offering of the Shares outside the United States, the Authorized Participants are expected to comply with the following:

In relation to each Member State of the European Economic Area that has implemented the Prospectus Directive, each of which is referred to in this prospectus as a Relevant Member State, with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State, which is referred to in this prospectus as the Relevant Implementation Date, it has not made and will not make an offer of the Shares to the public in that Relevant Member State prior to the publication of a prospectus in relation to the Shares that has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that it may, with effect from and including the Relevant Implementation Date, make an offer of Shares to the public in that Relevant Member State at any time:

- (1) to “Qualified investors” (as defined in Article 2 of the Prospectus Directive); or
- (2) in any other circumstances that do not require the publication of a prospectus pursuant to Article 3 of the Prospectus Directive, provided that no such offer of Shares shall require the Trust, the Sponsor or the Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

Table of Contents

For the purposes of this provision, an “offer of Shares to the public” in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Shares to be offered so as to enable an investor to decide to purchase or subscribe for Shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State. The expression “Prospectus Directive” means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State. References to “ ” are to euros.

The European Economic Area selling restriction stated above is in addition to any other selling restrictions set out below:

it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the Shares in circumstances in which Section 21(1) of the FSMA does not apply to the Trust and the Investing Pool; and it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Shares in, from or otherwise involving the United Kingdom;

as the Trust may be a collective investment scheme as defined in the FSMA and the Trust has not been authorized, or otherwise recognized or approved, by the Financial Services Authority which, as an unregulated scheme, accordingly cannot be promoted in the United Kingdom to the general public, it will promote the Trust in the United Kingdom only in accordance with applicable law and regulation (1) if such promotion is carried out through an Authorized Person, (i) to persons who are investment professionals having professional experience in participating in unregulated schemes (only as defined in Article 14(5) of the FSMA (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (as amended) (the “CIS Order”)) or (ii) to persons who are within any of the categories of persons described in Article 22 of the CIS Order; (2) if such promotion is not carried out through an Authorized Person, (i) to persons who are investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Financial Promotion Order”), or (ii) to persons who are within any of the categories of persons described in Article 49(2)(a) to (d) of the Financial Promotion Order;

the offering of the Shares will be made on a private placement basis in Canada (in the provinces of British Columbia, Ontario and Quebec) (1) through the Authorized Participant or its affiliates who are permitted under applicable securities laws or have available exemptions to offer and sell the Shares in Canada; (2) solely to purchasers who are entitled under applicable provincial securities laws to purchase the Shares without the benefit of a prospectus qualified under the securities laws; and (3) in the case of purchasers in provinces other than Ontario, without the services of a dealer registered pursuant to those securities laws;

the offering and sale of Shares in Japan will be made according to the Financial Instruments and Exchange Act (the “FIEA”), and can only be effected through a registered Financial Instruments Business Operators (kinyu-shouhin torihiki gyousha) unless exempted under the FIEA;

the offering and sale of Shares in Switzerland will be on the basis of a non-public offering. This prospectus does not constitute a prospectus according to articles 652a or 1156 of the Swiss Federal Code of Obligations, and the Shares may not be offered or distributed on a professional basis in or from Switzerland, and neither this prospectus nor any other offering material relating to the Shares may be publicly issued in connection with any such offer or distribution. The Shares have not been and will not be approved by any Swiss regulatory authority. In particular, neither the Shares nor the Trust are or will be supervised by the Swiss Federal Banking Commission, and investors may not claim protection under the Swiss Investment Fund Act; and

the Trust is not authorised or recognised by the Monetary Authority of Singapore (“MAS”) and Shares in the Trust are not allowed to be offered to the retail public. Moreover, this document which relates to the offer of Shares in the Trust is not a prospectus as defined in the Securities and Futures Act, Chapter 289

Table of Contents

of Singapore (the “SFA”). Accordingly, statutory liability under the SFA in relation to the content of prospectuses would not apply. You should consider carefully whether the investment is suitable for you.

This document has not been registered as a prospectus by the MAS, and the offer of Shares in the Trust is made pursuant to the exemptions under Sections 304 and 305 of the SFA. Accordingly, Shares in the Trust may not be offered or sold, nor may Shares in the Trust be the subject of an invitation for subscription or purchase, nor may this document or any other document or material in connection with the offer or sale, or invitation for subscription or purchase of Shares in the Trust be circulated or distributed, whether directly or indirectly, to any person in Singapore other than under exemptions provided in the SFA for offers made (a) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 304 of the SFA, (b) to a relevant person (as defined in Section 305(5) of the SFA), or any person pursuant to an offer referred to in Section 305(2) of the SFA, and in accordance with the conditions specified in Section 305 of the SFA or (c) otherwise pursuant to, and in accordance with, the conditions of any other applicable provision of the SFA.

Where the Shares in the Trust are acquired by persons who are relevant persons specified in Section 305A of the SFA, namely:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, the shares, debentures and units of shares and debentures of that corporation or the beneficiaries’ rights and interest (howsoever described) in that trust shall not be transferred within 6 months after that corporation or that trust has acquired Shares in the Trust pursuant to an offer made under Section 305 of the SFA except:
 - (1) to an institutional investor or to a relevant person as defined in Section 305(5) of the SFA, or which arises from an offer referred to in Section 275(1A) of the SFA (in the case of that corporation) or which arises from an offer that is made on terms that such rights or interest in that trust are acquired at a consideration of not less than \$200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets (in the case of that trust);
 - (2) where no consideration is or will be given for the transfer; or
 - (3) where the transfer is by operation of law.

the Shares are not registered or authorized for distribution under the German Investment Act (*Investmentgesetz*, the “Investment Act”) and, accordingly, have not been, and will not be, offered or advertised publicly or offered similarly under the Investment Act. Any offer of the Shares in Germany may be made only in accordance with the Investment Act and all other applicable laws in Germany governing the issue, offering and sale of the Shares;

the Shares may not be offered, sold or distributed in Spain except in compliance with the requirements of the Spanish Law on collective investment schemes (*Ley 35/2003, de 4 de noviembre, de Instituciones de Inversión Colectiva*), as amended and restated, and Royal Decree 1309/2005, of November 4 (*Real Decreto 1309/2005, de 4 de noviembre, por el que se aprueba el Reglamento de la Ley 35/2003, de 4 de noviembre, de instituciones de inversión colectiva, y se adopto el régimen tributario de las instituciones de inversión colectiva*), as amended and restated, and other applicable Spanish laws and regulations or where there is no marketing of the Shares in Spain as defined therein;

the Shares may not be offered or sold, directly or indirectly, in the Netherlands, other than to (i) qualified investors (*gekwalificeerde beleggers*) within the meaning of Article 1:1 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*) of 28 September 2006 and (ii) a maximum of 99 non-qualified investors;

the offering of the Shares has not been registered with the *Commissione Nazionale per le Società e la Borsa* (“CONSOB”) (the Italian Securities and Exchange Commission) pursuant to Italian securities

Table of Contents

legislation and, accordingly, each Authorized Participant has represented and agreed that the Shares may not be offered, sold or delivered, nor may copies of this prospectus or of any other document relating to the Shares be distributed, in the Republic of Italy, except:

- (1) to qualified investors (*investitori qualificati*), as defined pursuant to Article 100 of Legislative Decree No. 58 of February 24, 1998 (“Consolidated Financial Services Act”) and Article 34-ter, paragraph 1, letter b), of CONSOB Regulation No. 11971 of May 14, 1999 (“Regulation No. 11971”), all as amended from time to time; or
- (2) in circumstances which are exempted from the rules on public offerings pursuant to Article 100 of the Consolidated Financial Services Act and Regulation No. 11971.

Each Authorized Participant has represented and agreed that any offer, sale or delivery of the Shares or distribution of copies of this prospectus or any other document relating to the Shares in the Republic of Italy under (1) and (2) above must be:

- (a) made by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in accordance with the Consolidated Financial Services Act, Legislative Decree No. 385 of September 1, 1993 (the “Banking Act”) and CONSOB Regulation No. 16190 of October 29, 2007, all as amended from time to time;
- (b) in compliance with Article 129 of the Banking Act and the implementing guidelines of the Bank of Italy, pursuant to which the Bank of Italy may request information on the issue or the offer of securities in the Republic of Italy; and
- (c) in compliance with any other applicable laws and regulations or requirement which may be imposed from time to time, *inter alia*, by CONSOB or any other Italian authority.

Please note that in accordance with Article 100-bis of the Consolidated Financial Services Act, where no exemption from the rules on public offerings applies under (1) and (2) above, the subsequent distribution of the Shares on the secondary market in the Republic of Italy must be made in compliance with the public offer and the prospectus requirement rules provided under the Consolidated Financial Services Act and Regulation No. 11971. Failure to comply with such rules may result in the sale of such Shares being declared null and void and in the intermediaries transferring the Shares being liable for any damages suffered by potential purchasers in connection with such sales;

the funds mentioned herein have not been registered with the Securities and Futures Commission for offering or distribution in Hong Kong. Accordingly, this document may not be circulated or distributed, nor may the funds be offered or sold whether directly or indirectly, to any person in Hong Kong other than to a Professional Investor as defined under the Securities and Futures Ordinance (“SFO”) and any regulations there under; and

the Shares may not be offered or sold in the Republic of France. Neither this prospectus, which has not been submitted to the clearance procedures of the French authorities, including the *Autorité des marchés financiers* (AMF), nor any offering material or information contained herein relating to the offering of the Shares, may be released or issued in France or to any resident of the Republic of France. This prospectus does not constitute an offer to sell securities under French law.

Any Authorized Participant may make a market in the Shares or the Index Futures. However, no Authorized Participant is obligated to do so, and any of them may stop doing so at any time without notice. No assurance can be given as to the liquidity of the trading market for the Shares or the Index Futures.

The Shares are listed on NYSE Arca under the symbol “GSG.”

LEGAL MATTERS

The validity of the Shares has been passed upon for the Sponsor by Richards, Layton & Finger, P.A. Skadden, Arps, Slate, Meagher & Flom LLP, as special United States tax counsel to the Sponsor, has also provided an opinion regarding certain federal income tax matters relating to the Trust, Investing Pool and the Shares.

EXPERTS

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this prospectus by reference to the registrants' Annual Report on Form 10-K for the year ended December 31, 2012 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION; INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This prospectus is a part of a registration statement on Form S-3 filed by the sponsor with the SEC under the Securities Act of 1933. As permitted by the rules and regulations of the SEC, this prospectus does not contain all of the information contained in the registration statement and the exhibits and schedules thereto. For further information about the Trust and the Investing Pool and about the Shares offered hereby, you should consult the registration statement and the exhibits and schedules thereto. You should be aware that statements contained in this prospectus concerning the provisions of any documents filed as an exhibit to the registration statement or otherwise filed with the SEC are not necessarily complete, and in each instance reference is made to the copy of such document as so filed.

The Trust and the Investing Pool jointly file annual, quarterly and current reports and other information with the Securities and Exchange Commission (Commission File Numbers 001-32947 and 001-32948). These filings contain important information which does not appear in this prospectus. For further information about the trust, you may read and copy these filings at the SEC's Internet site (www.sec.gov) or at its public reference room at 100 F Street, N.W., Washington, D.C. 20549. You may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330.

The SEC allows the "incorporation by reference" of information into this prospectus, which means that information may be disclosed to you by referring you to other documents filed or which will be filed with the SEC. The following documents filed or to be filed by the Trust and the Investing Pool are so incorporated by reference:

Annual Report of the Trust and the Investing Pool on Form 10-K for the fiscal year ended December 31, 2012; and

All Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and subsequent Annual Reports on Form 10-K filed or furnished by the Trust and the Investing Pool since the end of the fiscal year covered by the Annual Report on Form 10-K referred to above.

In addition, unless otherwise provided therein, any reports filed by the Trust and the Investing Pool with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act after the date of this prospectus and before the termination or completion of this offering shall be deemed to be incorporated by reference in this prospectus and to be a part of it from the filing dates of such documents and shall automatically update or supersede, as applicable, any information included in, or incorporated by reference into this prospectus.

Certain statements in and portions of this prospectus update and replace information in the above listed documents incorporated by reference. Likewise, statements in or portions of a future document incorporated by reference in this prospectus may update and replace statements in and portions of this prospectus or the above listed documents.

The Sponsor will provide you without charge, upon your written or oral request; a copy of any or all of the information that has been incorporated by reference into this prospectus but not delivered with the prospectus. Please direct your written or telephone requests to BlackRock Asset Management International Inc., 400 Howard Street, San Francisco, CA 94105, Attention: iShares Product Team (Tel: 415-670-2000). You may also obtain information about the Trust and the Investing Pool by visiting the iShares® website at www.iShares.com. Information contained in the iShares® website is not part of this prospectus.

The Trustee will furnish you with annual reports as required by the rules and regulations of the SEC, as well as with those reports required by the CFTC and the NFA, including, but not limited to, an annual audited financial statement certified by independent public accountants, and any other reports required by any other governmental authority that has jurisdiction over the activities of the Trust and the Investing Pool. The monthly Account Statements for the Trust that are required to be prepared under the CFTC's rules will be published online at www.ishares.com. You also will be provided with appropriate information to permit you, on a timely basis, to file your United States federal and state income tax returns with respect to your Shares. Additional reports may be posted online at www.ishares.com in the discretion of the Sponsor or Trustee or as required by regulatory authorities.

**iShares® S&P GSCI™ Commodity-Indexed Trust
iShares® S&P GSCI™ Commodity-Indexed Investing
Pool LLC**

18,106,277 iShares®

PROSPECTUS

April 8, 2013

PART TWO

STATEMENT OF ADDITIONAL INFORMATION

iSHARES[®] S&P GSCI[™] COMMODITY-INDEXED TRUST
iSHARES[®] S&P GSCI[™] COMMODITY-INDEXED INVESTING
POOL LLC

THIS STATEMENT OF ADDITIONAL INFORMATION IS THE SECOND PART OF A TWO-PART DOCUMENT AND SHOULD BE READ IN CONJUNCTION WITH THE DISCLOSURE DOCUMENT DATED APRIL 8, 2013. THE DISCLOSURE DOCUMENT AND THIS STATEMENT OF ADDITIONAL INFORMATION ARE BOUND TOGETHER, AND BOTH CONTAIN IMPORTANT INFORMATION.

APRIL 8, 2013

Table of Contents

TABLE OF CONTENTS

<u>THE COMMODITY FUTURES MARKETS</u>	1
<u>GLOSSARY</u>	2

THE COMMODITY FUTURES MARKETS

Futures contracts on physical commodities and commodity indices are traded on regulated futures exchanges, and physical commodities and other derivatives on physical commodities and commodity indices are traded in the over-the-counter market and on various types of physical and electronic trading facilities and markets. At present, all of the contracts included in the Index are exchange-traded futures contracts. An exchange-traded futures contract provides for the purchase and sale of a specified type and quantity of a commodity or financial instrument during a stated delivery month for a fixed price. A futures contract on an index of commodities provides for the payment and receipt of cash based on the level of the index at settlement or liquidation of the contract. A futures contract provides for a specified settlement month in which the cash settlement is made or in which the commodity or financial instrument is to be delivered by the seller (whose position is described as “short”) and acquired by the purchaser (whose position is described as “long”).

There is no purchase price paid or received on the purchase or sale of a futures contract. Instead, an amount of cash or cash equivalents must be deposited with the broker as “initial margin.” This amount varies based on the requirements imposed by the exchange clearing houses, but may be lower than 10% of the value of the contract. This margin deposit provides collateral for the obligations of the parties to the futures contract.

By depositing margin, which may vary in form depending on the exchange, with the clearing house or broker involved, a market participant may be able to earn interest on its margin funds, thereby increasing the total return that it may realize from an investment in futures contracts. The market participant normally makes to, and receives from, the broker subsequent daily payments as the price of the futures contract fluctuates. These payments are called “variation margin” and are made as the existing positions in the futures contract become more or less valuable, a process known as “marking to the market.”

Futures contracts are traded on organized exchanges known as “contract markets” in the United States. At any time prior to the expiration of a futures contract, subject to the availability of a liquid secondary market, a trader may elect to close out its position by taking an opposite position on the exchange on which the trader obtained the position. This operates to terminate the position and fix the trader’s profit or loss. Futures contracts are cleared through the facilities of a centralized clearing house and a brokerage firm, referred to as a “futures commission merchant,” which is a member of the clearing house. The clearing house guarantees the performance of each clearing member that is a party to a futures contract by, in effect, taking the opposite side of the transaction. Clearing houses do not guarantee the performance by clearing members of their obligations to their customers.

Unlike equity securities, futures contracts, by their terms, have stated expirations and, at a specified point in time prior to expiration, trading in a futures contract for the current delivery month will cease. As a result, a market participant wishing to maintain its exposure to a futures contract on a particular commodity with the nearest expiration must close out its position in the expiring contract and establish a new position in the contract for the next delivery month, a process referred to as “rolling.” For example, a market participant with a long position in November crude oil futures that wishes to maintain a position in the nearest delivery month will, as the November contract nears expiration, sell November futures, which serves to close out the existing long position, and buy December futures. This will “roll” the November position into a December position, and, when the November contract expires, the market participant will still have a long position in the nearest delivery month.

Futures exchanges and clearing houses in the United States are subject to regulation by the CFTC. Exchanges may adopt rules and take other actions that affect trading, including imposing speculative position limits, maximum price fluctuations and trading halts and suspensions and requiring liquidation of contracts in certain circumstances. See “Risk Factors–Risk Factors Relating to the Trust and the Investing Pool–Exchange position limits and other rules may restrict the creation of Baskets and the operation of the Investing Pool.”

Futures markets outside the United States are generally subject to regulation by comparable regulatory authorities. The structure and nature of trading on non-U.S. exchanges, however, may differ from this description.

GLOSSARY

In this prospectus, each of the following terms has the meaning set forth below:

“Administrator” – BlackRock Institutional Trust Company, N.A., a national banking association and an indirect subsidiary of BlackRock, Inc., when acting in its capacity as administrator of the Investing Pool.

“Advisor” – BlackRock Fund Advisors, a California corporation and an indirect subsidiary of BlackRock, Inc., when acting in its capacity as commodity trading advisor of the Investing Pool. BlackRock Fund Advisors is registered with the CFTC as a commodity trading advisor.

“Advisory Agreement” – The Investment Advisory Agreement between the Investing Pool and the Advisor.

“Affiliates” – Affiliates of the Sponsor, the Manager, the Advisor and the Trustee, and each of their affiliates, directors, partners, trustees, managing members, officers and employees.

“Authorized Participant” – A person who, at the time of submitting to the Trustee, or any administrator appointed by the Trustee, an order to create or redeem one or more Baskets (1) is a registered broker-dealer and, if required in connection with its activities, a registered futures commission merchant, (2) is a DTC Participant, (3) has in effect a valid Authorized Participant Agreement and (4) is in a position to transfer Index Futures and the required cash or other Collateral Assets to, or take delivery of these assets from, the Trustee through one or more accounts.

“Authorized Participant Agreement” – An agreement entered into by an Authorized Participant, the Trustee and the Sponsor that provides the procedures for the creation and redemption of Baskets.

“Basket” – A block of 50,000 Shares.

“Basket Amount” – The amount of Index Futures and cash (or, in the discretion of the Sponsor, other Collateral Assets), that an Authorized Participant must deliver in exchange for one Basket, or that an Authorized Participant is entitled to receive in exchange for each Basket surrendered for redemption. The value of the Basket Amount will equal the product of the NAV and the number of Shares constituting a Basket, in each case as of the time of determination.

“BFA” – BlackRock Fund Advisors, a California corporation.

“BTC” – BlackRock Institutional Trust Company, N.A., a national banking association.

“Business Day” – Any day (1) on which none of the following occurs: (a) NYSE Arca is closed for regular trading, (b) an Exchange is closed for regular trading or (c) the Federal Reserve wire transfer system is closed for cash wire transfers, or (2) that the Trustee determines that it is able to conduct business.

“CERFs” – Commodity excess return futures contracts on the S&P GSCI-ER that were first listed and made available for trading on March 13, 2006.

“CFTC” – Commodity Futures Trading Commission, an independent agency with the mandate to regulate commodity futures and option markets in the United States, or any successor governmental agency in the United States.

“Clearing FCM” – Goldman, Sachs & Co., or any other futures commission merchant appointed by the Manager as clearing futures commission merchant for the Investing Pool.

Table of Contents

“CME” – The Chicago Mercantile Exchange, Inc., or any successor DCM.

“CME Group” – CME Group Inc. and its designated contract markets, including the CME, CBOT, NYMEX, COMEX and KCBT.

“Code” – The United States Internal Revenue Code of 1986, as amended.

“Collateral Assets” – Cash, U.S. Treasury securities or other short-term securities and similar securities that are eligible as margin deposits for Index Futures under the rules of the related Exchange.

“Commodity Exchange Act” or “CEA” – The United States Commodity Exchange Act, as amended.

“DCM” – A designated contract market, as defined in the CEA.

“DCM Proposed Rules” – The December 22, 2010 CFTC proposed rules that would require that at least 85% of the total volume of any contract listed on a DCM be executed through the central limit order book, rather than as a block transaction or other non-competitively executed transaction.

“Delaware Trustee” – Wilmington Trust Company, a Delaware trust company.

“Dodd-Frank Act” – The Dodd-Frank Wall Street Reform and Consumer Protection Act, as amended.

“DTC” – The Depository Trust Company, or its successor.

“DTC Participant” – An entity that has an account with DTC.

“EFRP” – An exchange for related positions that involves contemporaneous transactions in futures contracts and the underlying cash commodity or a closely related commodity or OTC instrument.

“ERISA” – The Employee Retirement Income Security Act of 1974, as amended.

“ETF Administrator” – State Street Bank and Trust Company, a trust company organized under the laws of Massachusetts.

“Exchange” – The CME, one of the CME Group Inc.’s DCMs, or any additional or successor DCM through which the Investing Pool trades Index Futures.

“Exchange Act” – The United States Securities Exchange Act of 1934, as amended.

“FCM” – A futures commission merchant, as defined in the CEA.

“FCM Rules” – The CFTC rules adopted on April 9, 2012 and effective as of October 1, 2012, regarding the risk management practices of clearing members, which require futures commission merchants to establish risk-based limits on position and order size, amongst other measures.

“FFI Agreement” – An agreement between the IRS and a Non-U.S. Holder that is treated as a “foreign financial institution” that meets the requirements of Section 1471(b)(1) of the Code.

“FINRA” – Financial Industry Regulatory Authority, Inc.

“Index” – The S&P GSCI™ Total Return Index, formerly known as the GSCI® Total Return Index. For an explanation of how the Index is calculated, see “The Index and the S&P GSCI-ER–Calculation of the Index”.

Table of Contents

“Index Futures” – Exchange-traded futures contracts on the S&P GSCI-ER, currently consisting of S&P GSCI™ Excess Return Index futures contracts traded on the CME.

“Index Sponsor” – S&P Dow Jones Indices LLC.

“Indirect Participant” – An entity that has access to the DTC clearing system by clearing securities through, or maintaining a custodial relationship with, a DTC Participant.

“Investing Pool” – iShares® S&P GSCI™ Commodity-Indexed Investing Pool LLC, a limited liability company organized under the laws of the State of Delaware.

“Investing Pool Agreement” – The limited liability company agreement of the Investing Pool, among the Trust and BlackRock Asset Management International Inc., as members, and the Manager.

“Investing Pool Interests” – The limited liability company interests issued by the Investing Pool to the Trust and the Manager, the two members of the Investing Pool. Investing Pool Interests may not be issued to or redeemed by any person other than the Trust and the Manager.

“Investment Company Act” – The Investment Company Act of 1940, as amended.

“Manager” – BlackRock Asset Management International Inc., a Delaware corporation and an indirect subsidiary of BlackRock, Inc., when acting in its capacity as the managing member of the Investing Pool. The Manager is registered with the CFTC as a commodity pool operator and serves in the capacity of commodity pool operator to the Investing Pool. The Manager will maintain a nominal equity interest in the Investing Pool.

“Master Services Agreement” – The master services agreement, dated as of April 21, 2011, as amended and as supplemented by related service modules, among the Trust, the Investing Pool and the ETF Administrator, among others.

“NAV” – The net asset value per Share.

“NFA” – National Futures Association.

“Non-U.S. Holder” – A beneficial owner of Shares that is not a U.S. Holder.

“NYSE Arca” – NYSE Arca, Inc., a Delaware corporation and a registered U.S. national securities exchange, or its successor.

“Passthru Payments” – “Passthru payments” within the meaning of Section 1471(d)(7) of the Code.

“Plan” – Any (a) employee benefit plan (as defined in Section 3(3) of ERISA) that is subject to the fiduciary responsibility provisions of ERISA, as set forth in Title I thereof, (b) plan described in Section 4975(e)(1) of the Code that is subject to Section 4975 of the Code, including individual retirement accounts and Keogh plans, (c) entity whose underlying assets include plan assets by reason of a plan’s investment in such entity.

“Plan Asset Rules” – Section 3(42) of ERISA and the regulations issued by the U.S. Department of Labor at 29 C.F.R. Section 2510.3-101.

“Position Limits Rules” – The CFTC regulations adopted in October 2011 that imposes new federal position limits on futures and options on a subset of energy, metal, and agricultural commodities and economically equivalent swaps.

Table of Contents

“Processing Agent” – SEI Investments Distribution Co., a Pennsylvania corporation, when acting in its capacity as an agent of the Trustee pursuant to the Trust Agreement.

“PTCE” – Prohibited Transaction Class Exemption.

“QPTP” – A “qualified publicly traded partnership” within the meaning of Section 851 of the Code.

“Referenced contracts” – Futures and options on certain energy, metal, and agricultural commodities, that would be subject to federal position limits under the Position Limits Rules.

“RIC” – A “regulated investment company” within the meaning of Section 851 of the Code.

“RIC Qualifying Income” – Income derived from dividends, interest, payments with respect to certain securities loans, gains from the sale or other disposition of stock or securities or foreign currencies or other income derived with respect to its business of investing in stock, securities or currencies.

“S&P GSCI™” – The S&P GSCI™ Commodity Index, which is a production-weighted index of the prices of futures contracts on physical commodities. The S&P GSCI™ is administered, calculated and published by the Index Sponsor, and was formerly known as the Goldman Sachs Commodity Index.

“S&P GSCI-ER” – The S&P GSCI™ Excess Return Index, formerly known as the GSCI® Excess Return Index. For an explanation of how the S&P GSCI-ER is calculated, see “The Index and the S&P GSCI-ER– Calculation of the S&P GSCI-ER”.

“SEC” – The Securities and Exchange Commission of the United States, or any successor governmental agency in the United States.

“Section 1256 Contracts” – “Section 1256 contracts” within the meaning of Section 1256 of the Code.

“Securities Act” – The United States Securities Act of 1933, as amended.

“Shareholders” – Owners of beneficial interests in the Shares.

“Shares” – Units of fractional undivided beneficial interest in the net assets of the Trust that are issued by the Trust.

“Sponsor” – BlackRock Asset Management International Inc., a Delaware corporation and an indirect subsidiary of BlackRock, Inc., when acting in its capacity as Sponsor of the Trust. The Sponsor is registered with the CFTC as a commodity pool operator.

“Tax Administrator” – PricewaterhouseCoopers LLP, a limited liability partnership formed under the laws of the state of Delaware.

“Tax Matters Partner” – The Manager, in its capacity as “tax matters partner” of the Trust or the Investing Pool, as applicable, within the meaning of Section 6231(a)(7) of the Code.

“Trust” – The iShares® S&P GSCI™ Commodity-Indexed Trust, a Delaware statutory trust formed pursuant to the Trust Agreement.

“Trust Agreement” – The Second Amended and Restated Trust Agreement of the Trust, among the Sponsor, the Trustee and the Delaware Trustee.

Table of Contents

“Trustee” – BlackRock Institutional Trust Company, N.A., a national banking association and an indirect subsidiary of BlackRock, Inc., when acting in its capacity as Trustee of the Trust.

“U.S. Holder” – A beneficial owner of Shares that is (i) an individual citizen or resident of the United States, (ii) a corporation organized in or under the laws of the United States or any state thereof or the District of Columbia or (iii) otherwise subject to U.S. federal income taxation on a net income basis in respect of the Shares.

“Withholdable Payments” – “Withholdable payments” within the meaning of Section 1473(1) of the Code.

IS-P-GSG-0413

PART II—INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

Neither the trust nor the investing pool will bear any expenses incurred in connection with the issuance and distribution of the securities being registered. These expenses will be paid by the sponsor of the trust or the manager of the investing pool, as applicable.

Item 15. Indemnification of Directors and Officers.

Section 5.11(b) of the Trust Agreement provides that the Trustee shall indemnify the Sponsor, its directors, employees and agents against, and hold each of them harmless from, any loss, liability, cost, expense or judgment (including reasonable fees and expenses of counsel) (1) caused by the negligence or bad faith of the Trustee or (2) arising out of any information furnished in writing to the Sponsor by the Trustee expressly for use in the registration statement, or any amendment thereto or periodic report, filed with the SEC relating to the Shares that is not materially altered by the Sponsor.

Section 5.11(d) of the Trust Agreement provides that the Sponsor and its shareholders, directors, officers, employees, affiliates (as such term is defined under the Securities Act of 1933, as amended) and subsidiaries shall be indemnified from the Trust and held harmless against any loss, liability or expense arising out of or in connection with the performance of their obligations under the Trust Agreement or any actions taken in accordance with the provisions of the Trust Agreement and incurred without their (1) negligence, bad faith, willful misconduct or willful malfeasance or (2) reckless disregard of their obligations and duties under the Trust Agreement.

Section 9.7 of the Limited Liability Company Agreement provides that the Trust, the Manager, the officers, any agents and any delegatee of the Investing Pool (collectively, the “Indemnitees”) shall be entitled to indemnification from the iShares® S&P GSCI™ Commodity-Indexed Investing Pool LLC (the “Investing Pool”) for any loss, damage, claim or expense (including reasonable attorney’s fees) incurred by any Indemnitee by reason of any act or omission performed or omitted by such Indemnitee on behalf of the Investing Pool, unless such act or omission is the result of such Indemnitee’s gross negligence, bad faith or willful misconduct, and provided that such indemnity shall be provided out of and only to the extent of the Investing Pool’s assets.

Table of Contents

Item 16. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Restated Certificate of Trust of iShares® S&P GSCI™ Commodity-Indexed Trust is incorporated by reference to Exhibit 3.1(i) to the registrants' Current Report on Form 8-K filed with the Securities and Exchange Commission on May 9, 2007.
3.2	Amended and Restated Certificate of Formation of iShares® S&P GSCI™ Commodity-Indexed Investing Pool LLC is incorporated by reference to Exhibit 3.2(i) to the registrants' Current Report on Form 8-K filed with the Securities and Exchange Commission on May 9, 2007.
4.1	Second Amended and Restated Trust Agreement is incorporated by reference to Exhibit 4.1 to the registrants' Current Report on Form 8-K filed with the Securities and Exchange Commission on March 4, 2013.
4.2	Amended and Restated Limited Liability Company Agreement is incorporated by reference to Exhibit 4.2 to the registrants' Current Report on Form 8-K filed with the Securities and Exchange Commission on March 4, 2013.
4.3	Form of Authorized Participant Agreement is incorporated by reference to Exhibit 4.3 to the registrants' Current Report on Form 8-K filed with the Securities and Exchange Commission on March 4, 2013.
5.1	Opinion of Richards, Layton and Finger, P.A. as to legality for the Trust.
5.2	Opinion of Richards, Layton and Finger, P.A. as to legality for the Investing Pool.
8.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP as to tax matters.
10.1	Amended and Restated Investment Advisory Agreement is incorporated by reference to Exhibit 10.1 to the registrants' Current Report on Form 8-K filed with the Securities and Exchange Commission on March 4, 2013.
10.2	Form of Sublicense Agreement is incorporated by reference to Exhibit 10.2 to the registrants' Registration Statement Form S-1 (Nos. 333-126810, 333-126810-01) filed with the Securities and Exchange Commission on May 26, 2006.
10.3	Form of Sublicense Agreement is incorporated by reference to Exhibit 10.3 to the registrants' Registration Statement Form S-1 (Nos. 333-126810, 333-126810-01) filed with the Securities and Exchange Commission on May 26, 2006.
10.4	Amended and Restated Futures and Options Account Agreement is incorporated by reference to Exhibit 10.4 to the registrants' Current Report on Form 8-K filed with the Securities and Exchange Commission on March 4, 2013.
10.5	Service Module for Custodial Services is incorporated by reference to Exhibit 10.5 to the registrants' Current Report on Form 8-K filed with the Securities and Exchange Commission on March 4, 2013.
10.6	Master Services Agreement is incorporated by reference to Exhibit 10.6 to the registrants' Current Report on Form 8-K filed with the Securities and Exchange Commission on March 4, 2013.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Richards, Layton & Finger, P.A., included in Exhibit 5.1 and Exhibit 5.2.
23.3	Consent of Skadden, Arps, Slate, Meagher & Flom LLP, included in Exhibit 8.1.
24.1	Power of Attorney, included on signature page.

Table of Contents

Item 17. Undertakings.

(a) Each undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933, as amended;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that:

(A) Paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934, as amended, that are incorporated by reference in the registration statement; and

(B) Paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the registration statement is on Form S-3 or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(C) Provided further, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is for an offering of asset-backed securities on Form S-1 or Form S-3, and the information required to be included in a post-effective amendment is provided pursuant to Item 1100(c) of Regulation AB.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) If the registrant is a foreign private issuer, to file a post-effective amendment to the registration statement to include any financial statements required by Item 8.A. of Form 20-F at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Act need not be furnished, provided that the registrant includes in the prospectus, by means of a post-effective amendment, financial statements required pursuant to this paragraph (a)(4) and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial statements. Notwithstanding the foregoing, with respect to registration statements on Form F-3, a post-effective amendment need not be filed to include financial statements and information required by Section 10(a)(3) of the Act or Rule 3-19 of this chapter if such financial statements and information are contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Form F-3.

(5) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) If the registrant is relying on Rule 430B:

(A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the

Table of Contents

registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; or

(ii) If the registrant is subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(6) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) Each undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Each undersigned registrant hereby undertakes to deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X are not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

(d) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or

proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

[Table of Contents](#)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on April 5, 2013.

iShares® S&P GSCI™ Commodity-Indexed Trust

By: BlackRock Asset Management International
Inc.

By: /s/ MICHAEL A. LATHAM

Name: **Michael A. Latham**

Title: **President and Chief Executive Officer**
(Principal executive officer)

By: /s/ JACK GEE

Name: **Jack Gee**

Title: **Chief Financial Officer and Chief Operating Officer**
(Principal financial and accounting officer)

iShares® S&P GSCI™ Commodity-Indexed Investing
Pool LLC

By: BlackRock Asset Management International
Inc.

By: /s/ MICHAEL A. LATHAM

Name: **Michael A. Latham**

Title: **President and Chief Executive Officer**
(Principal executive officer)

By: /s/ JACK GEE

Name: **Jack Gee**

Title: **Chief Financial Officer and Chief Operating Officer**
(Principal financial and accounting officer)

[Table of Contents](#)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Michael A. Latham and Jack Gee, and each of them singly, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to approve, sign and file with the U.S. Securities and Exchange Commission and any other appropriate authorities the original of any and all amendments (including post-effective amendments) to this registration statement and any other documents in connection therewith, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-facts and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities* and on the dates indicated.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ MICHAEL A. LATHAM</u> Michael A. Latham	Chief Executive Officer, President, Director	April 5, 2013
<u>/s/ JACK GEE</u> Jack Gee	Chief Financial Officer, Chief Operating Officer, Director	April 5, 2013

* The Registrant is a trust and the Co-Registrant is a limited liability company, and the persons are signing in their capacities as officers or directors of BlackRock Asset Management International Inc., the sponsor of the Registrant and the manager of the Co-Registrant.

Table of Contents

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	Restated Certificate of Trust of iShares® S&P GSCI™ Commodity-Indexed Trust is incorporated by reference to Exhibit 3.1(i) to the registrants' Current Report on Form 8-K filed with the Securities and Exchange Commission on May 9, 2007.
3.2	Amended and Restated Certificate of Formation of iShares® S&P GSCI™ Commodity-Indexed Investing Pool LLC is incorporated by reference to Exhibit 3.2(i) to the registrants' Current Report on Form 8-K filed with the Securities and Exchange Commission on May 9, 2007.
4.1	Second Amended and Restated Trust Agreement is incorporated by reference to Exhibit 4.1 to the registrants' Current Report on Form 8-K filed with the Securities and Exchange Commission on March 4, 2013.
4.2	Amended and Restated Limited Liability Company Agreement is incorporated by reference to Exhibit 4.2 to the registrants' Current Report on Form 8-K filed with the Securities and Exchange Commission on March 4, 2013.
4.3	Form of Authorized Participant Agreement is incorporated by reference to Exhibit 4.3 to the registrants' Current Report on Form 8-K filed with the Securities and Exchange Commission on March 4, 2013.
5.1	Opinion of Richards, Layton and Finger, P.A. as to legality for the Trust.
5.2	Opinion of Richards, Layton and Finger, P.A. as to legality for the Investing Pool.
8.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP as to tax matters.
10.1	Amended and Restated Investment Advisory Agreement is incorporated by reference to Exhibit 10.1 to the registrants' Current Report on Form 8-K filed with the Securities and Exchange Commission on March 4, 2013.
10.2	Form of Sublicense Agreement is incorporated by reference to Exhibit 10.2 to the registrants' Registration Statement Form S-1 (Nos. 333-126810, 333-126810-01) filed with the Securities and Exchange Commission on May 26, 2006.
10.3	Form of Sublicense Agreement is incorporated by reference to Exhibit 10.3 to the registrants' Registration Statement Form S-1 (Nos. 333-126810, 333-126810-01) filed with the Securities and Exchange Commission on May 26, 2006.
10.4	Amended and Restated Futures and Options Account Agreement is incorporated by reference to Exhibit 10.4 to the registrants' Current Report on Form 8-K filed with the Securities and Exchange Commission on March 4, 2013.
10.5	Service Module for Custodial Services is incorporated by reference to Exhibit 10.5 to the registrants' Current Report on Form 8-K filed with the Securities and Exchange Commission on March 4, 2013.
10.6	Master Services Agreement is incorporated by reference to Exhibit 10.6 to the registrants' Current Report on Form 8-K filed with the Securities and Exchange Commission on March 4, 2013.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Richards, Layton & Finger, P.A., included in Exhibit 5.1 and Exhibit 5.2.
23.3	Consent of Skadden, Arps, Slate, Meagher & Flom LLP, included in Exhibit 8.1.
24.1	Power of Attorney, included on signature page.



April 8, 2013

iShares S&P GSCI Commodity-Indexed Trust
c/o BlackRock Asset Management International Inc.
400 Howard Street
San Francisco, California 94105

Re: iShares S&P GSCI Commodity-Indexed Trust

Ladies and Gentlemen:

We have acted as special Delaware counsel to iShares S&P GSCI Commodity-Indexed Trust (the “Trust”), a Delaware statutory trust, in connection with the matters set forth herein. This opinion is being delivered to you at your request.

For purposes of giving the opinions hereinafter set forth, our examination of documents has been limited to the examination of originals or copies of the following:

- (a) The Certificate of Trust of the Trust, as filed with the Secretary of State of the State of Delaware (the “Secretary of State”) on July 7, 2006, as amended and restated by a Restated Certificate of Trust filed with the Secretary of State on May 9, 2007;
- (b) The Trust Agreement of the Trust, dated as of July 7, 2006, between BlackRock Asset Management International Inc. (formerly known as Barclays Global Investors International, Inc.), a Delaware Corporation, as sponsor (the “Sponsor”), BlackRock Institutional Trust Company, N.A. (formerly known as Barclays Global Investors, N.A.), a national banking association, as administrative trustee (the “Trustee”), and Wilmington Trust Company, a Delaware corporation with trust powers, as Delaware Trustee (the “Delaware Trustee”) of the Trust, as amended;
- (c) The Second Amended and Restated Trust Agreement, dated as of March 1, 2013, among the Sponsor, the Trustee and the Delaware Trustee (the “Trust Agreement”);
- (d) The Registration Statement on Form S-3, to be filed by the Trust with the Securities and Exchange Commission on or about April 8, 2013 (the “Registration Statement”), including a prospectus (the “Prospectus”) relating to units of beneficial interests in the Trust (collectively, the “Shares”); and
- (e) A Certificate of Good Standing for the Trust, dated April 5, 2013, obtained from the Secretary of State.



One Rodney Square ■ 920 North King Street ■ Wilmington, DE 19801 ■ Phone: 302-651-7700 ■ Fax: 302-651-7701

www.rlf.com

As to various questions of fact material to our opinion, we have relied upon the representations made in the foregoing documents and upon certificates of the Sponsor. With respect to all documents examined by us, we have assumed (i) the authenticity of all documents submitted to us as authentic originals, (ii) the conformity with the originals of all documents submitted to us as copies or forms, and (iii) the genuineness of all signatures. Capitalized terms used herein and not otherwise defined are used as defined in, or by reference in, the Trust Agreement.

Based upon and subject to the foregoing and subject to the assumptions, exceptions, qualifications and limitations set forth hereinbelow, it is our opinion that:

1. The Trust has been duly formed and is validly existing as a statutory trust under the Delaware Statutory Trust Act, 12 Del. C. § 3801 et seq. (the “Act”).
2. The Shares to be issued by the Trust will be validly issued and, subject to the qualifications set forth herein, fully paid and nonassessable beneficial interests in the Trust, as to which the Beneficial Owners, as beneficial owners of the Trust, will be entitled to the same limitation of personal liability extended to stockholders of private corporations for profit under the General Corporation Law of the State of Delaware.

The foregoing opinions are subject to the following assumptions, exceptions, qualifications and limitations:

A. We are admitted to practice law in the State of Delaware, and we do not hold ourselves out as being experts on the law of any other jurisdiction. The foregoing opinions are limited to the laws of the State of Delaware (excluding securities laws) currently in effect. We have not considered and express no opinion on the laws of any other state or jurisdiction, including federal laws or rules and regulations thereunder.

B. We have assumed (i) that the Trust Agreement and the Certificate of Trust are in full force and effect and have not been amended and the Trust Agreement will be in full force and effect when the Shares are issued by the Trust, (ii) except to the extent set forth in paragraph 1 above, the due creation, due formation or due organization, as the case may be, and valid existence in good standing of each party to the documents examined by us (other than the Trust) under the laws of the jurisdiction governing its creation, formation or organization, (iii) the legal capacity of each natural person who is a party to the documents examined by us, (iv) that each of the parties to the documents examined by us (other than the Trust) has the power and

authority to execute and deliver, and to perform its obligations under, such documents, (v) that each of the parties to the documents examined by us (other than the Trust) has duly authorized, executed and delivered such documents, (vi) the due submission to the Trustee of a Delivery and Purchase Order by each Authorized Participant; (vii) the due acceptance by the Trustee of each Delivery of a Basket Amount and Purchase Order and the due execution, delivery and authentication in accordance with the Trust Agreement of Certificates evidencing the Shares relating thereto to the Authorized Participants; (viii) the payment by each Authorized Participant to the Trust of the full consideration and other amounts due from it for the Shares subscribed to by it; and (ix) the Shares will be offered and sold as described in the Registration Statement and the Trust Agreement.

C. We have not participated in the preparation of the Registration Statement (except for providing this opinion) or the Prospectus and assume no responsibility for their contents, other than this opinion.

D. We note that a Beneficial Owner may be required to make certain payments provided for in the Trust Agreement.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement filed with the Securities and Exchange Commission. We also hereby consent to the use of our name under the heading "Legal Matters" in the Prospectus. In giving the foregoing consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations thereunder.

Very truly yours,

/s/ Richards, Layton & Finger, P.A.

EAM/JWP



April 8, 2013

iShares S&P GSCI Commodity-Indexed Investing Pool LLC
c/o BlackRock Asset Management International Inc.
400 Howard Street
San Francisco, California 94105

Re: iShares S&P GSCI Commodity-Indexed Investing Pool LLC

Ladies and Gentlemen:

We have acted as special Delaware counsel for iShares S&P GSCI Commodity-Indexed Investing Pool LLC, a Delaware limited liability company (the "LLC"), in connection with the matters set forth herein. This opinion is being delivered to you at your request.

For purposes of giving the opinions hereinafter set forth, our examination of documents has been limited to the examination of originals or copies of the following:

- (a) The Certificate of Formation of the LLC, dated July 7, 2006, as filed in the office of the Secretary of State of the State of Delaware (the "Secretary of State") on July 7, 2006;
- (b) The Amended and Restated Certificate of Formation of the LLC, dated May 9, 2007 (the "LLC Certificate"), as filed with the Secretary of State on May 9, 2007;
- (c) The Limited Liability Company Agreement of the LLC, dated as of July 7, 2006, entered into by iShares GSCI Commodity-Indexed Trust (now named iShares S&P GSCI Commodity-Indexed Trust), a Delaware statutory trust (the "Trust"), as member, and Barclays Global Investors International, Inc. (now named BlackRock Asset Management International Inc.), a Delaware corporation ("BAMII"), as member and manager, as amended by the Amendment thereto, dated December 27, 2007;
- (d) The Amended and Restated Limited Liability Company Agreement of the LLC, dated as of March 1, 2013 (the "LLC Agreement"), entered into by the Trust, as member and BAMII, as member and manager;
- (e) The Registration Statement on Form S-3, to be filed by the LLC and the Trust with the Securities and Exchange Commission on or about April 8, 2013 (the "Registration Statement"), including a prospectus (the "Prospectus"), relating to the limited liability company interests in the LLC to be issued pursuant thereto (the "Investing Pool Interests"), and the units of beneficial interest in the Trust to be issued pursuant thereto; and
- (f) A Certificate of Good Standing for the LLC, dated April 5, 2013, obtained from the Secretary of State.

As to various questions of fact material to our opinion, we have relied upon the representations made in the foregoing documents and upon certificates of the Manager. With respect to all documents examined by us, we have assumed (i) the authenticity of all documents submitted to us as authentic originals, (ii) the conformity with the originals of all documents submitted to us as copies or forms, and (iii) the genuineness of all signatures. Capitalized terms used herein and not otherwise defined are used as defined in the LLC Agreement.

Based upon and subject to the foregoing and subject to the assumptions, exceptions, qualifications and limitations set forth hereinbelow, it is our opinion that:

1. The LLC has been duly formed and is validly existing in good standing as a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.).
2. The Investing Pool Interests to be issued by the LLC will be validly issued and, subject to the qualifications set forth herein, fully paid and nonassessable limited liability company interests in the LLC. The Investing Pool Interest Holders (as defined below) shall not be obligated personally for any of the debts, obligations or liabilities of the LLC, whether arising in contract, tort or otherwise, solely by reason of being a member of the LLC, except as an Investing Pool Interest Holder may be obligated to repay any funds wrongfully distributed to it.

The foregoing opinions are subject to the following assumptions, exceptions, qualifications and limitations:

A. We are admitted to practice law in the State of Delaware, and we do not hold ourselves out as being experts on the law of any other jurisdiction. The foregoing opinions are limited to the laws of the State of Delaware (excluding securities laws) currently in effect. We have not considered and express no opinion on the laws of any other state or jurisdiction, including federal laws or rules and regulations thereunder.

B. We have assumed (i) that the LLC Agreement and the LLC Certificate are in full force and effect and have not been amended, (ii) that each of the parties (other than the LLC) to the documents examined by us has been duly created, organized or formed, as the case may be, and is validly existing in good standing under the laws of the jurisdiction governing its creation, organization or formation, (iii) the legal capacity of each natural person who is a signatory to the documents examined by us, (iv) that each of the parties to the documents examined by us (other than the LLC) has the power and authority to execute and deliver, and to perform its obligations under, such documents, (v) that each of the parties to the documents

examined by us (other than the LLC) has duly authorized, executed and delivered such documents, (vi) that each Person to whom an Investing Pool Interest is issued by the LLC (each, an "Investing Pool Interest Holder" and collectively, the "Investing Pool Interest Holders") has paid for the Investing Pool Interest acquired by it, in money or other property, in accordance with the LLC Agreement and the Registration Statement, (vii) that the books and records of the LLC set forth the names and addresses of all Persons to be admitted as members of the LLC and the dollar value of each such member's contribution to the LLC, and (viii) that the Investing Pool Interests are issued and sold to the Investment Pool Interest Holders in accordance with the Registration Statement and the LLC Agreement. We have not participated in the preparation of the Registration Statement (except for providing this opinion) or the Prospectus and assume no responsibility for their contents, other than this opinion.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement filed with the Securities and Exchange Commission. We also hereby consent to the use of our name under the heading "Legal Matters" in the Prospectus. In giving the foregoing consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations thereunder.

Very truly yours,

/s/ Richards, Layton & Finger, P.A.

MVP/ARH

April 5, 2013

BlackRock Asset Management International Inc.,
as Sponsor of iShares® S&P GSCI™ Commodity-Indexed Trust
and Manager of iShares® S&P GSCI™ Commodity-Indexed Investing Pool LLC
400 Howard Street
San Francisco, CA 94105

Re: iShares® S&P GSCI™ Commodity-Indexed Trust and
iShares® S&P GSCI™ Commodity-Indexed Investing Pool LLC

Ladies and Gentlemen:

We have acted as special U.S. federal income tax counsel to BlackRock Asset Management International Inc., a Delaware corporation (“BAMII”), in connection with the preparation of a registration statement on Form S-3 (the “Registration Statement”) of iShares® S&P GSCI™ Commodity-Indexed Trust, a Delaware statutory trust (the “Trust”), and iShares® S&P GSCI™ Commodity-Indexed Investing Pool LLC, a Delaware limited liability company (the “Investing Pool”), filed with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), for the offering of 18,106,277 units of fractional undivided beneficial interests in the net assets of the Trust (the “Shares”). Capitalized terms used but not defined herein have the meanings ascribed to them in the Registration Statement.

In connection with the preparation of the Registration Statement, you have requested our opinion that: (a) the Trust will not be treated as an association taxable as a corporation for U.S. federal income tax purposes, (b) the Investing Pool will not be treated as an association taxable as a corporation for U.S. federal income tax purposes and (c) the discussion in the Registration Statement under the caption “United States Federal Income Tax Consequences,” to the extent it consists of definitive statements of law and legal conclusions, and subject to the limitations and qualifications set forth therein, is a fair and accurate summary of the principal U.S. federal income tax consequences material to an investment in the Shares.

In our examination, we have assumed the genuineness of all signatures including endorsements, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such

copies. As to any facts material to this opinion that we did not independently establish or verify, we have relied upon statements and representations of BAMII, the Trust, the Investing Pool and their respective officers and other representatives (without regard to any qualification or limitation as to knowledge or belief).

In rendering the opinions set forth herein, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of:

(i) the Registration Statement;

(ii) an executed copy of the Second Amended and Restated Trust Agreement of the Trust, dated as of March 1, 2013, by and among BAMII, as sponsor, BlackRock Institutional Trust Company, N.A., as administrative trustee, and Wilmington Trust Company, as Delaware trustee;

(iii) an executed copy of the Amended and Restated Limited Liability Company Agreement of the Investing Pool, dated as of March 1, 2013, by and among the Trust and BAMII, as members, and BAMII, as manager;

(iv) a form of the Shares;

(v) a form of Authorized Participant Agreement; and

(vi) such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth below.

The documents identified in (i) through (vi) above are collectively referred to as the “Reviewed Documents.” We have assumed that all parties to the Reviewed Documents will comply with their obligations thereunder and that all such Reviewed Documents are enforceable according to their terms. For purposes of this opinion, we have assumed the validity and the initial and continuing accuracy of the Reviewed Documents, statements and representations referred to above.

This opinion is also based upon the Internal Revenue Code of 1986, as amended, administrative rulings, judicial decisions, proposed, temporary, and final Treasury regulations, and other applicable authorities, all as of the date hereof. The statutory provisions, regulations, and interpretations upon which our opinions are based are subject to change, and such changes could apply retroactively. In addition, there can be no assurance that positions contrary to those stated in this opinion may not be asserted by the Internal Revenue Service and affirmed by the courts.

Based upon the foregoing, and as of the date hereof, in our opinion: (a) the Trust will not be treated as an association taxable as a corporation for U.S. federal income tax purposes, (b) the Investing Pool will not be treated as an association taxable as a corporation for U.S.

federal income tax purposes and (c) the discussion in the Registration Statement under the caption “United States Federal Income Tax Consequences,” to the extent it consists of definitive statements of law and legal conclusions, and subject to the limitations and qualifications set forth therein, is a fair and accurate summary of the principal U.S. federal income tax consequences material to an investment in the Shares.

* * * *

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the use of our name under the caption “Legal Matters” in the Registration Statement and in the prospectus that forms a part of the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

This opinion is expressed as of the date hereof, and we are under no obligation to supplement or revise our opinion to reflect any legal developments or factual matters arising subsequent to the date hereof or the impact of any information, document, certificate, record, statement, representation, covenant, or assumption relied upon herein that becomes incorrect or untrue. Except as set forth above, we express no opinion to any party as to the tax consequences, whether federal, state, local, or foreign, of the transactions related to or contemplated by the Registration Statement. This opinion is furnished to you solely for your benefit in connection with the preparation of the Registration Statement and is not to be relied upon by any other person without our express written permission.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated February 28, 2013 relating to the financial statements, and the effectiveness of internal control over financial reporting, which appears in the iShares® S&P GSCI™ Commodity-Indexed Trust and iShares® S&P GSCI™ Commodity-Indexed Investing Pool LLC' s Annual Report on Form 10-K for the year ended December 31, 2012. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

San Francisco, California

April 5, 2013