



<b>EDGA &amp; EDGX STOCK EXCHANGES</b>			
Regulatory Information Circular			
Circular Number:	2010-346	Contact:	Jeff Rosenstock
Date:	July 16, 2010	Telephone:	(201) 942-8295

**Subject:**     **iShares MSCI Emerging Markets Index Fund**  
                  **iShares MSCI EAFE Index Fund**  
                  **iShares MSCI Pacific ex-Japan Index Fund**  
                  **iShares MSCI South Africa Index Fund**  
                  **iShares S&P North American Natural Resources Sector Index Fund**  
                  **iShares S&P North American Technology Sector Index Fund**  
                  **iShares S&P North American Technology Multimedia Network Index Fund**  
                  **iShares S&P North American Technology Software Index Fund**  
                  **iShares S&P North American Technology Semiconductors Index Fund**  
                  **iShares S&P Latin American 40 Index Fund**  
                  **iShares S&P/TOPIX 150 Index Fund**  
                  **iShares S&P Global Energy Sector Index Fund**  
                  **iShares S&P Global Financials Sector Index Fund**  
                  **iShares S&P Global Healthcare Sector Index Fund**  
                  **iShares S&P Global Technology Sector Index Fund**  
                  **iShares S&P Global Telecommunications Sector Index Fund**

### **Background Information on the Securities**

BlackRock Fund Advisors is the investment advisor to the Funds. The Advisor is registered under the Investment Advisers Act of 1940. SEI Investments Distribution Co. is the principal underwriter and distributor of Creation Unit Aggregations of iShares (as described below).

The investment objective of the Funds will be to provide investment results that correspond generally to the price and yield performance of their respective MSCI or S&P Underlying Indexes. The iShares MSCI Index Funds include all non-U.S. stocks and for the iShares S&P Global Index Funds both U.S. and non-U.S. stocks are included. The iShares S&P North American Index Funds include only U.S. stocks. In seeking to achieve their investment objective, the Funds will utilize “passive” indexing investment strategies. The Funds may fully replicate their respective Underlying Index, but currently intend to use a “representative sampling” strategy to track the applicable Underlying Index. A Fund utilizing a representative sampling strategy generally will hold a basket of the Component Securities of its Underlying Index, but it may not hold all of the Component Securities of its Underlying Index. Shares of the Funds will be issued on a continuous offering basis in groups of Shares, or multiples thereof. These “groups” of shares are called “Creation Unit Aggregations.” The Funds will issue and redeem Shares only in Creation Unit Aggregations ranging from 50,000 to 600,000 Shares for each Fund, as specified in the applicable Fund’s prospectus.

All orders to purchase Shares in Creation Unit Aggregations must be placed through an Authorized Participant. An Authorized Participant must be either a "Participating Party", *i.e.*, a broker-dealer or other participant in the clearing process through the National Securities Clearing Corporation Continuous Net Settlement System (the "Clearing Process"), a clearing agency that is registered with the SEC, or a Depository Trust Company participant, and in each case, must enter into a Participant Agreement. The Funds impose a transaction fee in connection with the issuance and redemption of Shares to offset transfer and other transaction costs.

The NAV for the Funds will be calculated and disseminated daily. The Funds' NAV will be calculated by IBT. IBT will disseminate the information to BGI, SEI and others. The Funds' NAV will be published in a number of places, including, [www.ishares.com](http://www.ishares.com) and on the Consolidated Tape.

For a more complete description of the Funds and the underlying indexes, visit [www.ishares.com](http://www.ishares.com).

### **Principal Risks**

Interested persons are referred to discussion in the Funds' prospectus of principal risks of an investment in the Funds. These include tracking error risk (factors causing a Fund's performance to not match the performance of the underlying index), market trading risk (for example, trading halts, trading above or below net asset value), stock market risk, investment style risk, interest rate risk, investment approach risk, concentration risk, non-diversification risk, issuer-specific risk, management risk, lack of market liquidity, lack of governmental insurance or guarantee, and fiscal policy risk.

### **Trading Hours**

Trading in the shares on EDGA and EDGX Exchanges (the "Exchanges") is on a UTP basis and is subject to the Exchanges equity trading rules. The shares will trade from 8:00 a.m. until 8:00 p.m. Eastern Time. Members trading the shares during the Extended Market Sessions (Pre-opening and Post-closing sessions) are exposed to the risk of the lack of the calculation or dissemination of underlying index value or intraday indicative value ("IIV"). For certain derivative securities products, an updated underlying index value or IIV may not be calculated or publicly disseminated in the Extended Market hours. Since the underlying index value and IIV are not calculated or widely disseminated during Extended Market hours, an investor who is unable to calculate implied values for certain derivative securities products during Extended Market hours may be at a disadvantage to market professionals.

### **Exchange Rules Applicable to Trading in the Shares**

The Shares are considered equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities.

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

The Commission has issued letters dated October 24, 2006, November 21, 2005 and August 17, 2001 (together, the "No- Action Letters") granting exemptive, interpretive and no-action relief from certain provisions of and rules under the Securities Exchange Act of 1934 for exchange-

traded funds listed and traded on a registered national securities exchange that meet certain criteria. A description of the relief granted in the No-Action Letters follows.

### **Regulation M Exemptions**

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

The Commission issued a No-Action Letter by which persons participating in a distribution of shares of a fund may engage in secondary market transactions in such shares during their participation in such a distribution, despite the requirements of from Rule 101 under Regulation M. In addition, the Commission has permitted persons who may be deemed to be participating in the distribution of shares of a fund (i) to purchase securities for the purpose of purchasing creation unit aggregations of fund shares and (ii) to tender securities for redemption in Creation Unit Aggregations. Further, the Commission has clarified that the tender of fund shares to the Fund for redemption does not constitute a bid for or purchase of any of the Funds' securities during the restricted period of Rule 101. The Commission has issued a No-Action Letter to paragraph (e) of Rule 102 under Regulation M which allow the redemption of fund shares in creation unit aggregations during the continuous offering of shares.

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

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

- 1) Confirmations to customers engaging in creations or redemptions must state that all information required by Rule 10b-10 will be provided upon request;
- 2) Any such request by a customer for information required by Rule 10b-10 will be filed in a timely manner, in accordance with Rule 10b-10(c);
- 3) Except for the identity, number and price of shares of the component securities of the Deposit Securities and Redemption Securities, as described above, confirmations to customers must disclose all other information required by Rule 10b-10(a).

### **SEC Rule 14e-5**

The Commission has permitted any person acting as a dealer-manager of a tender offer for a component security of fund (1) to redeem fund shares in creation unit aggregations from the issuer that may include a security subject to such tender offer and (2) to purchase fund shares

during such tender offer. In addition, a No-Action has been issued under Rule 14e-5 states that if a broker-dealer acting as a dealer-manager of a tender offer for a security of the Fund purchases or arranges to purchase such securities in the secondary market for the purpose of tendering such securities to purchase one or more creation unit aggregations of shares, it must be made in conformance with the following:

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

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

Section 11(d)(1) of the Act generally prohibits a person who is both a broker and a dealer from effecting any transaction in which the broker-dealer extends credit to a customer on any security which was part of a new issue in the distribution of which he participated as a member of a selling syndicate or group within thirty days prior to such transaction. The Commission has clarified that Section 11(d)(1) does not apply to broker-dealers that are not authorized participants (and, therefore, do not create creation unit aggregations) that engage in both proprietary and customer transactions in shares of a fund in the secondary market, and for broker-dealer authorized participants that engage in creations of creation unit aggregations. This relief is subject to specific conditions, including the condition that such broker-dealer (whether or not an authorized participant) does not, directly or indirectly, receive from the fund complex any payment, compensation or other economic incentive to promote or sell the shares of a fund to persons outside the fund complex, other than non-cash compensation permitted under NASD Rule 2830 (I)(5)(A), (B) or (C). See letter dated November 22, 2005 from Brian A Bussey, Assistant Chief Counsel, Division of Market Regulation, to Barclays Global Investors, N.A., dated November 22, 2005. The Commission has issued a No-Action Letter under Section 11(d)(1) of the Act states that broker-dealers may treat shares of a fund, for purposes of Rule 11d1-2, as "securities issued by a registered open-end investment company as defined in the Investment Company Act" and thereby extend credit or maintain or arrange for the extension or maintenance of credit on shares that have been owned by the persons to whom credit is provided for more than 30 days, in reliance on the exemption contained in the rule.

### **Trading Halts**

The Exchanges will halt trading in the Shares of a Trust in accordance with Exchange Rules 14.1(c)(4). The grounds for a halt under this Rule include a halt by the primary market because it stops trading the Shares and/or a halt because dissemination of the IIV or applicable currency spot price has ceased, or a halt for other regulatory reasons. In addition, the Exchanges will stop trading the Shares of a Trust if the primary market de-lists the Shares.

### **Delivery of a Prospectus**

Pursuant to federal securities laws, investors purchasing Shares must receive a prospectus prior to or concurrently with the confirmation of a transaction. Investors purchasing Shares directly from the Fund (by delivery of the Deposit Amount) must also receive a prospectus.

Prospectuses may be obtained through the Distributor or on the Fund's website. The Prospectus does not contain all of the information set forth in the registration statement (including the exhibits to the registration statement), parts of which have been omitted in accordance with the rules and regulations of the SEC. For further information about the Fund, please refer to the Trust's registration statement.

### **Purchases and Redemptions in Creation Unit Size**

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

### **Surveillance**

All Exchange surveillances applicable to trading of equities on the Exchange will apply to trading in the Shares of the Funds.

**This Regulatory Information Circular is not a statutory Prospectus. Members should consult the Trust's Registration Statement, SAI, Prospectus and the Fund's website for relevant information.**

## Appendix A

<b>Ticker</b>	<b>Fund Name</b>	<b>Cusip</b>
EEM	iShares MSCI Emerging Markets Index Fund	464287234
EFA	iShares MSCI EAFE Index Fund	464287465
EPP	iShares MSCI Pacific ex-Japan Index Fund	464286665
EZA	iShares MSCI South Africa Index Fund	464287780
IGE	iShares S&P North American Natural Resources Sector Index Fund	464287374
IGM	iShares S&P North American Technology Sector Index Fund	464287549
IGN	iShares S&P North American Technology Multimedia Networking Index Fund	464287531
IGV	iShares S&P North American Technology Software Index Fund	464287515
IGW	iShares S&P North American Technology Semiconductors Index Fund	464287523
ILF	iShares S&P Latin American 40 Index Fund	464287390
ITF	iShares S&P/TOPIX 150 Index Fund	464287382
IXC	iShares S&P Global Energy Sector Index Fund	464287341
IXG	iShares S&P Global Financials Sector Index Fund	464287333
IXJ	iShares S&P Global Healthcare Sector Index Fund	464287325
IXN	iShares S&P Global Technology Sector Index Fund	464287291
IXP	iShares S&P Global Telecommunications Sector Index Fund	464287275