

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name PowerShares Variable Rate Investment Grade Portfolio		2 Issuer's employer identification number (EIN) 81-1009434	
3 Name of contact for additional information POWERSHARES CLIENT SERVICES	4 Telephone No. of contact 800-983-0903	5 Email address of contact INFO@POWERSHARES.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 3500 LACEY ROAD, SUITE 700		7 City, town, or post office, state, and Zip code of contact DOWNERS GROVE, IL 60515	
8 Date of action See Attachment		9 Classification and description COMMON STOCK	
10 CUSIP number See Attachment	11 Serial number(s) See Attachment	12 Ticker symbol See Attachment	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **The Fund paid monthly distributions to shareholders during 2016.**
A portion of 10/31/2016 distribution constitutes a non-taxable return of capital. - See attachment.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **The portion of each distribution that constitutes a non-taxable return of capital will decrease a U.S. taxpayer's basis in the shares of the issuer. For non-taxable return of capital see attachment.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **The Fund's current and accumulated earnings were compared to the distributions paid during the period ended October 2016. The non-taxable return of capital represents the amount of distributions paid during the taxable period ended October 31, 2016 in excess of the Fund's current and accumulated earnings and profits under IRC Section 316.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
Internal Revenue Code Sections 301, 316, 852.

[Lined area for listing Internal Revenue Code sections]

18 Can any resulting loss be recognized? ▶ No

[Lined area for providing information regarding resulting loss]

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶
This organizational action is reportable with respect to calendar year 2016.

[Lined area for providing other information necessary for the adjustment]

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ S/ STEVEN M. HILL Date ▶ 01/15/2017

Print your name ▶ **A signed copy is maintained by the issuer.** Title ▶ **TREASURER**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

<u>CUSIP</u>	<u>Ticker Symbol</u>	<u>Payable Date</u>	<u>Per Share</u>					
			<u>Distribution Per Share</u>	<u>Income Dividends</u>	<u>Short-term Capital Gains</u>	<u>Total Ordinary Dividends</u>	<u>Long-Term Capital Gains</u>	<u>Nondividend Distribution</u>
73935B862	VRIG	10/31/2016	0.054820000	0.054777000	0.000000000	0.054777000	0.000000000	0.000043000
73935B862	VRIG	11/30/2016	0.042000000	0.042000000	0.000000000	0.042000000	0.000000000	0.000000000
73935B862	VRIG	12/30/2016	0.052420000	0.052420000	0.000000000	0.052420000	0.000000000	0.000000000
Total			0.149240000	0.149197000	0.000000000	0.149197000	0.000000000	0.000043000