Part I  Reporting Issuer

1 Issuer’s name

PowerShares Senior Loan Portfolio

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

301 West Roosevelt Road

7 City, town, or post office, state, and Zip code of contact

Wheaton, IL 60187

2 Issuer’s employer identification number (EIN)

27-4516793

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 a monthly distribution to shareholders from January 2012 to October 2012.

A portion of each distribution constitutes a non-taxable return of capital.

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 2012. The non-taxable return of capital represents the amount of distributions paid during the taxable period ended October 31, 2012 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.

18 Can any resulting loss be recognized? ▶ No

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 2012.

<Signature ▶ S/STEVEN M. HILL Date ▶ 2/13/2013>

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

Firm’s name ▶
Firm’s address ▶

Check □ if self-employed

Firm’s EIN ▶
Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0064
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