

DB SILVER MASTER FUND

Form 424B3

May 15, 2007

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## POWERSHARES DB MULTI-SECTOR COMMODITY TRUST

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PowerShares DB Energy Fund	\$470,062,218 Common Units of Beneficial Interest
PowerShares DB Oil Fund	\$470,342,258 Common Units of Beneficial Interest
PowerShares DB Precious Metals Fund	\$475,000,000 Common Units of Beneficial Interest
PowerShares DB Gold Fund	\$475,000,000 Common Units of Beneficial Interest
PowerShares DB Silver Fund	\$475,000,000 Common Units of Beneficial Interest
PowerShares DB Base Metals Fund	\$475,000,000 Common Units of Beneficial Interest
PowerShares DB Agriculture Fund	\$1,333,197,580 Common Units of Beneficial Interest

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PowerShares DB Multi-Sector Commodity Trust, or the Trust, is organized in seven separate series as a Delaware statutory trust. Each series of the Trust, called a Fund, issues common units of beneficial interest, or Shares, which represent units of fractional undivided beneficial interest in and ownership of such Fund only. Shares in each Fund are being separately offered.

Authorized Participants may sell the Shares they purchase from a Fund in blocks of 200,000 Shares, called Baskets, to other investors at prices that are expected to reflect, among other factors, the trading price of such Fund's Shares on the Amex and the supply of and demand for Shares of such Fund at the time of sale and are expected to fall between net asset value and the trading price of the Shares of such Fund on the Amex at the time of sale.

The Shares of each Fund trade on the Amex under the following symbols: PowerShares DB Energy Fund DBE; PowerShares DB Oil Fund DBO; PowerShares DB Precious Metals Fund DBP; PowerShares DB Gold Fund DGL; PowerShares DB Silver Fund DBS; PowerShares DB Base Metals Fund DBB; and PowerShares DB Agriculture Fund DBA.

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Each Fund invests the proceeds of its offering of Shares in a corresponding series of DB Multi-Sector Commodity Master Trust, or the Master Trust. The Master Trust is organized in seven separate series as a Delaware statutory trust. Each series of the Master Trust, called a Master Fund, corresponds to a particular Fund.

DB Commodity Services LLC serves as the Managing Owner, commodity pool operator and commodity trading advisor of each Fund and each Master Fund. Each Master Fund trades exchange-traded futures contracts on the commodities comprising a particular commodities index, with a view to tracking the index over time. Each Fund also earns interest income from United States Treasury and other high credit quality short-term fixed income securities.

*PowerShares DB Energy Fund* is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Energy Excess Return (DBLCI-OY Energy ER), which is intended to reflect the energy sector.

*PowerShares DB Oil Fund* is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Crude Oil Excess Return (DBLCI-OY CL ER), which is intended to reflect the changes in market value of crude oil.

*PowerShares DB Precious Metals Fund* is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Precious Metals Excess Return (DBLCI-OY Precious Metals ER), which is intended to reflect the precious metals sector.

*PowerShares DB Gold Fund* is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Gold Excess Return (DBLCI-OY GC ER), which is intended to reflect the changes in market value of gold.

*PowerShares DB Silver Fund* is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Silver Excess Return (DBLCI-OY SI ER), which is intended to reflect the changes in market value of silver.

*PowerShares DB Base Metals Fund* is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Industrial Metals Excess Return (DBLCI-OY Industrial Metals ER), which is intended to reflect the base metals sector.

*PowerShares DB Agriculture Fund* is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Agriculture Excess Return (DBLCI-OY Agriculture ER), which is intended to reflect the agricultural sector.

We refer to each of the indexes as an Index and we refer to them collectively as the Indexes.

Except when aggregated in Baskets, the Shares are not redeemable securities.

### INVESTING IN THE SHARES INVOLVES SIGNIFICANT RISKS.

PLEASE REFER TO THE RISKS YOU FACE BEGINNING ON PAGE 22.

Futures trading is volatile and even a small movement in market prices could cause large losses.

The success of each Master Fund's trading program depends upon the skill of the Managing Owner and its trading principals.

You could lose all or substantially all of your investment.

Each of the Indexes is concentrated in a small number of commodities and some are highly concentrated in a single commodity. Concentration may result in greater volatility.

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Investors in each Fund pay fees in connection with their investment in Shares including asset-based fees of either 0.50% per annum with respect to PowerShares DB Oil Fund, PowerShares DB Gold Fund and PowerShares DB Silver Fund or 0.75% per annum with respect to PowerShares DB Energy Fund, PowerShares DB Precious Metals Fund, PowerShares DB Base Metals Fund and PowerShares DB Agriculture Fund. Additional charges include brokerage fees of approximately 0.03% with respect to PowerShares DB Energy Fund and PowerShares DB Base Metals Fund, 0.04% with respect to PowerShares DB Oil Fund, PowerShares DB Precious Metals Fund, PowerShares DB Gold Fund and PowerShares DB Silver Fund or 0.16% with respect to PowerShares DB Agriculture Fund per annum in the aggregate.

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 will be offered at a per-Share offering price that will vary depending on, among other factors, the trading price of the Shares of each Fund on the Amex, the net asset value per Share 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 will not receive from any Fund, the Managing Owner 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.

**These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission or any state securities commission passed upon the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offense. None of the Funds nor any of the Master Funds is a mutual fund or any other type of investment company within the meaning of the Investment Company Act of 1940, as amended, and none of them is subject to regulation thereunder.**

**THE COMMODITY FUTURES TRADING COMMISSION HAS NOT PASSED UPON THE MERITS OF PARTICIPATING IN THESE POOLS NOR HAS THE COMMISSION PASSED UPON THE ADEQUACY OR ACCURACY OF THIS DISCLOSURE DOCUMENT. The Shares are neither interests in nor obligations of any of the Managing Owner, the Trustee or any of their respective affiliates. The Shares are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

May 15, 2007 (Not for use after February 14, 2008)

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**COMMODITY FUTURES TRADING COMMISSION**

**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 FUTURES 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 TO THESE POOLS AT PAGE 110 AND A STATEMENT OF THE PERCENTAGE RETURNS NECESSARY TO BREAK EVEN, THAT IS, TO RECOVER THE AMOUNT OF YOUR INITIAL INVESTMENT, AT PAGE 17.**

**THIS BRIEF STATEMENT CANNOT DISCLOSE ALL THE RISKS AND OTHER FACTORS NECESSARY TO EVALUATE YOUR PARTICIPATION IN ANY OF THESE COMMODITY POOLS. THEREFORE, BEFORE YOU DECIDE TO PARTICIPATE IN ANY OF THESE COMMODITY POOLS, YOU SHOULD CAREFULLY STUDY THIS DISCLOSURE DOCUMENT, INCLUDING A DESCRIPTION OF THE PRINCIPAL RISK FACTORS OF THIS INVESTMENT, AT PAGES 22 THROUGH 29.**

**YOU SHOULD ALSO BE AWARE THAT THIS COMMODITY POOL MAY TRADE FOREIGN FUTURES CONTRACTS. TRANSACTIONS ON MARKETS LOCATED OUTSIDE THE UNITED STATES, INCLUDING MARKETS FORMALLY LINKED TO A UNITED STATES MARKET, MAY BE SUBJECT TO REGULATIONS WHICH OFFER DIFFERENT OR DIMINISHED PROTECTION TO THE POOL AND ITS PARTICIPANTS. FURTHER, UNITED STATES REGULATORY AUTHORITIES MAY BE UNABLE TO COMPEL THE ENFORCEMENT OF THE RULES OF REGULATORY AUTHORITIES OR MARKETS IN NON-UNITED STATES JURISDICTIONS WHERE TRANSACTIONS FOR THE POOL MAY BE EFFECTED.**

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**THE BOOKS AND RECORDS OF EACH FUND AND EACH MASTER FUND ARE MAINTAINED AS FOLLOWS: ALL MARKETING MATERIALS ARE MAINTAINED AT THE OFFICES OF ALPS DISTRIBUTORS, INC., 1625 BROADWAY, SUITE 2200, DENVER, COLORADO 80202; TELEPHONE NUMBER (303) 623-2577; BASKET CREATION AND REDEMPTION BOOKS AND RECORDS, ACCOUNTING AND CERTAIN OTHER FINANCIAL BOOKS AND RECORDS (INCLUDING FUND AND MASTER FUND ACCOUNTING RECORDS, LEDGERS WITH RESPECT TO ASSETS, LIABILITIES, CAPITAL, INCOME AND EXPENSES, THE REGISTRAR, TRANSFER JOURNALS AND RELATED DETAILS) AND TRADING AND RELATED DOCUMENTS RECEIVED FROM FUTURES COMMISSION MERCHANTS ARE MAINTAINED BY THE BANK OF NEW YORK, 2 HANSON PLACE, 12TH FLOOR, BROOKLYN, NEW YORK 11217, TELEPHONE NUMBER (718) 315-4850. ALL OTHER BOOKS AND RECORDS OF EACH FUND AND EACH MASTER FUND (INCLUDING MINUTE BOOKS AND OTHER GENERAL CORPORATE RECORDS, TRADING RECORDS AND RELATED REPORTS AND OTHER ITEMS RECEIVED FROM EACH MASTER FUND S COMMODITY BROKERS) ARE MAINTAINED AT THE FUNDS PRINCIPAL OFFICE, C/O DB COMMODITY SERVICES LLC, 60 WALL STREET, NEW YORK, NEW YORK 10005; TELEPHONE NUMBER (212) 250-5883. SHAREHOLDERS WILL HAVE THE RIGHT, DURING NORMAL BUSINESS HOURS, TO HAVE ACCESS TO AND COPY (UPON PAYMENT OF**

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REASONABLE REPRODUCTION COSTS) SUCH BOOKS AND RECORDS IN PERSON OR BY THEIR AUTHORIZED ATTORNEY OR AGENT. MONTHLY ACCOUNT STATEMENTS FOR EACH FUND CONFORMING TO COMMODITY FUTURES TRADING COMMISSION (THE CFTC ) AND THE NATIONAL FUTURES ASSOCIATION (THE NFA ) REQUIREMENTS ARE POSTED ON THE MANAGING OWNER S WEBSITE AT WWW.DBFUNDS.DB.COM. ADDITIONAL REPORTS ARE POSTED ON THE FUNDS WEBSITE IN THE DISCRETION OF THE MANAGING OWNER OR AS REQUIRED BY REGULATORY AUTHORITIES. THERE WILL SIMILARLY BE DISTRIBUTED TO SHAREHOLDERS OF EACH FUND, NOT MORE THAN 90 DAYS AFTER THE CLOSE OF EACH FUND S FISCAL YEAR, CERTIFIED AUDITED FINANCIAL STATEMENTS AND (IN NO EVENT LATER THAN MARCH 15 OF THE IMMEDIATELY FOLLOWING YEAR) THE TAX INFORMATION RELATING TO SHARES OF EACH FUND NECESSARY FOR THE PREPARATION OF SHAREHOLDERS ANNUAL FEDERAL INCOME TAX RETURNS.

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

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THE FUNDS AND THE MASTER FUNDS 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 MASTER TRUST ARE POSTED AT THE SEC WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov).

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**REGULATORY NOTICES**

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS PROSPECTUS, AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE TRUST, ANY FUND, THE MASTER TRUST, ANY MASTER FUND, THE MANAGING OWNER, THE AUTHORIZED PARTICIPANTS OR ANY OTHER PERSON.

THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER OR SOLICITATION TO SELL OR A SOLICITATION OF AN OFFER TO BUY, NOR SHALL THERE BE ANY OFFER, SOLICITATION, OR SALE OF THE SHARES IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION, OR SALE IS NOT AUTHORIZED OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE ANY SUCH OFFER, SOLICITATION, OR SALE.

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THE DIVISION OF INVESTMENT MANAGEMENT OF THE SECURITIES AND EXCHANGE COMMISSION REQUIRES THAT THE FOLLOWING STATEMENT BE PROMINENTLY SET FORTH HEREIN: NEITHER POWERSHARES DB MULTI-SECTOR COMMODITY TRUST NOR DB MULTI-SECTOR COMMODITY MASTER TRUST NOR ANY SERIES THEREOF IS A MUTUAL FUND OR ANY OTHER TYPE OF INVESTMENT COMPANY WITHIN THE MEANING OF THE INVESTMENT COMPANY ACT OF 1940, AS AMENDED, AND IS NOT SUBJECT TO REGULATION THEREUNDER.

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AUTHORIZED PARTICIPANTS MAY BE REQUIRED TO DELIVER A PROSPECTUS WHEN TRANSACTING IN SHARES. SEE PLAN OF DISTRIBUTION.



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**SUMMARY**

*This summary of all material information provided in this Prospectus is intended for quick reference only. For ease of reference, any references throughout this Prospectus to various actions taken by each of the Funds or each of the Master Funds are actually actions that the Trust or the Master Trust has taken on behalf of such respective Funds or Master Funds. The remainder of this Prospectus contains more detailed information; you should read the entire Prospectus, including all exhibits to the Prospectus, before deciding to invest in Shares of any Fund. This Prospectus is intended to be used beginning May 15, 2007.*

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**The Trust and the Funds; The Master Trust and the Master Funds**

PowerShares DB Multi-Sector Commodity Trust, or the Trust, was formed as a Delaware statutory trust, in seven separate series, or Funds, on August 3, 2006. Each Fund issues common units of beneficial interest, or Shares, which represent units of fractional undivided beneficial interest in and ownership of such Fund. The term of the Trust and each Fund is perpetual (unless terminated earlier in certain circumstances). The principal offices of the Trust and each Fund are located at c/o DB Commodity Services LLC, 60 Wall Street, New York, New York 10005, and the telephone number of each of them is (212) 250-5883.

DB Multi-Sector Commodity Master Trust, or the Master Trust, was formed as a Delaware statutory trust, in seven separate series, or Master Funds, on August 3, 2006. Each Master Fund issues common units of beneficial interest, or Master Fund Units, which represent units of fractional undivided beneficial interest in and ownership of such Master Fund. The term of the Master Trust and each Master Fund is perpetual (unless terminated earlier in certain circumstances). The principal offices of the Master Trust and each Master Fund are located at c/o DB Commodity Services LLC, 60 Wall Street, New York, New York 10005, and the telephone number of each of them is (212) 250-5883.

Each of the Trust and Master Trust was organized in seven separate series as a Delaware statutory trust rather than as seven separate statutory trusts in order to achieve certain administrative efficiencies. The interests of investors are not adversely affected by the choice of form of organization.

**Shares Listed on the Amex**

The Shares of each Fund are listed on the Amex under the following symbols:

PowerShares DB Energy Fund DBE;

PowerShares DB Oil Fund DBO;

PowerShares DB Precious Metals Fund DBP;

PowerShares DB Gold Fund DGL;

PowerShares DB Silver Fund DBS;



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PowerShares DB Base Metals Fund DBB; and

PowerShares DB Agriculture Fund DBA.

Secondary market purchases and sales of Shares will be subject to ordinary brokerage commissions and charges.

### **Purchases and Sales in the Secondary Market on the Amex**

The Shares of each Fund trade on the Amex like any other equity security.

Baskets of Shares in each Fund may be created or redeemed only by Authorized Participants. It is expected that Baskets in a Fund will be created when there is sufficient demand for Shares in such Fund that the market price per Share is at a premium to the net asset value per Share. Authorized Participants are expected to sell such Shares, which are listed on the Amex, to the public at prices that are expected to reflect, among other factors, the trading price of the Shares of such Fund on the Amex and the supply of and demand for Shares at the time of sale and are expected to fall between net asset value and the trading price of the Shares on the Amex at the time of sale. Similarly, it is expected that Baskets in a Fund will be redeemed when the market price per Share of

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such Fund is at a discount to the net asset value per Share. Retail investors seeking to purchase or sell Shares on any day are expected to effect such transactions in the secondary market, on the Amex, at the market price per Share, rather than in connection with the creation or redemption of Baskets.

The market price of the Shares of a Fund may not be identical to the net asset value per Share, but these valuations are expected to be very close. Investors are able to use the indicative intra-day value per Share to determine if they want to purchase in the secondary market via the Amex. The intra-day indicative value per Share of each Fund is based on the prior day's final net asset value, adjusted four times per minute throughout the day to reflect the continuous price changes of the Master Fund's futures positions to provide a continuously updated estimated net asset value per Share.

Retail investors may purchase and sell Shares through traditional brokerage accounts. Purchases or sales of Shares may be subject to customary brokerage commissions. Investors are encouraged to review the terms of their brokerage accounts for applicable charges.

### **Pricing Information Available on the Amex and Other Sources**

The current trading price per Share of each Fund (quoted in U.S. dollars) is published continuously under its ticker symbol as trades occur throughout each trading day on the consolidated tape, Reuters and/or Bloomberg and on the Managing Owner's website at <http://www.dbfunds.db.com>, or any successor thereto.

The most recent end-of-day closing level of each Index is published under its own symbol as of the close of business for the Amex each trading day on the consolidated tape, Reuters and/or Bloomberg and on the Managing Owner's website at <http://www.dbfunds.db.com>, or any successor thereto. The most recent end-of-day net asset value of each Fund is published under its own symbol as of the close of business on Reuters and/or Bloomberg and on the Managing Owner's website at <http://www.dbfunds.db.com>, or any successor thereto. In addition, the most recent end-of-day net asset value of each Fund is published the following morning on the consolidated tape.

#### *End-of-Day Index Closing Level Symbols; End-of-Day Net Asset Value Symbols*

*PowerShares DB Energy Fund.* The end-of-day closing level of the DBLCI-OY Energy ER is published under the symbol DBENIX. The end-of-day net asset value of PowerShares DB Energy Fund is published under the symbol DBE.NV.

*PowerShares DB Oil Fund.* The end-of-day closing level of the DBLCI-OY CL ER is published under the symbol DBOLIX. The end-of-day net asset value of PowerShares DB Oil Fund is published under the symbol DBO.NV.

*PowerShares DB Precious Metals Fund.* The end-of-day closing level of the DBLCI-OY Precious Metals ER is published under the symbol DBPMIX. The end-of-day net asset value of PowerShares DB Precious Metals Fund is published under the symbol DBP.NV.

*PowerShares DB Gold Fund.* The end-of-day closing level of the DBLCI-OY GC ER is published under the symbol DGLDIX. The end-of-day net asset value of PowerShares DB Gold Fund is published under the symbol DGL.NV.

*PowerShares DB Silver Fund.* The end-of-day closing level of the DBLCI-OY SI ER is published under the symbol DBSLIX. The end-of-day net asset value of PowerShares DB Silver Fund is published under the symbol DBS.NV.

*PowerShares DB Base Metals Fund.* The end-of-day closing level of the DBLCI-OY Industrial Metals ER is published under the symbol DBBMIX. The end-of-day net asset value of PowerShares DB Base Metals Fund is published under the symbol DBB.NV.

*PowerShares DB Agriculture Fund.* The end-of-day closing level of the DBLCI-OY Agriculture ER is published under the symbol DBAGIX. The end-of-day net asset value of PowerShares DB Agriculture Fund is published under the symbol DBA.NV.

The Managing Owner publishes the net asset value of each Fund and the net asset value per Share



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of each Fund daily. Additionally, the Index Sponsor publishes the intra-day level of each Index, and the Managing Owner will publish the indicative value per Share of each Fund (quoted in U.S. dollars) once every fifteen seconds throughout each trading day on the consolidated tape, Reuters and/or Bloomberg and on the Managing Owner's website at <http://www.dbfunds.db.com>, or any successor thereto. All of the foregoing information is published under the following symbols:

### *Intra-Day Index Level Symbols and Intra-Day Indicative Values Per Share Symbols*

*PowerShares DB Energy Fund.* The intra-day index level of the DBLCI-OY Energy ER is published under the symbol DBENIX. The intra-day indicative value per Share of PowerShares DB Energy Fund is published under the symbol DBE.IV.

*PowerShares DB Oil Fund.* The intra-day index level of the DBLCI-OY CL ER is published under the symbol DBOLIX. The intra-day indicative value per Share of PowerShares DB Oil Fund is published under the symbol DBO.IV.

*PowerShares DB Precious Metals Fund.* The intra-day index level of the DBLCI-OY Precious Metals ER is published under the symbol DBPMIX. The intra-day indicative value per Share of PowerShares DB Precious Metals Fund is published under the symbol DBP.IV.

*PowerShares DB Gold Fund.* The intra-day index level of the DBLCI-OY GC ER is published under the symbol DGLDIX. The intra-day indicative value per Share of PowerShares DB Gold Fund is published under the symbol DGL.IV.

*PowerShares DB Silver Fund.* The intra-day index level of the DBLCI-OY SI ER is published under the symbol DBSLIX. The intra-day indicative value per Share of PowerShares DB Silver Fund is published under the symbol DBS.IV.

*PowerShares DB Base Metals Fund.* The intra-day index level of the DBLCI-OY Industrial Metals ER is published under the symbol DBBMIX. The intra-day indicative value per Share of PowerShares DB Base Metals Fund is published under the symbol DBB.IV.

*PowerShares DB Agriculture Fund.* The intra-day index level of the DBLCI-OY Agriculture ER is published under the symbol DBAGIX. The intra-day indicative value per Share of PowerShares DB Agriculture Fund is published under the symbol DBA.IV.

Each Index's history is also available at <https://index.db.com>.

The Index Sponsor obtains information for inclusion in, or for use in the calculation of, the Indexes from sources the Index Sponsor considers reliable. None of the Index Sponsor, the Managing Owner, the Funds, the Master Funds or any of their respective affiliates accepts responsibility for or guarantees the accuracy and/or completeness of any of the Indexes or any data included in any of the Indexes.

## **CUSIP Numbers**

The CUSIP number of PowerShares DB Energy Fund is 73936B101.

The CUSIP number of PowerShares DB Oil Fund is 73936B507.

The CUSIP number of PowerShares DB Precious Metals Fund is 73936B200.

The CUSIP number of PowerShares DB Gold Fund is 73936B606.

The CUSIP number of PowerShares DB Silver Fund is 73936B309.

The CUSIP number of PowerShares DB Base Metals Fund is 73936B705.

The CUSIP number of PowerShares DB Agriculture Fund is 73936B408.

## **The Master-Feeder Structure**

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Each Fund invests substantially all of its assets in a separate Master Fund in a master-feeder structure. Each Fund holds no investment assets other than Master Fund Units of its corresponding Master Fund. Each Master Fund is wholly-owned by its corresponding Fund and the Managing Owner. Each

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Share issued by a Fund correlates with a Master Fund Unit issued by such Fund's corresponding Master Fund and held by such Fund.

**Risk Factors**

*An investment in Shares of any Fund is speculative and involves a high degree of risk. The summary risk factors set forth below are intended merely to highlight certain risks that are common to all the Funds. Each Fund has particular risks that are set forth elsewhere in this Prospectus.*

The Funds and the Master Funds have a limited operating history. Therefore, a potential investor has only a limited performance history to serve as a factor for evaluating an investment in any Fund.

Past performance is not necessarily indicative of future results; all or substantially all of an investment in any Fund could be lost.

The trading of each Master Fund takes place in very volatile markets.

Each Fund and its corresponding Master Fund is subject to the fees and expenses set forth below (prior to the amount of any commissions charged by the investor's broker in connection with an investor's purchase of Shares) and will be successful only if significant losses are avoided.

<b>Fund</b>	<b>Fees and Expenses</b>	<b>Yield on 3-month U.S. Treasury bills</b>	<b>Expected Annual Net Income</b>
DBE	(0.78)%	4.86%	4.08%
DBO	(0.54)%	4.86%	4.32%
DBP	(0.79)%	4.86%	4.07%
DGL	(0.54)%	4.86%	4.32%
DBS	(0.54)%	4.86%	4.32%
DBB	(0.78)%	4.86%	4.08%
DBA	(0.91)%	4.86%	3.95%

Each Fund and its corresponding Master Fund is subject to the approximate fees and expenses in the aggregate amounts per annum set forth in the above table and elsewhere in this Prospectus. Each Fund and its corresponding Master Fund will be successful only if their annual returns from futures trading, plus their annual interest

income from their holdings of United States Treasury securities and other high credit quality short-term fixed income securities, exceed these fees and expenses. Because it is expected that interest income will exceed the fees and costs incurred by each Fund and Master Fund at the end of the first twelve months of an investment, the percentage of profit required for each Fund to breakeven at the end of the first twelve months of an investment, by definition, is expected to be 0.00%. Each Master Fund (and, in turn, each Fund) is expected to earn interest income equal to 4.86% per annum, based upon the current yield of 3-month U.S. Treasury bills as of May 7, 2007. Therefore, based upon the difference between the current yield of 3-month U.S. Treasury bills and the annual fees and expenses, each Fund is expected to have net income equal to or greater than the approximate amount per annum set forth in the above table, assuming that each Fund does not experience gains or losses from its futures trading.

CFTC and commodity exchange rules impose speculative position limits on market participants trading in two commodities included in the DBLCI-OY Agriculture ER, corn and wheat. The DB Agriculture Master Fund has not obtained relief from the CFTC with respect to these position limits. If position limits are applied to the DB Agriculture Master Fund, the PowerShares DB Agriculture Fund's ability to issue new Baskets, or the DB Agriculture Master Fund's ability to reinvest income in additional corn and wheat futures contracts may be limited to the extent these activities would cause the DB Agriculture Master Fund to exceed applicable position

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limits. Limiting the size of the PowerShares DB Agriculture Fund may affect the correlation between the price of the Shares, as traded on the Amex, and the net asset value of the PowerShares DB Agriculture Fund. That is, the inability to create additional Baskets could result in Shares trading at a premium or discount to net asset value of the PowerShares DB Agriculture Fund.

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There can be no assurance that any Fund will achieve profits or avoid losses, significant or otherwise.

Performance of a Fund may not track its Index during particular periods or over the long term. Such tracking error may cause a Fund to outperform or underperform its Index.

Certain potential conflicts of interest exist between the Managing Owner and its affiliates and the Shareholders. For example, because the Managing Owner and the Commodity Broker are both indirect wholly-owned subsidiaries of Deutsche Bank AG, the Managing Owner has a disincentive to replace the Commodity Broker. The Commodity Broker may have a conflict of interest between its execution of trades for the Master Funds and for its other customers. More specifically, the Commodity Broker will benefit from executing orders for other clients, whereas the Master Funds may be harmed to the extent that the Commodity Broker has fewer resources to allocate to the Master Funds' accounts due to the existence of such other clients. Allocation of resources among the Master Funds adds to the potential conflict. Proprietary trading by the affiliates of the Managing Owner and the Commodity Broker may create conflicts of interest from time-to-time because such proprietary trades may take a position that is opposite of that of a Master Fund or may compete with a Master Fund for certain positions within the marketplace. See *Conflicts of Interest* for a more complete disclosure of various conflicts. Although the Managing Owner has established procedures designed to resolve certain of these conflicts equitably, the Managing Owner has not established formal procedures to resolve all potential conflicts of interest. Consequently, investors may be dependent on the good faith of the respective parties subject to such conflicts to resolve them equitably. Although the Managing Owner attempts to monitor these conflicts, it is extremely difficult, if not impossible, for the Managing Owner to ensure that these conflicts will not, in fact, result in adverse consequences to the Funds.

### **The Trustee**

Wilmington Trust Company, or the Trustee, a Delaware banking corporation, is the sole trustee of the Trust and the Master Trust. The Trustee delegated to the Managing Owner all of the power and authority to manage the business and affairs of the Trust and each Fund and the Master Trust and each Master Fund and has only nominal duties and liabilities to the Trust, the Funds, the Master Trust and the Master Funds.

### **Investment Objective**

Each Fund and its corresponding Master Fund seeks to track changes, whether positive or negative, in the level of its corresponding Index over time, plus the excess, if any, of its corresponding Master Fund's interest income from its holdings of United States Treasury and other high credit quality short-term fixed income securities over the expenses of each Fund and its corresponding Master Fund. The Shares of each Fund are designed for investors who want a cost-effective and convenient way to invest in commodity futures on U.S. and non-U.S. markets.

Advantages of investing in the Shares include:

*Ease and Flexibility of Investment.* The Shares trade on the Amex and provide institutional and retail investors with indirect access to commodity futures markets. The Shares may be bought and sold on the Amex like other exchange-listed securities. Retail investors may purchase and sell Shares through traditional brokerage accounts.

*Margin.* Shares are eligible for margin accounts.

*Diversification.* The Shares may help to diversify a portfolio because historically the Indexes have tended to exhibit low to negative correlation with both equities and conventional bonds and positive correlation to inflation.

*Optimum Yield.* The Shares seek to follow the Optimum Yield version of their





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respective Index, which seeks to minimize the effects of negative roll yield that may be experienced by conventional commodities indexes.

*Transparency.* The Shares provide a more direct investment in commodities than mutual funds that invest in commodity-linked notes, which have implicit imbedded costs and credit risk.

Investing in the Shares does not insulate Shareholders from certain risks, including price volatility.

Each Fund pursues its investment objective by investing substantially all of its assets in its corresponding Master Fund. Each Master Fund pursues its investment objective by investing in a portfolio of exchange-traded futures on the commodities comprising the corresponding Index.

The Trust is comprised of each of the following Funds, each of which, in turn, intends to reflect the below sectors:

PowerShares DB Energy Fund is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Energy Excess Return (DBLCI-OY Energy ER), which is intended to reflect the energy sector. The Index Commodities consist of Sweet Light Crude Oil (WTI), Heating Oil, Brent Crude Oil, RBOB Gasoline and Natural Gas.

PowerShares DB Oil Fund is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Crude Oil Excess Return (DBLCI-OY CL ER), which is intended to reflect the changes in market value of crude oil. The single Index Commodity consists of Sweet Light Crude Oil (WTI).

PowerShares DB Precious Metals Fund is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Precious Metals Excess Return (DBLCI-OY Precious Metals ER), which is intended to reflect the precious metals sector. The Index Commodities consist of Gold and Silver.

PowerShares DB Gold Fund is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Gold Excess Return (DBLCI-OY GC ER), which is intended to reflect the changes in market value of gold. The single Index Commodity consists of Gold.

PowerShares DB Silver Fund is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Silver Excess Return (DBLCI-OY SI ER), which is intended to reflect the changes in market value of silver. The single Index Commodity consists of Silver.

PowerShares DB Base Metals Fund is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Industrial Metals Excess Return (DBLCI-OY Industrial Metals ER), which is intended to reflect the base metals sector. The Index Commodities consist of Aluminum, Zinc and Copper Grade A.

PowerShares DB Agriculture Fund is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Agriculture Excess Return (DBLCI-OY Agriculture ER), which is intended to reflect the agricultural sector. The Index Commodities consist of Corn, Wheat, Soybeans and Sugar.

If the Managing Owner determines in its commercially reasonable judgment that it has become impracticable or inefficient for any reason for any Master Fund to gain full or partial exposure to any Index Commodity by investing in a specific futures contract that comprises the applicable Index, such Master Fund may invest in a futures contract referencing the particular Index Commodity other than the specific contract that comprises the applicable Index. The Managing Owner does not expect the use of other contracts to affect in any material respect any Master Fund's expenses or result in any material tracking error.

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The Index Sponsor calculates each Index on both an excess return basis and a total return basis. The excess return basis calculation reflects the change in market value over time, whether positive

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or negative, of the applicable underlying commodity futures only. The total return basis calculation reflects the sum of the change in market value over time, whether positive or negative, of the applicable underlying commodity futures plus the return on 3-month U.S. Treasury bills. Each Fund and its corresponding Master Fund seeks to track changes, whether positive or negative, in the level of its corresponding Index over time, plus the excess, if any, of its corresponding Master Fund's interest income from its holdings of United States Treasury and other high credit quality short-term fixed income securities over the expenses of each Fund's and its corresponding Master Fund's expenses.

Each Fund will make distributions at the discretion of the Managing Owner. To the extent that a Master Fund's actual and projected interest income from its holdings of United States Treasury securities and other high credit quality short-term fixed income securities exceeds the actual and projected fees and expenses of such Master Fund and its corresponding Fund, the Managing Owner expects periodically to make distributions of the amount of such excess. The Funds currently do not expect to make distributions with respect to capital gains. Depending on the applicable Fund's performance for the taxable year and your own tax situation for such year, your income tax liability for the taxable year for your allocable share of such Fund's net ordinary income or loss and capital gain or loss may exceed any distributions you receive with respect to such year.

The Master Fund's portfolio also will include United States Treasury securities and other high credit quality short-term fixed income securities for deposit with the Master Fund's Commodity Broker as margin.

### **General**

The Deutsche Bank Liquid Commodity Index Optimum Yield Excess Return or DBLCI-OYER, is intended to reflect the changes in market value, positive or negative, in certain sectors of commodities, or an Index. Each Index is (i) calculated on an excess return, or unfunded basis and (ii) rolled in a manner which is aimed at potentially maximizing the roll benefits in backwardated markets and minimizing the losses from rolling in contangoed markets. Each Index is

comprised of one or more underlying commodities, or Index Commodities. The composition of Index Commodities with respect to each Index varies according to each specific sector that such Index intends to reflect. Each Index Commodity is assigned a weight, or Index Base Weight, which is intended to reflect the proportion of such Index Commodity relative to each Index.

DBLCI-OY CL ER, DBLCI-OY GC ER and DBLCI-OY SI ER are Indexes with a single Index Commodity, or Single Commodity Sector Indexes.

Each Index has been calculated back to a base date, or Base Date. On the Base Date the closing level of each Index, or Closing Level, was 100.

The sponsor of each Index is Deutsche Bank AG London, or Index Sponsor.

Each Index, except each Single Commodity Sector Index, is composed of notional amounts of each of the underlying Index Commodities. Each Single Commodity Sector Index is composed of one underlying Index Commodity. The notional amount of each Index Commodity included in each multi-sector Index is intended to reflect the changes in market value of each such Index Commodity within the specific Index. The Closing Level of each Index is calculated on each business day by the Index Sponsor based on the closing price of the futures contracts for each of the underlying Index Commodities and the notional amounts of such Index Commodities.

Each Index, excluding each Single Commodity Sector Index, is rebalanced annually in November to ensure that each of the Index Commodities is weighted in the same proportion that such Index Commodities were weighted on the Base Date.

The composition of each Index may be adjusted in the event that the Index Sponsor is not able to calculate the closing prices of the Index Commodities.

Each Index includes provisions for the replacement of futures contracts as they approach maturity. This replacement takes place over a period of time in order to lessen the impact on the market for the futures contracts being replaced. With respect

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to each Index Commodity, the Master Fund employs a rule-based approach when it rolls from one futures contract to another. Rather than select a new futures contract based on a predetermined schedule (e.g., monthly), each Index Commodity rolls to the futures contract which generates the best possible implied roll yield. The futures contract with a delivery month within the next thirteen months which generates the best possible implied roll yield will be included in each Index. As a result, each Index Commodity is able to potentially maximize the roll benefits in backwarddated markets and minimize the losses from rolling in contangoed markets.

In general, as a futures contract approaches its expiration date, its price will move towards the spot price in a contangoed market. Assuming the spot price does not change, this would result in the futures contract price decreasing and a negative implied roll yield. The opposite is true in a backwarddated market. Rolling in a contangoed market will tend to cause a drag on an Index Commodity's contribution to the Fund's return while rolling in a backwarddated market will tend to cause a push on an Index Commodity's contribution to the Fund's return.

The futures contract price for each Index Commodity will be the exchange closing price for such Index Commodity on each weekday when banks in New York, New York are open, or Index Business Days. If a weekday is not an Exchange Business Day (as defined in the following sentence) but is an Index Business Day, the exchange closing price from the previous Index Business Day will be used for each Index Commodity. Exchange Business Day means, in respect of an Index Commodity, a day that is a trading day for such Index Commodity on the relevant exchange (unless either an Index disruption event or force majeure event has occurred).

On the first New York business day, or Verification Date, of each month, each Index Commodity futures contract will be tested in order to determine whether to continue including it in the applicable Index. If the Index Commodity futures contract requires delivery of the underlying commodity in the next month, known as the Delivery Month, a new Index Commodity futures contract will be selected for inclusion in such Index. For example, if the first New York business day is May 1, 2007, and the Delivery Month of the Index Commodity

futures contract currently in such Index is June 2007, a new Index Commodity futures contract with a later Delivery Month will be selected.

For each underlying Index Commodity of an Index, the new Index Commodity futures contract selected will be the Index Commodity futures contract with the best possible implied roll yield based on the closing price for each eligible Index Commodity futures contract. Eligible Index Commodity futures contracts are any Index Commodity futures contracts having a Delivery Month (i) no sooner than the month after the Delivery Month of the Index Commodity futures contract currently in such Index, and (ii) no later than the 13<sup>th</sup> month after the Verification Date. For example, if the first New York business day is May 1, 2007 and the Delivery Month of an Index Commodity futures contract currently in an Index is therefore June 2007, the Delivery Month of an eligible new Index Commodity futures contract must be between July 2007 and July 2008. The implied roll yield is then calculated and the futures contract on the Index Commodity with the best possible implied roll yield is then selected. If two futures contracts have the same implied roll yield, the futures contract with the minimum number of months prior to the Delivery Month is selected.

After the futures contract selection, the monthly roll for each Index Commodity subject to a roll in that particular month unwinds the old futures contract and enters a position in the new futures contract. This takes place between the 2<sup>nd</sup> and 6<sup>th</sup> Index Business Day of the month.

On each day during the roll period, new notional holdings are calculated. The calculations for the old Index Commodities that are leaving an Index and the new Index Commodities are then calculated.

On all days that are not monthly index roll days, the notional holdings of each Index Commodity future remains constant.

Each Index is re-weighted on an annual basis on the 6<sup>th</sup> Index Business Day of each November.

The calculation of each Index is expressed as the weighted average return of the Index Commodities.

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DBLCI and Deutsche Bank Liquid Commodity Index are trade marks of the Index Sponsor and are the subject of Community Trade Mark Nos. 3055043 and 3054996. Trade Mark applications in the United States are pending with respect to both the Trust and aspects of each Index. Any use of these marks must be with the consent of or under license from the Index Sponsor. The Fund, Master Fund and the Managing Owner have been licensed to use DBLCI and Deutsche Bank Liquid Commodity Index. The Index Sponsor does not approve, endorse or recommend the Fund, the Master Fund or the Managing Owner.

*There can be no assurance that any Fund or Master Fund will achieve its investment objective or avoid substantial losses. The Master Funds have limited performance history. The value of the Shares of each Fund is expected to fluctuate generally in relation to changes in the value of its corresponding Master Fund Units.*

### **Shares of Each Fund Should Track Closely the Value of its Index**

The Shares of each Fund are intended to provide investment results that generally correspond to changes, positive or negative, in the levels of the Fund's corresponding Index, over time.

The value of the Shares of each Fund is expected to fluctuate in relation to changes in the value of its corresponding Master Fund's portfolio. The market price of the Shares of a Fund may not be identical to the net asset value per Share, but these two valuations are expected to be very close.

Each Master Fund holds a portfolio of long futures contracts on the Index Commodities which comprise its corresponding Index, each of which are traded on various commodity futures markets in the United States and abroad. Each Master Fund also holds cash and United States Treasury securities and other high credit quality short-term fixed income securities for deposit with its Commodity Broker as margin. Each Master Fund's portfolio is traded with a view to tracking the changes in its corresponding Index over time, whether the Index is rising, falling or flat over any particular period. None of the Master Funds is managed by traditional methods, which typically involve effecting changes in the composition of a portfolio on the basis of

judgments relating to economic, financial and market considerations with a view to obtaining positive results under all market conditions.

### **The Managing Owner**

DB Commodity Services LLC, a Delaware limited liability company, serves as Managing Owner of the Trust and each Fund and the Master Trust and each Master Fund. The Managing Owner was formed on May 23, 2005. The Managing Owner is an affiliate of Deutsche Bank AG. The Managing Owner serves as the commodity pool operator and commodity trading advisor of the Trust and each Fund and the Master Trust and each Master Fund. The Managing Owner and its trading principals have limited experience in operating commodity pools and in managing futures trading accounts. The Managing Owner is registered as a commodity pool operator and commodity trading advisor with the Commodity Futures Trading Commission, or the CFTC, and is a member of the National Futures Association, or the NFA. As a registered commodity pool operator and commodity trading advisor, with respect to both the Trust and each Fund and the Master Trust and each Master Fund, the Managing Owner must comply with various regulatory requirements under the Commodity Exchange Act and the rules and regulations of the CFTC and the NFA, including investor protection requirements, antifraud prohibitions, disclosure requirements, and reporting and recordkeeping requirements. The Managing Owner is also subject to periodic inspections and audits by the CFTC and NFA.

The Shares are not deposits or other obligations of the Managing Owner, the Trustee or any of their respective subsidiaries or affiliates or any other bank, are not guaranteed by the Managing Owner, the Trustee or any of their respective 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 of any Fund is speculative and involves a high degree of risk.

The principal office of the Managing Owner is located at 60 Wall Street, New York, New York 10005. The telephone number of the Managing Owner is (212) 250-5883.

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Each Master Fund pays the Managing Owner a Management Fee, monthly in arrears, in an amount equal to either:

0.50% per annum of the daily net asset value of such Master Fund with respect to PowerShares DB Oil Fund, PowerShares DB Gold Fund and PowerShares DB Silver Fund, or

0.75% per annum of the daily net asset value of such Master Fund with respect to PowerShares DB Energy Fund, PowerShares DB Precious Metals Fund, PowerShares DB Base Metals Fund and PowerShares DB Agriculture Fund.

No separate fee is paid by any Fund. The Management Fee is paid in consideration of the Managing Owner's commodity futures trading advisory services.

## **The Commodity Broker**

A variety of executing brokers execute futures transactions on behalf of the Master Funds. Such executing brokers give-up all such transactions to Deutsche Bank Securities Inc., a Delaware corporation, which serves as clearing broker, or Commodity Broker of each of the Master Funds. The Commodity Broker is an affiliate of the Managing Owner. In its capacity as clearing broker, the Commodity Broker executes and clears each Master Fund's futures transactions and performs certain administrative services for each Master Fund. Deutsche Bank Securities Inc. is registered with the CFTC as a futures commission merchant and is a member of the NFA in such capacity.

Each Master Fund pays to the Commodity Broker all brokerage commissions, including applicable exchange fees, NFA fees, give-up fees, pit brokerage fees and other transaction related fees and expenses charged in connection with trading activities for each Master Fund. On average, total charges paid to the Commodity Broker are expected to be less than \$10.00 per round-turn trade, although the Commodity Broker's brokerage commissions and trading fees are determined on a contract-by-contract

basis. The Managing Owner does not expect brokerage commissions and fees to exceed:

0.03% of the net asset value of each Master Fund with respect to PowerShares DB Energy Fund and PowerShares DB Base Metals Fund,

0.04% of the net asset value of each Master Fund with respect to PowerShares DB Oil Fund, PowerShares DB Precious Metals Fund, PowerShares DB Gold Fund and PowerShares DB Silver Fund, and

0.16% of the net asset value of the Master Fund with respect to PowerShares DB Agriculture Fund in any year, although the actual amount of brokerage commissions and fees in any year or any part of any year may be greater.

A round-turn trade is a completed transaction involving both a purchase and a liquidating sale, or a sale followed by a covering purchase.

## **The Administrator**

The Trust and Master Trust, on behalf of each Fund and each Master Fund, respectively, has appointed The Bank of New York as the administrator, or the Administrator, of each Fund and each Master Fund and has entered into an Administration Agreement in connection therewith. The Bank of New York serves as custodian, or Custodian, of each Fund and has entered into a Global Custody Agreement, or Custody Agreement, in connection therewith. The Bank of New York serves as the transfer agent, or Transfer Agent, of each Fund and has entered into a Transfer Agency and Service Agreement in connection therewith.

The Bank of New York, a banking corporation organized under the laws of the State of New York with trust powers, has an office at 2 Hanson Place, 12<sup>th</sup> Floor, Brooklyn, N.Y. 11217. The Bank of New York is subject to supervision by the New York State Banking Department and the Board of Governors of the Federal Reserve System. Information regarding the net asset value of each Fund, creation and





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redemption transaction fees and the names of the parties that have executed a Participant Agreement may be obtained from The Bank of New York by calling the following number: (718) 315-4412. A copy of the Administration Agreement is available for inspection at The Bank of New York's trust office identified above.

Pursuant to the Administration Agreement, the Administrator performs or supervises the performance of services necessary for the operation and administration of each Fund and each Master Fund (other than making investment decisions), including receiving and processing orders from Authorized Participants to create and redeem Baskets, net asset value calculations, accounting and other fund administrative services. The Administrator retains, separately for each Fund and each Master Fund, certain financial books and records, including: Basket creation and redemption books and records, Fund and Master Fund accounting records, ledgers with respect to assets, liabilities, capital, income and expenses, the registrar, transfer journals and related details and trading and related documents received from futures commission merchants, c/o The Bank of New York, 2 Hanson Place, 12<sup>th</sup> Floor, Brooklyn, New York 11217, telephone number (718) 315-4850.

The Administration Agreement will continue in effect from the commencement of trading operations unless terminated on at least 90 days' prior written notice by either party to the other party. Notwithstanding the foregoing, the Administrator may terminate the Administration Agreement upon 30 days' prior written notice if any Fund and/or any Master Fund has materially failed to perform its obligations under the Administration Agreement.

The Administration Agreement provides for the exculpation and indemnification of the Administrator from and against any costs, expenses, damages, liabilities or claims (other than those resulting from the Administrator's own bad faith, negligence or willful misconduct) which may be imposed on, incurred by or asserted against the Administrator in performing its obligations or duties under the Administration Agreement. Key terms of the Administration Agreement are summarized under the heading "Material Contracts."

The Administrator's monthly fees are paid on behalf of each Fund and each Master Fund by the Managing Owner out of the applicable Management Fee.

The Administrator 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 Administrator also receives a transaction processing fee in connection with orders from Authorized Participants to create or redeem Baskets in the amount of \$500 per order. These transaction processing fees are paid indirectly by the Authorized Participants and not by any Fund or any Master Fund.

Each Fund is expected to retain the services of one or more additional service providers to assist with certain tax reporting requirements of each Fund and the Shareholders of each Fund.

**ALPS DISTRIBUTORS, INC.**

The Trust, on behalf of each Fund, has appointed ALPS Distributors, Inc., or ALPS Distributors, to assist the Managing Owner and the Administrator with certain functions and duties relating to distribution and marketing, including reviewing and approving marketing materials. ALPS Distributors retains all marketing materials separately for each Fund and each Master Fund, at c/o ALPS Distributors, Inc., 1625 Broadway, Suite 2200, Denver, Colorado 80202; telephone number (303) 623-2577. Investors may contact ALPS Distributors toll-free in the U.S. at (877) 369-4617. The Managing Owner, on behalf of each Fund, has entered into a Distribution Services Agreement with ALPS Distributors. ALPS Distributors is affiliated with ALPS Mutual Fund Services, Inc., a Denver-based service provider of administration, fund accounting, transfer agency and shareholder services for mutual funds, closed-end funds and exchange-traded funds, with over 100,000 shareholder accounts and approximately \$10 billion in client mutual fund assets under administration. ALPS Distributors provides distribution services and has approximately \$120 billion in client assets under distribution.

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The Managing Owner, out of the relevant Management Fee, pays ALPS Distributors for performing its duties on behalf of each Fund and its corresponding Master Fund and may pay ALPS Distributors additional compensation in consideration of the performance by ALPS Distributors of additional marketing, distribution and ongoing support services to such Fund or its corresponding Master Fund. Such additional services may include, among other services, the development and implementation of a marketing plan and the utilization of ALPS Distributors' resources, which include an extensive broker database and a network of internal and external wholesalers.

ALPS Distributors, Inc. is the distributor of PowerShares DB Energy Fund, PowerShares DB Oil Fund, PowerShares DB Precious Metals Fund, PowerShares DB Gold Fund, PowerShares DB Silver Fund, PowerShares DB Base Metals Fund and PowerShares DB Agriculture Fund. Certain marketing services may be provided for each Fund by AIM Distributors, Inc. or PowerShares Capital Management, LLC. This assistance includes the licensing of the PowerShares® registered service mark to the Managing Owner for use with each Fund. PowerShares® is a registered service mark of PowerShares Capital Management LLC. PowerShares Capital Management LLC is not a sponsor or promoter of any of the Funds and has no responsibility for the performance of any of the Funds or the decisions made or actions taken by the Managing Owner.

### **AIM DISTRIBUTORS, INC.**

Through a marketing agreement between the Managing Owner and AIM Distributors, Inc., or AIM Distributors, an affiliate of PowerShares Capital Management LLC, or PowerShares, the Managing Owner, on behalf of each Fund and each Master Fund, has appointed AIM Distributors as a marketing agent. AIM Distributors assists the Managing Owner and the Administrator with certain functions and duties such as providing various educational and marketing activities regarding each Fund, primarily in the secondary trading market, which activities include, but are not limited to, communicating each Fund's name, characteristics, uses, benefits, and risks, consistent with the prospectus. AIM Distributors will not open or maintain customer

accounts or handle orders for the Funds. Investors may contact AIM Distributors toll-free in the U.S. at (800) 983-0903. AIM Distributors is a subsidiary of AMVESCAP PLC. AMVESCAP is a leading independent global investment manager operating under the AIM, INVESCO, AIM Trimark, Invesco Perpetual and Atlantic Trust brands.

The Managing Owner, out of the relevant Management Fee, pays AIM Distributors for performing its duties on behalf of each Fund and its corresponding Master Fund.

### **Limitation of Liabilities**

Although the Managing Owner has unlimited liability for any obligations of each Fund that exceed that Fund's net assets, your investment in a Fund is part of the assets of that Fund, and it will therefore be subject to the risks of that Fund's trading only. You cannot lose more than your investment in any Fund, and you will not be subject to the losses or liabilities of any Fund in which you have not invested. We have received an opinion of counsel that each Fund is entitled to the benefits of the limitation on inter-series liability provided under the Delaware Statutory Trust Act. Each Share, when purchased in accordance with the Declaration of Trust, shall, except as otherwise provided by law, be fully-paid and non-assessable.

The debts, liabilities, obligations, claims and expenses of a particular Fund will be enforceable against the assets of that Fund only, and not against the assets of the Trust generally or the assets of any other Fund or of any Master Fund, and, unless otherwise provided in the Declaration of Trust, none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the Trust or Master Trust generally or any other series thereof will be enforceable against the assets of such Fund or Master Fund, as the case may be.

### **Creation and Redemption of Shares**

The Funds create and redeem Shares from time-to-time, but only in one or more Baskets. A Basket is a block of 200,000 Shares. Baskets may be created or redeemed only by Authorized Participants. Except when aggregated in Baskets, the Shares are

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not redeemable securities. Authorized Participants pay a transaction fee of \$500 in connection with each order to create or redeem a Basket. Authorized Participants may sell the Shares included in the Baskets they purchase from the Funds to other investors.

The Master Funds create and redeem Master Fund Units from time-to-time, but only in one or more Master Unit Baskets. A Master Unit Basket is a block of 200,000 Master Fund Units. Master Unit Baskets in a particular Master Fund may be created or redeemed only by its corresponding Fund. Each Master Fund is wholly-owned by its corresponding Fund and the Managing Owner. Each Share issued by its corresponding Fund correlates with a Master Fund Unit issued by its corresponding Master Fund and held by such Fund.

See [Creation and Redemption of Shares](#) for more details.

## **The Offering**

Each Fund issues Shares in Baskets to Authorized Participants continuously as of noon, New York time, on the business day immediately following the date on which a valid order to create a Basket is accepted by the Fund, at the net asset value of 200,000 Shares of the Fund as of the closing time of the Amex or the last to close of the exchanges on which the corresponding Master Fund's futures contracts are traded, whichever is later, on the date that a valid order to create a Basket is accepted by the Fund.

Each Master Fund issues Master Fund Units in Master Unit Baskets to its corresponding Fund continuously as of noon, New York time, on the business day immediately following the date on which a valid order to create a Master Unit Basket is accepted by the Master Fund, at the net asset value of 200,000 Master Fund Units as of the closing time of the Amex or the last to close of the exchanges on which the corresponding Master Fund's futures contracts are traded, whichever is later, on the date that a valid order to create a Master Unit Basket is accepted by the Master Fund. Each Master Fund is wholly-owned by its corresponding Fund and the Managing Owner. Each Share issued by a Fund

correlates with a Master Fund Unit issued by its corresponding Master Fund and held by the Fund.

## **Authorized Participants**

Baskets may be created or redeemed only by Authorized Participants. Each Authorized Participant must (1) be a registered broker-dealer or other securities market participant such as a bank or other financial institution which is not required to register as a broker-dealer to engage in securities transactions, (2) be a participant in DTC, and (3) have entered into an agreement with each Fund and the Managing Owner (a Participant Agreement). The Participant Agreement sets forth the procedures for the creation and redemption of Baskets of Shares and for the delivery of cash required for such creations or redemptions. A list of the current Authorized Participants can be obtained from the Administrator. A similar agreement between each Fund and its corresponding Master Fund sets forth the procedures for the creation and redemption of Master Unit Baskets by the Funds. See [Creation and Redemption of Shares](#) for more details.

## **Net Asset Value**

Net asset value, in respect of any Master Fund, means the total assets of the Master Fund including, but not limited to, all cash and cash equivalents or other debt securities less total liabilities of such Master Fund, each determined on the basis of generally accepted accounting principles in the United States, consistently applied under the accrual method of accounting.

Net asset value per Master Fund Unit, in respect of any Master Fund, is the net asset value of the Master Fund divided by the number of its outstanding Master Fund Units. Because there is a one-to-one correlation between Shares of a Fund and Master Fund Units of its corresponding Master Fund and each Master Fund has assumed all liabilities of its corresponding Fund, the net asset value per Share of any Fund and the net asset value per Master Fund Unit of its corresponding Master Fund is equal.

See [Description of the Shares and the Master Fund Units; The Funds; Certain Material Terms of the Trust Declarations](#) [Net Asset Value](#) for more details.

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**Clearance and Settlement**

The Shares of each Fund are evidenced by global certificates that the Fund issues to DTC. The Shares of each Fund are available only in book-entry form. Shareholders may hold Shares of any Fund through DTC, if they are participants in DTC, or indirectly through entities that are participants in DTC. The Master Fund Units of each Master Fund are uncertificated and held by its corresponding Fund in book-entry form.

**Segregated Accounts/Interest Income**

The proceeds of the offering of each Fund are deposited in cash in a segregated account in the name of its corresponding Master Fund at the Commodity Broker (or another eligible financial institution, as applicable) in accordance with CFTC investor protection and segregation requirements. Each Master Fund is credited with 100% of the interest earned on its average net assets on deposit with the Commodity Broker or such other financial institution each week. In an attempt to increase interest income earned, the Managing Owner expects to invest non-margin assets of each Master Fund in United States government securities (which include any security issued or guaranteed as to principal or interest by the United States), or any certificate of deposit for any of the foregoing, including United States Treasury bonds, United States Treasury bills and issues of agencies of the United States government, and certain cash items such as money market funds, certificates of deposit (under nine months) and time deposits or other instruments permitted by applicable rules and regulations. Currently, the rate of interest expected to be earned by each Master Fund is estimated to be 4.86% per annum, based upon the current yield on 3-month U.S. Treasury bills as of May 7, 2007. This interest income is used by each Master Fund to pay its own expenses and the expenses of its corresponding Fund. See Fees and Expenses for more details.

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**Fees and Expenses**

Management Fee	Each Master Fund with respect to PowerShares DB Oil Fund, PowerShares DB Gold Fund and PowerShares DB Silver Fund pays the Managing Owner a Management Fee, monthly in arrears, in an amount equal to 0.50% per annum of the daily net asset value of such Master Fund. Each Master Fund with respect to PowerShares DB Energy Fund, PowerShares DB Precious Metals Fund, PowerShares DB Base Metals Fund and PowerShares DB Agriculture Fund pays the Managing Owner a Management Fee, monthly in arrears, in an amount equal to 0.75% per annum of the daily net asset value of such Master Fund. No separate management fee is paid by any corresponding Fund. The Management Fee is paid in consideration of the Managing Owner's commodity futures trading advisory services.
Organization and Offering Expenses	Expenses incurred in connection with organizing each Fund and its corresponding Master Fund and the initial offering of its Shares are paid by the Managing Owner. Expenses incurred in connection with the continuous offering of Shares of each Fund after the commencement of its corresponding Master Fund's trading operations also will be paid by the Managing Owner.
Brokerage Commissions and Fees	Each Master Fund pays to the Commodity Broker all brokerage commissions, including applicable exchange fees, NFA fees, give-up fees, pit brokerage fees and other transaction related fees and expenses charged in connection with its trading activities. On average, total charges paid to the Commodity Broker are expected to be less than \$10.00 per round-turn trade, although the Commodity Broker's brokerage commissions and trading fees are determined on a contract-by-contract basis. The Managing Owner does not expect brokerage commissions and fees to exceed (i) 0.03% of the net asset value of each Master Fund with respect to PowerShares DB Energy Fund and PowerShares DB Base Metals Fund, (ii) 0.04% of the net asset value of each Master Fund with respect to PowerShares DB Oil Fund, PowerShares DB Precious Metals Fund, PowerShares DB Gold Fund and PowerShares DB Silver Fund, or (iii) 0.16% of the net asset value of the Master Fund with respect to PowerShares DB Agriculture Fund in any year, although the actual amount of brokerage commissions and fees in any year or any part of any year may be greater.
Routine Operational, Administrative and Other Ordinary Expenses	The Managing Owner pays all of the routine operational, administrative and other ordinary expenses of each Fund and its corresponding Master Fund, including, but not limited to, computer services, the fees and expenses of the Trustee, legal and accounting fees and expenses, tax preparation expenses, filing fees, and printing, mailing and duplication costs.

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Extraordinary Fees and Expenses	Each Master Fund pays all the extraordinary fees and expenses, if any, of itself and its corresponding Fund. Extraordinary fees and expenses are fees and expenses which are non-recurring and unusual in nature, such as legal claims and liabilities, litigation costs or indemnification or other unanticipated expenses. Such extraordinary fees and expenses, by their nature, are unpredictable in terms of timing and amount.
Management Fee and Expenses to be Paid First out of Interest Income	The Management Fee and the brokerage commissions and fees of each Master Fund and its corresponding Fund are paid first out of interest income from such Master Fund's holdings of U.S. Treasury bills and other high credit quality short-term fixed income securities on deposit with the Commodity Broker as margin or otherwise. Such interest income has been sufficient to cover the fees and expenses of each Master Fund and its corresponding Fund and is expected to continue to do so. To the extent interest income is not sufficient to cover the fees and expenses of a Master Fund and its corresponding Fund during any period, the excess of such fees and expenses over such interest income will be paid out of income from futures trading, if any, or from sales of the Master Fund's fixed income securities.
Selling Commission	Retail investors may purchase and sell Shares through traditional brokerage accounts. Investors are expected to be charged a customary commission by their brokers in connection with purchases of Shares that will vary from investor to investor. Investors are encouraged to review the terms of their brokerage accounts for applicable charges.

**Table of Contents****Breakeven Amounts**

The following table estimates the amount of (i) all fees and expenses which are anticipated to be incurred by a new investor in Shares of each Fund during the first twelve months of investment is the following percentage per annum of the net asset value of each Fund, (ii) the current yield earned by each Master Fund on the 3-month U.S. Treasury bills and (iii) the expected annual net income, plus the amount of any commissions charged by the investor's broker in connection with an investor's purchase of Shares:

<b>Fund</b>	<b>Fees and Expenses</b>	<b>Yield on 3-month U.S. Treasury bills</b>	<b>Expected Annual Net Income</b>
DBE	(0.78)%	4.86%	4.08%
DBO	(0.54)%	4.86%	4.32%
DBP	(0.79)%	4.86%	4.07%
DGL	(0.54)%	4.86%	4.32%
DBS	(0.54)%	4.86%	4.32%
DBB	(0.78)%	4.86%	4.08%
DBA	(0.91)%	4.86%	3.95%

Each Fund and its corresponding Master Fund is subject to the approximate fees and expenses in the aggregate amounts per annum set forth in the above table and elsewhere in this Prospectus. Each Fund and its corresponding Master Fund will be successful only if their annual returns from futures trading, plus their annual interest income from their holdings of United States Treasury securities and other high credit quality short-term fixed income securities, exceed these fees and expenses per annum. Because it is expected that interest income will exceed the fees and costs incurred by each Fund and Master Fund at the end of the first twelve months of an investment, the percentage of profit required for each Fund to breakeven at the end of the first twelve months of an investment, by definition, is expected to be 0.00%. Each Master Fund (and, in turn, each Fund) is expected to earn interest income equal to 4.86% per annum, based upon the current yield of 3-month U.S. Treasury bills as of May 7, 2007. Therefore, based upon the difference between the current yield of 3-month U.S. Treasury bills and the annual fees and expenses, each Fund is expected to have net income equal to or greater than the approximate amount per annum set forth in the above table, assuming that each Fund does not experience gains or losses from its futures trading.

**Distributions**

Each Fund will make distributions at the discretion of the Managing Owner. To the extent that a Master Fund's actual and projected interest income from its holdings of United States Treasury securities and other high credit quality short-term fixed income securities exceeds the actual and projected fees and expenses of such Master Fund and its corresponding Fund, the Managing Owner expects periodically to make distributions of the amount of such excess. The Funds currently do not expect to make distributions with respect to capital gains. Depending on the applicable Fund's performance for the taxable year and your own tax situation for such year, your income tax liability for the taxable year for your allocable share of such Fund's net ordinary income or loss and capital gain or loss may exceed any distributions you receive with respect to such year.

**Fiscal Year**

The fiscal year of each Fund and each Master Fund ends on December 31 of each year.

**Financial Information**

The Funds and the Master Funds have only recently been organized and have limited financial history.

**U.S. Federal Income Tax Considerations**

Subject to the discussion below in Material U.S. Federal Income Tax Considerations, no Fund will be classified as an association taxable as a corporation. Instead, each Fund expects that it will be classified as a grantor trust for United States federal income tax purposes. As a result, for United States federal income tax purposes, you generally will be treated as the beneficial owner of a *pro rata* portion of the interests in the particular Master Fund held by the applicable Fund. Subject to the discussion below in Material U.S. Federal Income Tax Considerations, each

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Master Fund will be classified as a partnership for United States federal income tax purposes. Accordingly, neither the Master Fund nor its corresponding Fund will incur United States federal income tax liability; rather, each beneficial owner of a Fund's Shares will be required to take into account its allocable share of its corresponding



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Master Fund's income, gain, loss, deductions and other items for its corresponding Master Fund's taxable year ending with or within the owner's taxable year.

Regulated investment companies ( RICs ) that invest in Shares will be treated as owning a proportionate share of the applicable Master Fund's assets and will take into account their allocable share of such Master Fund's income, gain and loss when testing compliance with the asset, income and other statutory requirements specifically applicable to them. A Master Fund would be treated as a qualified publicly traded partnership ( qualified PTP ) within the meaning of the Internal Revenue Code of 1986, as amended, or the Code, for purposes of satisfying the qualification requirements specifically applicable to RICs for any taxable year in which such Master Fund realizes sufficient gross income from its commodity futures transactions. Prospective RIC investors should consult a tax adviser regarding the treatment of an investment in a Master Fund to them under current tax rules. See Material U.S. Federal Income Tax Considerations Regulated Investment Companies below.

Additionally, please refer to the Material U.S. Federal Income Tax Considerations section below for information on the potential United States federal income tax consequences of the purchase, ownership and disposition of Shares.

**Breakeven Table**

The Breakeven Table on the following page indicates the approximate percentage and dollar returns required for the value of an initial \$25.00 investment in a Share of each Fund to equal the amount originally invested twelve months after issuance.

*The Breakeven Table, as presented, is an approximation only. The capitalization of each Fund does not directly affect the level of its charges as a percentage of its net asset value, other than brokerage commissions.*

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**Table of Contents****Breakeven Table**

Expense <sup>1</sup>	Dollar Amount and Percentage of Expenses Per Fund													
	DBE <sup>10</sup>		DBO <sup>11</sup>		DBP <sup>12</sup>		DGL <sup>11</sup>		DBS <sup>11</sup>		DBB <sup>10</sup>		DBA <sup>13</sup>	
	\$	%	\$	%	\$	%	\$	%	\$	%	\$	%	\$	%
Management Fee <sup>2</sup>	\$ 0.19	0.75%	\$ 0.13	0.50%	\$ 0.19	0.75%	\$ 0.13	0.50%	\$ 0.13	0.50%	\$ 0.19	0.75%	\$ 0.19	0.75%
Organization and Offering Expense														
Reimbursement <sup>3</sup>	\$ 0.00	0.00%	\$ 0.00	0.00%	\$ 0.00	0.00%	\$ 0.00	0.00%	\$ 0.00	0.00%	\$ 0.00	0.00%	\$ 0.00	0.00%
Brokerage Commissions and Fees <sup>4</sup>	\$ 0.01	0.03%	\$ 0.01	0.04%	\$ 0.01	0.04%	\$ 0.01	0.04%	\$ 0.01	0.04%	\$ 0.01	0.03%	\$ 0.04	0.16%
Routine Operational, Administrative and Other Ordinary Expenses <sup>5,6</sup>	\$ 0.00	0.00%	\$ 0.00	0.00%	\$ 0.00	0.00%	\$ 0.00	0.00%	\$ 0.00	0.00%	\$ 0.00	0.00%	\$ 0.00	0.00%
Interest Income <sup>7</sup>	\$ (1.22)	(4.86)%	\$ (1.22)	(4.86)%	\$ (1.22)	(4.86)%	\$ (1.22)	(4.86)%	\$ (1.22)	(4.86)%	\$ (1.22)	(4.86)%	\$ (1.22)	(4.86)%
12-Month Breakeven <sup>8,9</sup>	\$ (1.02)	0.00%	\$ (1.08)	0.00%	\$ (1.02)	0.00%	\$ (1.08)	0.00%	\$ (1.08)	0.00%	\$ (1.02)	0.00%	\$ (0.99)	0.00%

- The breakeven analysis assumes that the Shares have a constant month-end Fund net asset value and is based on \$25.00 as the net asset value per Share. See Charges on page 110 for an explanation of the expenses included in the Breakeven Table.
- From the Management Fee, the Managing Owner will be responsible for paying the fees and expenses of the Administrator, ALPS Distributors and AIM Distributors.
- The Managing Owner is responsible for paying the organization and offering expenses of each Fund and each Master Fund.
- The actual amount of brokerage commissions and trading fees to be incurred will vary based upon the trading frequency of each Master Fund and the specific futures contracts traded.
- The Managing Owner is responsible for paying all routine operational, administrative and other ordinary expenses of each Fund and each Master Fund.
- In connection with orders to create and redeem Baskets, Authorized Participants will pay a transaction fee in the amount of \$500 per order. Because these transaction fees are *de minimis* in amount, are charged on a transaction-by-transaction basis (and not on a Basket-by-Basket basis), and are borne by the Authorized Participants, they have not been included in the Breakeven Table.
- Interest income currently is estimated to be earned at a rate of 4.86%, based upon the current yield on 3-month U.S. Treasury bills as of May 7, 2007.
- Because it is expected that interest income will exceed the fees and costs incurred by each Fund and Master Fund at the end of the first twelve months of an investment, the percentage of profit required for each Fund to breakeven at the end of the first twelve months of an investment, by definition, is expected to be 0.00%.
- You may pay customary brokerage commissions in connection with purchases of the 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 applicable charges.
- Each of DBE and DBB are subject to (i) a Management Fee of 0.75% per annum and (ii) estimated brokerage commissions and fees of 0.03% per annum. DBE and DBB are each subject to fees and expenses in the aggregate amount of approximately 0.78% per annum. DBE and DBB will be successful only if each of their annual returns from the underlying futures contracts, including annual income from 3-month U.S. Treasury bills, exceeds approximately 0.78% per annum. The Master Funds of DBE and DBB (and, in turn, DBE and DBB) are expected to earn 4.86% per annum, based upon the current yield of 3-month U.S. Treasury bills as of May 7, 2007. Therefore, based upon the difference between the current yield of 3-month U.S. Treasury bills and the annual fees and expenses, each of DBE and DBB would be expected to earn approximately 4.08% per annum, assuming that both DBE and DBB have not experienced either gains or losses resulting from investing in the underlying futures contracts.
- Each of DBO, DGL and DBS are subject to (i) a Management Fee of 0.50% per annum and (ii) estimated brokerage commissions and fees of 0.04% per annum. DBO, DGL and DBS are each subject to fees and expenses in the aggregate amount of approximately 0.54% per annum. DBO, DGL and DBS will be successful only if each of their annual returns from the underlying futures contracts, including annual income from 3-month U.S. Treasury bills, exceeds approximately 0.54% per annum. The Master Funds of DBO, DGL and DBS (and, in turn, DBO, DGL and DBS) are expected to earn 4.86% per annum, based upon the current yield of 3-month U.S. Treasury bills as of May 7, 2007. Therefore, based upon the difference between the current yield of 3-month U.S. Treasury bills and the annual fees and expenses, each of DBO, DGL and DBS would be expected to earn approximately 4.32% per annum, assuming that each of DBO, DGL and DBS has not experienced either gains or losses resulting from investing in the underlying futures contracts.
- DBP is subject to (i) a Management Fee of 0.75% per annum and (ii) estimated brokerage commissions and fees of 0.04% per annum. DBP is subject to fees and expenses in the aggregate amount of approximately 0.79% per annum. DBP will be successful only if its annual returns from the underlying futures contracts, including annual income from 3-month U.S. Treasury bills, exceeds approximately 0.79% per annum. The Master Fund of DBP (and, in turn, DBP) is expected to earn 4.86% per annum, based upon the current yield of 3-month U.S. Treasury bills as of May 7, 2007. Therefore, based upon the difference between the current yield of 3-month U.S. Treasury bills and the annual fees and expenses, DBP would be expected to earn approximately 4.07% per annum, assuming that DBP has not experienced either gains or losses resulting from investing in the underlying futures contracts.
- DBA is subject to (i) a Management Fee of 0.75% per annum and (ii) estimated brokerage commissions and fees of 0.16% per annum. DBA is subject to fees and expenses in the aggregate amount of approximately 0.91% per annum. DBA will be successful only if its annual returns from the underlying futures contracts, including annual income from 3-month U.S. Treasury bills, exceeds approximately 0.91% per annum. The Master Fund of DBA (and, in turn, DBA) is expected to earn 4.86% per annum, based upon the current yield of 3-month U.S. Treasury bills as of May 7, 2007. Therefore, based upon the difference between the current yield of 3-month U.S. Treasury bills and the annual fees and expenses, DBA would be expected to earn approximately

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3.95% per annum, assuming that DBA has not experienced either gains or losses resulting from investing in the underlying futures contracts.

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### **Reports to Shareholders**

The Managing Owner will furnish you with an annual report of each Fund in which you are invested within 90 calendar days after the end of such Fund's fiscal year 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 registered public accountants and any other reports required by any other governmental authority that has jurisdiction over the activities of the Funds and the Master Funds. You also will be provided with appropriate information to permit you to file your United States federal and state income tax returns (on a timely basis) with respect to your Shares. Monthly account statements conforming to CFTC and NFA requirements are posted on the Managing Owner's website at [www.dbfunds.db.com](http://www.dbfunds.db.com). Additional reports may be posted on the Fund's website in the discretion of the Managing Owner or as required by regulatory authorities.

### **Cautionary Note Regarding**

### **Forward-Looking Statements**

This Prospectus includes forward-looking statements that reflect the Managing Owner's current expectations about the future results, performance, prospects and opportunities of the Funds and the Master Funds. The Managing Owner has tried to identify these forward-looking statements by using words such as may, will, expect, anticipate, believe, intend, should, estimate or the negative of those terms or similar expressions. These forward-looking statements are based on information currently available to the Managing Owner and are subject to a number of risks, uncertainties and other factors, both known, such as those described in Risk Factors in this Summary, in The Risks You Face and elsewhere in this Prospectus, and unknown, that could cause the actual results, performance, prospects or opportunities of the Funds and the Master Funds to differ materially from those expressed in, or implied by, these forward-looking statements.

You should not place undue reliance on any forward-looking statements. Except as expressly required by the federal securities laws, the Managing Owner undertakes no obligation to publicly update or

revise any forward-looking statements or the risks, uncertainties or other factors described in this Prospectus, as a result of new information, future events or changed circumstances or for any other reason after the date of this Prospectus.

**THE SHARES ARE SPECULATIVE AND INVOLVE A HIGH DEGREE OF RISK.**

### **Patent Applications Pending**

Patent applications directed to the creation and operation of the Trust and aspects of each Index are pending at the United States Patent and Trademark Office.

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**THE RISKS YOU FACE**

*You could lose money investing in Shares of any Fund. You should consider carefully the risks described below before making an investment decision. You should also refer to the other information included in this Prospectus.*

**(1) *The Value of the Shares of each Fund Relates Directly to the Value of the Futures Contracts and Other Assets Held by its Corresponding Master Fund and Fluctuations in the Price of These Assets Could Materially Adversely Affect an Investment in the Funds Shares.***

The Shares of each Fund are designed to reflect as closely as possible the changes, positive or negative, in the level of its corresponding Index, over time, through its corresponding Master Fund's portfolio of exchange traded futures contracts on its Index Commodities. The value of the Shares of each Fund relates directly to the value of the portfolio of its corresponding Master Fund, less the liabilities (including estimated accrued but unpaid expenses) of the Fund and its corresponding Master Fund. The price of the various Index Commodities may fluctuate widely. Several factors may affect the prices of the Index Commodities, including, but not limited to:

Global supply and demand of the Index Commodities which may be influenced by such factors as forward selling by the various commodities producers, purchases made by the commodities producers to unwind their hedge positions and production and cost levels in the major markets of the Index Commodities;

Domestic and foreign interest rates and investors' expectations concerning interest rates;

Domestic and foreign inflation rates and investors' expectations concerning inflation rates;

Investment and trading activities of mutual funds, hedge funds and commodity funds; and

Global or regional political, economic or financial events and situations.

**(2) *Net Asset Value May Not Always Correspond to Market Price and, as a Result, Baskets may be Created or Redeemed at a Value that Differs from the Market Price of the Shares.***

The net asset value per share of the Shares of a Fund will change as fluctuations occur in the market value of the portfolio of its corresponding Master Fund. Investors should be aware that the public trading price of a Basket of Shares of a Fund may be different from the net asset value of a Basket of Shares of the Fund (*i.e.*, 200,000 Shares may trade at a premium over, or a discount to, net asset value of a Basket of Shares) and similarly the public trading price per Share of a Fund may be different from the net asset value per Share of the Fund. Consequently, an Authorized Participant may be able to create or redeem a Basket of Shares of a Fund at a discount or a premium to the public trading price per Share of the Fund. This price difference may be due, in large part, to the fact that supply and demand forces at work in the secondary trading market for Shares of a Fund is closely related, but not identical to the same forces influencing the prices of the Index Commodities comprising the Fund's corresponding Index, trading individually or in the aggregate at any point in time. Investors also should note that the size of each Fund in terms of total assets held may change substantially over time and from time-to-time as Baskets are created and redeemed.

Authorized Participants or their clients or customers may have an opportunity to realize a riskless profit if they can purchase a Creation Basket at a discount to the public trading price of the Shares of a Fund or can redeem a Redemption Basket at a premium over the public trading price of the Shares of the Fund. The Managing Owner expects that the exploitation of such arbitrage opportunities by Authorized Participants and their clients and customers will tend to cause the public trading price to track net asset value per Share of the Funds closely over time.

The value of a Share of a Fund may be influenced by non-concurrent trading hours between the Amex and the various futures exchanges on which the Index Commodities corresponding to such Fund are traded. As a result, during periods when the Amex is open and the futures exchanges on which the Index Commodities are traded is closed, trading spreads and the resulting premium or discount on the Shares may widen

and, therefore, increase the

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difference between the price of the Shares and the net asset value of the Shares.

**(3) *Regulatory and Exchange Position Limits and Other Rules May Restrict the Creation of Baskets of One or More of the Funds and the Operation of its Corresponding Master Fund.***

CFTC and commodity exchange rules impose speculative position limits on market participants, including certain of the Master Funds, trading in certain agricultural commodities. These position limits prohibit any person from holding a position of more than a specific number of such futures contracts.

The PowerShares DB Agriculture Fund's Index includes two commodities, corn and wheat, that are subject to speculative position limits imposed by the CFTC and the rules of the Chicago Board of Trade (CBOT) on which the corn and wheat futures contracts trade. The CBOT limits are currently for corn futures: 22,000 contracts net all months combined, 13,500 contracts net a single month (other than the spot month), and 600 contracts for a spot month; and for wheat futures: 6,500 contracts net all months combined, 5,000 contracts net a single month (other than a spot month), and 220 to 600 contracts for a spot month based on the month and certified stocks.

It is possible that in the future, the CFTC may propose new rules with respect to position limits in agricultural commodities for traders engaged in trading that is neither for speculative or *bona fide* hedging purposes in accordance with existing CFTC requirements. Depending on the outcome of any future CFTC rulemaking, the rules concerning position limits may be amended in a manner that is either detrimental or favorable to the Funds. For example, if the amended rules are detrimental to the DB Agriculture Master Fund, the PowerShares DB Agriculture Fund's ability to issue new Baskets, or the DB Agriculture Master Fund's ability to reinvest income in additional corn and wheat futures contracts, may be limited to the extent these activities would cause the Master Fund to exceed the applicable position limits. Limiting the size of the PowerShares DB Agriculture Fund may affect the correlation between the price of the Shares of the PowerShares DB Agriculture Fund, as traded on the Amex, and the net asset value of the PowerShares DB Agriculture Fund. That is, the inability to create

additional Baskets could result in Shares in the PowerShares DB Agriculture Fund trading at a premium or discount to net asset value of the PowerShares DB Agriculture Fund.

**(4) *A Fund's Performance May Not Always Replicate Exactly the Changes in the Level of its Corresponding Index.***

It is possible that a Fund's performance may not fully replicate the changes in the level of the Index to which it corresponds due to disruptions in the markets for the relevant Index Commodities or due to other extraordinary circumstances. In addition, the Funds are not able to replicate exactly the changes in the level of their respective Indexes because the total return generated by their corresponding Master Funds is reduced by expenses and transaction costs, including those incurred in connection with the Master Funds' trading activities, and increased by interest income from the Master Funds' holdings of short-term high credit quality fixed income securities. Tracking the applicable Index requires trading of the relevant Master Fund's portfolio with a view to tracking the Index over time and is dependent upon the skills of the Managing Owner and its trading principals, among other factors.

**(5) *None of the Master Funds Is Actively Managed and each Tracks its Index During Periods in which the Index Is Flat or Declining as well as when the Index Is Rising.***

None of the Master Funds is actively managed by traditional methods. Therefore, if positions in any one or more of its Index Commodities are declining in value, a Master Fund will not close out such positions, except in connection with a change in the composition or weighting of the Index. The Managing Owner will seek to cause the net asset value of each Master Fund to track its Index during periods in which the Index is flat or declining as well as when the Index is rising.

**(6) *Amex May Halt Trading in the Shares of a Fund Which Would Adversely Impact Your Ability to Sell Shares.***

Trading in Shares of a Fund may be halted due to market conditions or, in light of Amex rules and procedures, for reasons that, in the view of the Amex, make trading in Shares of a Fund inadvisable. In addition, trading is subject to trading halts caused by





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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 of a Fund will continue to be met or will remain unchanged. Any Fund and its corresponding Master Fund will be terminated if its Shares are delisted.

**(7) *The Lack of Active Trading Markets for the Shares of a Fund May Result in Losses on Your Investment in such Fund at the Time of Disposition of Your Shares.***

Although the Shares of each Fund are listed and traded on the Amex, there can be no guarantee that an active trading market for the Shares of a Fund 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, likely will be lower than that you would receive if an active market did exist.

**(8) *The Shares of each Fund Are New Securities Products and Their Value Could Decrease if Unanticipated Operational or Trading Problems Arise.***

The mechanisms and procedures governing the creation, redemption and offering of the Shares have been developed specifically for these securities products. Consequently, there may be unanticipated problems or issues with respect to the mechanics of the operations of the Funds and the Master Funds and the trading of the Shares that could have a material adverse effect on an investment in the Shares. In addition, although the Master Funds are not actively managed by traditional methods, to the extent that unanticipated operational or trading problems or issues arise, the Managing Owner's past experience and qualifications may not be suitable for solving these problems or issues.

**(9) *As the Managing Owner and its Principals have Only a Limited History of Operating Investment Vehicles like the Funds or the Master Funds, their Experience may be Inadequate or Unsuitable to Manage the Funds or the Master Funds.***

The Managing Owner was formed to be the managing owner of investment vehicles such as the

Funds and the Master Funds and has only a limited history of past performance. The past performances of the Managing Owner's management in other positions are no indication of its or their ability to manage investment vehicles such as the Funds or the Master Funds. If the experience of the Managing Owner and its principals is not adequate or suitable to manage investment vehicles such as the Funds and the Master Funds, the operations of the Funds and the Master Funds may be adversely affected.

**(10) *You May Not Rely on Past Performance or Index Results in Deciding Whether to Buy Shares.***

Each Fund and its corresponding Master Fund has a limited performance history upon which to evaluate your investment in each Fund and its corresponding Master Fund. Although past performance is not necessarily indicative of future results, if each Fund and its corresponding Master Fund had a longer performance history, such performance history might (or might not) provide you with more information on which to evaluate an investment in each Fund and its corresponding Master Fund. Likewise, each Index has a limited history which might be indicative of the future Index results, or of the future performance of each applicable Fund or its corresponding Master Fund. Therefore, you will have to make your decision to invest in each Fund on the basis of limited information.

**(11) *Fewer Representative Commodities May Result In Greater Index Volatility.***

Each of the Indexes is concentrated in terms of the number of commodities represented, and some are highly concentrated in a single commodity. Each of PowerShares DB Energy Fund, PowerShares DB Precious Metals Fund, PowerShares DB Base Metals Fund and PowerShares DB Agriculture Fund are concentrated in 5 or fewer commodities and each of PowerShares DB Oil Fund, PowerShares DB Gold Fund and PowerShares DB Silver Fund is concentrated in a single commodity. You should be aware that other commodities indexes are more diversified in terms of both the number and variety of commodities included. Concentration in fewer commodities may result in a greater degree of volatility in an Index and the net asset value of the Fund and Master Fund which track the Index under specific market conditions and over time.



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### ***(12) Price Volatility May Possibly Cause the Total Loss of Your Investment.***

Futures contracts have a high degree of price variability and are subject to occasional rapid and substantial changes. Consequently, you could lose all or substantially all of your investment in any Fund.

### ***(13) Unusually Long Peak-to-Valley Drawdown Periods With Respect To the Index of Each Fund May Be Reflected in Equally Long Peak-to-Valley Drawdown Periods with Respect to the Performance of the Shares of Each Fund.***

Although past Index levels are not necessarily indicative of future Index levels, the peak-to-valley drawdown periods that each Index has experienced has been unusually long and has lasted for multi-year drawdown periods. Please see the chart on page 45 for information regarding worst peak-to-valley drawdown periods with respect to each Index.

Because it is expected that each Fund's performance will track the performance of its underlying Index, a Fund would suffer a continuous drawdown during the period that an Index suffers such a drawdown period, and in turn, the value of your Shares will also suffer.

### ***(14) Fees and Commissions are Charged Regardless of Profitability and May Result in Depletion of Assets.***

Each Fund indirectly is subject to the fees and expenses described herein which are payable irrespective of profitability. See Breakeven Table on page 19. Consequently, depending upon the performance of each Fund and the interest rate environment, the expenses of the Master Fund corresponding to a Fund could, over time, result in losses to your investment in the Fund. You may never achieve profits, significant or otherwise by investing in a Fund.

### ***(15) You Cannot Be Assured of the Managing Owner's Continued Services, Which Discontinuance May Be Detrimental to the Funds.***

You cannot be assured that the Managing Owner will be willing or able to continue to service the

Funds and the Master Funds for any length of time. If the Managing Owner discontinues its activities on behalf of the Funds and the Master Funds, the Funds and the Master Funds may be adversely affected.

### ***(16) Possible Illiquid Markets May Exacerbate Losses.***

Futures positions cannot always be liquidated at the desired price. It is difficult to execute a trade at a specific price when there is a relatively small volume of buy and sell orders in a market. A market disruption, such as when foreign governments may take or be subject to political actions which disrupt the markets in their currency or major exports, can also make it difficult to liquidate a position.

There can be no assurance that market illiquidity will not cause losses for the Funds. The large size of the positions which the Master Funds may acquire on behalf of the Funds increases the risk of illiquidity by both making its positions more difficult to liquidate and increasing the losses incurred while trying to do so.

### ***(17) You May Be Adversely Affected by Redemption Orders that Are Subject To Postponement, Suspension or Rejection Under Certain Circumstances.***

The Funds may, in their discretion, suspend the right of redemption or postpone the redemption settlement date, (1) for any period during which an emergency exists as a result of which the redemption distribution is not reasonably practicable, or (2) for such other period as the Managing Owner determines to be necessary for the protection of the Shareholders of a Fund. In addition, the Funds will reject a redemption order if the order is not in proper form as described in the Participant Agreement or if the fulfillment of the order, in the opinion of its counsel, might be unlawful. 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 Authorized Participant's redemption proceeds if the net asset value of the applicable Fund declines during the period of delay. The Funds disclaim any liability for any loss or damage that may result from any such suspension or postponement.



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***(18) Because the Futures Contracts Have No Intrinsic Value, the Positive Performance of Your Investment Is Wholly Dependent Upon an Equal and Offsetting Loss.***

Futures trading is a risk transfer economic activity. For every gain there is an equal and offsetting loss rather than an opportunity to participate over time in general economic growth. Unlike most alternative investments, an investment in Shares of a Fund does not involve acquiring any asset with intrinsic value. Overall stock and bond prices could rise significantly and the economy as a whole prosper while Shares of a Fund trade unprofitably.

***(19) Failure of Commodity Futures Markets to Exhibit Low to Negative Correlation to General Financial Markets Will Reduce Benefits of Diversification and May Exacerbate Losses to Your Portfolio.***

Historically, commodity futures returns have tended to exhibit low to negative correlation with the returns of other assets such as stocks and bonds. Although commodity futures trading can provide a diversification benefit to investor portfolios because of its low to negative correlation with other financial assets, the fact that the Index is not 100% negatively correlated with financial assets such as stocks and bonds means that each respective Fund cannot be expected to be automatically profitable during unfavorable periods for the stock or bond market, or vice-versa. If the Shares perform in a manner that correlates with the general financial markets or do not perform successfully, you will obtain no diversification benefits by investing in the Shares and the Shares may produce no gains to offset your losses from other investments.

***(20) Shareholders Will Not Have the Protections Associated With Ownership of Shares in an Investment Company Registered Under the Investment Company Act of 1940.***

None of the Funds or the Master Funds is registered as an investment company under the Investment Company Act of 1940, and none of them is required to register under such act. Consequently, Shareholders will not have the regulatory protections provided to investors in registered and regulated investment companies.

***(21) Various Actual and Potential Conflicts of Interest May Be Detrimental to Shareholders.***

The Funds and the Master Funds are subject to actual and potential conflicts of interest involving the Managing Owner, various commodity futures brokers and Authorized Participants. The Managing Owner and its principals, all of whom are engaged in other investment activities, are not required to devote substantially all of their time to the business of the Funds and the Master Funds, which also presents the potential for numerous conflicts of interest with the Funds and the Master Funds. As a result of these and other relationships, parties involved with the Funds and the Master Funds have a financial incentive to act in a manner other than in the best interests of the Funds, the Master Funds and the Shareholders. The Managing Owner has not established any formal procedure to resolve conflicts of interest. Consequently, investors are dependent on the good faith of the respective parties subject to such conflicts to resolve them equitably. Although the Managing Owner attempts to monitor these conflicts, it is extremely difficult, if not impossible, for the Managing Owner to ensure that these conflicts do not, in fact, result in adverse consequences to the Shareholders.

The Funds and the Master Funds may be subject to certain conflicts with respect to the Commodity Broker, including, but not limited to, conflicts that result from receiving greater amounts of compensation from other clients, or purchasing opposite or competing positions on behalf of third party accounts traded through the Commodity Broker.

***(22) Shareholders of each Fund Will Be Subject to Taxation on Their Share of the corresponding Master Fund's Taxable Income, Whether or Not They Receive Cash Distributions.***

Shareholders of each Fund will be subject to United States federal income taxation and, in some cases, state, local, or foreign income taxation on their share of the corresponding Master Fund's taxable income allocable to their Fund, whether or not they receive cash distributions from the Fund. Shareholders of a Fund may not receive cash distributions equal to their share of the corresponding Master Fund's taxable income or even the tax liability that results from such income.



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***(23) Items of Income, Gain, Deduction, Loss and Credit with respect to Shares of a Fund could be Reallocated if the IRS does not Accept the Assumptions or Conventions Used by its corresponding Master Fund in Allocating Master Fund Tax Items.***

U.S. federal income tax rules applicable to partnerships are complex and often difficult to apply to publicly traded partnerships. Each Master Fund will apply certain assumptions and conventions in an attempt to comply with applicable rules and to report income, gain, deduction, loss and credit to Shareholders of its corresponding Fund in a manner that reflects Shareholders' beneficial shares of partnership items, but these assumptions and conventions may not be in compliance with all aspects of applicable tax requirements. It is possible that the IRS will successfully assert that the conventions and assumptions used by a Master Fund do not satisfy the technical requirements of the Code and/or Treasury regulations and could require that items of income, gain, deduction, loss or credit be adjusted or reallocated in a manner that adversely affects you.

***(24) The Current Treatment of Long-Term Capital Gains Under Current U.S. Federal Income Tax Law May Be Adversely Affected, Changed or Repealed in the Future.***

Under current law, long-term capital gains are taxed to non-corporate investors at a maximum United States federal income tax rate of 15%. This tax treatment may be adversely affected, changed or repealed by future changes in tax laws at any time and is currently scheduled to expire for tax years beginning after December 31, 2010.

**PROSPECTIVE INVESTORS ARE STRONGLY URGED TO CONSULT THEIR OWN TAX ADVISERS AND COUNSEL WITH RESPECT TO THE POSSIBLE TAX CONSEQUENCES TO THEM OF AN INVESTMENT IN THE SHARES OF ANY FUND; SUCH TAX CONSEQUENCES MAY DIFFER IN RESPECT OF DIFFERENT INVESTORS.**

***(25) Failure of Futures Commission Merchants or Commodity Brokers to Segregate Assets May Increase Losses; Despite Segregation of Assets, the Master Fund Remains at Risk of Significant Losses Because the Master Fund May Only Receive a Pro-rata Share of the Assets.***

The Commodity Exchange Act requires a clearing broker to segregate all funds received from customers from such broker's proprietary assets. If the Commodity Broker fails to do so, the assets of the Master Funds might not be fully protected in the event of the Commodity Broker's bankruptcy. Furthermore, in the event of the Commodity Broker's bankruptcy, any Master Fund Units could be limited to recovering only a pro rata share of all available funds segregated on behalf of the Commodity Broker's combined customer accounts, even though certain property specifically traceable to a particular Master Fund was held by the Commodity Broker. The Commodity Broker may, from time-to-time, have been the subject of certain regulatory and private causes of action. Such material actions, if any, are described under "The Commodity Broker."

In the event of a bankruptcy or insolvency of any exchange or a clearing house, a Master Fund could experience a loss of the funds deposited through its Commodity Broker as margin with the exchange or clearing house, a loss of any profits on its open positions on the exchange, and the loss of unrealized profits on its closed positions on the exchange.

***(26) Regulatory Changes or Actions May Alter the Nature of an Investment in the Funds.***

Considerable regulatory attention has been focused on non-traditional investment pools which are publicly distributed in the United States. *There is a possibility of future regulatory changes altering, perhaps to a material extent, the nature of an investment in the Funds or the ability of the Funds to continue to implement their investment strategies.*

The futures markets are subject to comprehensive statutes, regulations, and margin requirements. In addition, the CFTC and the exchanges are authorized to take extraordinary actions in the event of a market emergency, including, for example, the retroactive implementation of speculative position limits or higher margin requirements, the establishment of daily price limits and the suspension of trading. The regulation of futures transactions in the United States is a rapidly



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changing area of law and is subject to modification by government and judicial action. The effect of any future regulatory change on the Funds is impossible to predict, but could be substantial and adverse.

### ***(27) Lack of Independent Advisers Representing Investors.***

The Managing Owner has consulted with counsel, accountants and other advisers regarding the formation and operation of the Funds and the Master Funds. No counsel has been appointed to represent you in connection with the offering of the Shares. Accordingly, you should consult your own legal, tax and financial advisers regarding the desirability of an investment in the Shares.

### ***(28) Possibility of Termination of the Funds or Master Funds May Adversely Affect Your Portfolio.***

The Managing Owner may withdraw from the Funds upon 120 days' notice, which would cause the Funds and the Master Funds to terminate unless a substitute managing owner were obtained. Owners of 50% of the Shares of any Fund have the power to terminate the Fund. If it is so exercised, investors who may wish to continue to invest in a Fund's corresponding Index through a fund vehicle will have to find another vehicle, and may not be able to find another vehicle that offers the same features as the Fund. See "Description of the Shares and the Master Fund Units; The Funds; Certain Material Terms of the Trust Declarations" "Termination Events" for a summary of termination events. Such detrimental developments could cause you to liquidate your investments and upset the overall maturity and timing of your investment portfolio. If the registrations with the CFTC or memberships in the NFA of the Managing Owner or the Commodity Broker were revoked or suspended, such entity would no longer be able to provide services to the Funds and the Master Funds.

### ***(29) Shareholders Do Not Have the Rights Enjoyed by Investors in Certain Other Vehicles.***

As interests in separate series of a Delaware statutory trust, the Shares have none of the statutory rights normally associated with the ownership of shares of a corporation (including, for example, the right to bring "oppression" or "derivative" actions). In addition, the Shares have limited voting and

distribution rights (for example, Shareholders do not have the right to elect directors and the Funds are not required to pay regular distributions, although the Funds may pay distributions in the discretion of the Managing Owner).

### ***(30) Competing Claims Over Ownership of Intellectual Property Rights Related to the Funds Could Adversely Affect the Funds and an Investment in Shares.***

While the Managing Owner believes that all intellectual property rights needed to operate the Funds and the Master Funds are either owned by or licensed to the Managing Owner or have been obtained, third parties may allege or assert ownership of intellectual property rights which may be related to the design, structure and operations of the Funds and the Master Funds. 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, or the ultimate disposition of such claims in a court of law if a suit is brought, may adversely affect the Funds and the Master Funds and an investment in the Shares, for example, resulting in expenses or damages or the termination of the Funds and the Master Funds.

### ***(31) The Value of the Shares Will be Adversely Affected if the Funds or the Master Funds are Required to Indemnify the Trustee or the Managing Owner.***

Under the Trust Declarations, the Trustee and the Managing Owner have the right to be indemnified for any liability or expense either incurs without negligence or misconduct. That means the Managing Owner may require the assets of one or more of the Master Funds to be sold in order to cover losses or liability suffered by it or by the Trustee. Any sale of that kind would reduce the net asset value of the Master Fund and the value of the Shares of its corresponding Fund.

***(32) The Net Asset Value Calculation of the Master Funds May Be Overstated or Understated Due to the Valuation Method Employed When a Settlement Price is not Available on the Date of Net Asset Value Calculation.***

Calculating the net asset value of each Master Fund (and, in turn, its corresponding Fund) includes, in part, any unrealized profits or losses on open commodity futures contracts. Under normal

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circumstances, the net asset value of each Master Fund reflects the settlement price of open commodity futures contracts on the date when the net asset value is being calculated. However, if a commodity futures contract traded on an exchange (both U.S. and, to the extent it becomes applicable, non-U.S. exchanges) could not be liquidated on such day (due to the operation of daily limits or other rules of the exchange upon which that position is traded or otherwise), the settlement price on the most recent day on which the position could have been liquidated will be the basis for determining the market value of such position for such day. In such a situation, there is a risk that the calculation of the net asset value of the applicable Master Fund on such day will not accurately reflect the realizable market value of such commodity futures contract. For example, daily limits are generally triggered in the event of a significant change in market price of a commodity futures contract. Therefore, as a result of the daily limit, the current settlement price is unavailable. Because the settlement price on the most recent day on which the position could have been liquidated would be used in lieu of the actual settlement price on the date of determination, there is a risk that the resulting calculation of the net asset value of the applicable Master Fund (and, in turn, its corresponding Fund) could be under or overstated, perhaps to a significant degree.

**(33) *Although the Shares of Each Fund are Limited Liability Investments, Certain Circumstances such as Bankruptcy of the Fund or Indemnification of Such Fund by the Shareholder will Increase a Shareholder's Liability.***

The Shares of each Fund are limited liability investments; investors may not lose more than the amount that they invest plus any profits recognized on their investment. However, Shareholders could be required, as a matter of bankruptcy law, to return to the estate of such Fund any distribution they received at a time when the Fund was in fact insolvent or in violation of its Trust Declaration. In addition, although the Managing Owner is not aware of this provision ever having been invoked in the case of any public futures fund, Shareholders agree in the Trust Declaration that they will indemnify the Fund for any harm suffered by it as a result of

Shareholders' actions unrelated to the business of the Fund, or

taxes imposed on the Shares by the states or municipalities in which such investors reside.

**INVESTMENT OBJECTIVES OF THE FUNDS**

Each Fund and its corresponding Master Fund seeks to track changes, whether positive or negative, in the level of its corresponding Index over time, plus the excess, if any, of its corresponding Master Fund's interest income from its holdings of United States Treasury and other high credit quality short-term fixed income securities over the expenses of each Fund and its corresponding Master Fund. The Shares of each Fund are designed for investors who want a cost-effective and convenient way to invest in a commodity futures on U.S. and non-U.S. markets.

Advantages of investing in the Shares include:

*Ease and Flexibility of Investment.* The Shares trade on the Amex and provide institutional and retail investors with indirect access to commodity futures markets. The Shares may be bought and sold on the Amex like other exchange-listed securities. Retail investors may purchase and sell Shares through traditional brokerage accounts.

*Margin.* Shares are eligible for margin accounts.

*Diversification.* The Shares may help to diversify a portfolio because historically the Indexes have tended to exhibit low to negative correlation with both equities and conventional bonds and positive correlation to inflation.

*Optimum Yield.* The Shares seek to follow the Optimum Yield version of their respective Index, which seeks to minimize the effects of negative roll yield that may be experienced by conventional commodities indexes.

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*Transparency.* The Shares provide a more direct investment in commodities than mutual funds that invest in commodity-linked notes, which have implicit imbedded costs and credit risk.

Investing in the Shares does not insulate Shareholders from certain risks, including price volatility.

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Each Fund pursues its investment objective by investing substantially all of its assets in its corresponding Master Fund. Each Master Fund pursues its investment objective by investing in a portfolio of exchange-traded futures on the commodities comprising the corresponding Index.

The Trust is comprised of each of the following Funds, each of which, in turn, intends to reflect the below sectors:

PowerShares DB Energy Fund is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Energy Excess Return (DBLCI-OY Energy ER), which is intended to reflect the energy sector.

PowerShares DB Oil Fund is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Crude Oil Excess Return (DBLCI-OY CL ER), which is intended to reflect the changes in market value of the crude oil sector.

PowerShares DB Precious Metals Fund is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Precious Metals Excess Return (DBLCI-OY Precious Metals ER), which is intended to reflect the precious metals sector.

PowerShares DB Gold Fund is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Gold Excess Return (DBLCI-OY GC ER), which is intended to reflect the changes in market value of the gold sector.

PowerShares DB Silver Fund is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Silver Excess Return (DBLCI-OY SI ER), which is intended to reflect the changes in market value of the silver sector.

PowerShares DB Base Metals Fund is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Industrial Metals Excess Return (DBLCI-OY Industrial Metals ER), which is intended to reflect the base metals sector.

PowerShares DB Agriculture Fund is designed to track the Deutsche Bank Liquid Commodity Index Optimum Yield Agriculture Excess Return (DBLCI-OY Agriculture ER), which is intended to reflect the agricultural sector.

If the Managing Owner determines in its commercially reasonable judgment that it has become impracticable or inefficient for any reason for any Master Fund to gain full or partial exposure to any Index Commodity by investing in a specific futures contract that comprises the applicable Index, such Master Fund may invest in a futures contract referencing the particular Index Commodity other than the specific contract that comprises the applicable Index. The Managing Owner does not expect the use of other contracts to affect in any material respect any Master Fund's expenses or result in any material tracking error.

Each Fund will make distributions at the discretion of the Managing Owner. To the extent that a Master Fund's actual and projected interest income from its holdings of United States Treasury securities and other high credit quality short-term fixed income securities exceeds the actual and projected fees and expenses of such Master Fund and its corresponding Fund, the Managing Owner expects periodically to make distributions of the amount of such excess. The Funds currently do not expect to make distributions with respect to capital gains. Depending on the applicable Fund's performance for the taxable year and your own tax situation for such year, your income tax liability for the taxable year for your allocable share of such Fund's net ordinary income or loss and capital gain or loss may exceed any distributions you receive with respect to such year.

The sponsor of each Index, or the Index Sponsor, is Deutsche Bank AG London. DBLCI and Deutsche Bank Liquid Commodity Index are trade marks of Deutsche Bank AG and are the subject of Community Trade Mark Nos. 3055043 and 3054996. Trade Mark applications in the United States are pending with respect to both the Trust and aspects of each Index. Deutsche Bank AG is an affiliate of the Fund, the Master Fund and the Managing Owner.

Under the Trust Declarations of each Fund and corresponding Master Fund, Wilmington Trust Company, the Trustee of each Fund and each corresponding Master Fund, has delegated to the Managing Owner the exclusive management and control of all aspects of the business of each Fund and its corresponding Master Fund. The Trustee will have no duty or liability to supervise or monitor the performance of the Managing Owner, nor will the Trustee have any liability for the acts or omissions of the Managing Owner.



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The Shares of each Fund are intended to provide investment results that generally correspond to the changes, positive or negative, in the levels of the Fund's corresponding Index over time.

The value of the Shares of each Fund is expected to fluctuate in relation to changes in the value of its corresponding Master Fund's portfolio. The market price of the Shares of a Fund may not be identical to the net asset value per Share, but these two valuations are expected to be very close. See "The Risks You Face" (2) Net Asset Value May Not Always Correspond to Market Price and, as a Result, Baskets may be Created or Redeemed at a Value that Differs from the Market Price of the Shares.

The current trading price per Share of each Fund (quoted in U.S. dollars) is published continuously under its ticker symbol as trades occur throughout each trading day on the consolidated tape, Reuters and/or Bloomberg and on the Managing Owner's website at <http://www.dbfunds.db.com>, or any successor thereto.

The most recent end-of-day closing level of each Index is published under its own symbol as of the close of business for the Amex each trading day on the consolidated tape, Reuters and/or Bloomberg and on the Managing Owner's website at <http://www.dbfunds.db.com>, or any successor thereto. The most recent end-of-day net asset value of each Fund is published under its own symbol as of the close of business on Reuters and/or Bloomberg and on the Managing Owner's website at <http://www.dbfunds.db.com>, or any successor thereto. In addition, the most recent end-of-day net asset value of each Fund is published the following morning on the consolidated tape.

### *End-of-Day Index Closing Level Symbols; End-of-Day Net Asset Value Symbols*

*PowerShares DB Energy Fund.* The end-of-day closing level of the DBLCI-OY Energy ER is published under the symbol DBENIX. The end-of-day net asset value of PowerShares DB Energy Fund is published under the symbol DBE.NV.

*PowerShares DB Oil Fund.* The end-of-day closing level of the DBLCI-OY CL ER is published under the symbol DBOLIX. The end-of-day net asset value of PowerShares DB Oil Fund is published under the symbol DBO.NV.

*PowerShares DB Precious Metals Fund.* The end-of-day closing level of the DBLCI-OY Precious Metals ER is published under the symbol DBPMIX. The end-of-day net asset value of PowerShares DB Precious Metals Fund is published under the symbol DBP.NV.

*PowerShares DB Gold Fund.* The end-of-day closing level of the DBLCI-OY GC ER is published under the symbol DGLDIX. The end-of-day net asset value of PowerShares DB Gold Fund is published under the symbol DGL.NV.

*PowerShares DB Silver Fund.* The end-of-day closing level of the DBLCI-OY SI ER is published under the symbol DBSLIX. The end-of-day net asset value of PowerShares DB Silver Fund is published under the symbol DBS.NV.

*PowerShares DB Base Metals Fund.* The end-of-day closing level of the DBLCI-OY Industrial Metals ER is published under the symbol DBBMIX. The end-of-day net asset value of PowerShares DB Base Metals Fund is published under the symbol DBB.NV.

*PowerShares DB Agriculture Fund.* The end-of-day closing level of the DBLCI-OY Agriculture ER is published under the symbol DBAGIX. The end-of-day net asset value of PowerShares DB Agriculture Fund is published under the symbol DBA.NV.

The Managing Owner publishes the net asset value of each Fund and the net asset value per Share of each Fund daily. Additionally, the Index Sponsor publishes the intra-day level of each Index, and the Managing Owner publishes the indicative value per Share of each Fund (quoted in U.S. dollars) once every fifteen seconds throughout each trading day on the consolidated tape, Reuters and/or Bloomberg and on the Managing Owner's website at <http://www.dbfunds.db.com>, or any successor thereto. All of the foregoing information is published under the following symbols:

### *Intra-Day Index Level Symbols and Intra-Day Indicative Values Per Share Symbols*

*PowerShares DB Energy Fund.* The intra-day index level of the DBLCI-OY Energy ER is published under the symbol DBENIX. The intra-day indicative value per Share of PowerShares DB Energy Fund is published under the symbol DBE.IV.





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*PowerShares DB Oil Fund.* The intra-day index level of the DBLCI-OY CL ER is published under the symbol DBOLIX. The intra-day indicative value per Share of PowerShares DB Oil Fund is published under the symbol DBO.IV.

*PowerShares DB Precious Metals Fund.* The intra-day index level of the DBLCI-OY Precious Metals ER is published under the symbol DBPMIX. The intra-day indicative value per Share of PowerShares DB Precious Metals Fund is published under the symbol DBP.IV.

*PowerShares DB Gold Fund.* The intra-day index level of the DBLCI-OY GC ER is published under the symbol DGLDIX. The intra-day indicative value per Share of PowerShares DB Gold Fund is published under the symbol DGL.IV.

*PowerShares DB Silver Fund.* The intra-day index level of the DBLCI-OY SI ER is published under the symbol DBSLIX. The intra-day indicative value per Share of PowerShares DB Silver Fund is published under the symbol DBS.IV.

*PowerShares DB Base Metals Fund.* The intra-day index level of the DBLCI-OY Industrial Metals ER is published under the symbol DBBMIX. The intra-day indicative value per Share of PowerShares DB Base Metals Fund is published under the symbol DBB.IV.

*PowerShares DB Agriculture Fund.* The intra-day index level of the DBLCI-OY Agriculture ER is published under the symbol DBAGIX. The intra-day indicative value per Share of PowerShares DB Agriculture Fund is published under the symbol DBA.IV.

Each Index's history is also available at <https://index.db.com>.

The Index Sponsor obtains information for inclusion in, or for use in the calculation of, the Indexes from sources the Index Sponsor considers reliable. None of the Index Sponsor, the Managing Owner, the Funds, the Master Funds or any of their respective affiliates accepts responsibility for or guarantees the accuracy and/or completeness of any of the Indexes or any data included in any of the Indexes.