



EDGA & EDGX STOCK EXCHANGES			
Regulatory Information Circular			
Circular Number:	2010-564	Contact:	Jeff Rosenstock
Date:	July 16, 2010	Telephone:	(201) 942-8295

Subject: Mars Hill Global Relative Value ETF

Background Information on the Fund

As more fully explained in the Registration Statement (Nos. 811-22110 and 333-157876) for AdvisorShares Trust ("Trust"), the Trust is an open-end management investment company registered under the Investment Company Act of 1940, as amended ("1940 Act"). The Trust currently consists of three investment portfolios including the Mars Hill Global Relative Value ETF (the "Fund").

The Fund is considered a "fund-of-funds" that seeks to achieve its investment objective by primarily investing in both long and short positions in other exchange-traded funds (the "Underlying ETFs") that offer diversified exposure to global regions, countries, styles (market capitalization, value, growth, etc.) or sectors, and other exchange-traded products, including but not limited to exchange-traded notes, exchange-traded currency trusts and closed-end funds. The Fund charges its own expenses and also indirectly bears a proportionate share of the Underlying ETFs' expenses.

AdvisorShares Investments, LLC (the "Advisor") serves as the investment advisor to the Fund. The day-to-day portfolio management of the Fund is provided by Mars Hill Partners, LLC, the sub-advisor to the Fund ("Mars Hill" or the "Sub-Advisor"). The Sub-Advisor selects a group of Underlying ETFs for the Fund in which to invest pursuant to an "active" management strategy for asset allocation, security selection and portfolio construction. The Fund allocates its assets among a group of Underlying ETFs in different percentages of stocks, bonds, and cash that seek to achieve a unique investment objective and the Fund will periodically change the composition of its portfolio to best meet its investment objective. The Fund will attempt to achieve its investment objective by utilizing an "active" management strategy based entirely upon various formulas for asset allocation, security selection and portfolio construction. The Prospectus describes the key features of the Fund, as well as important additional information.

The Fund's investment objective is average annual returns in excess of the total return of the MSCI World Index (the "Index"), with comparable volatility and little to no correlation with the Index.

Forside Fund Services, LLC (the "Distributor") is the principal underwriter and distributor of the Fund's shares. The Bank of New York Mellon, is the administrator, custodian, transfer agent and fund accounting agent for the Fund.

The Fund issues shares on a continuous basis at the net asset value ("NAV") only in a large specified number of shares called a "Creation Unit." The shares of the Fund are "created" at

their NAV only in block-size Creation Units of 50,000 shares. A "creator" enters into an authorized participant agreement ("Participant Agreement") with the Distributor or a Depository Trust Company ("DTC") participant who has executed a Participant Agreement (an "Authorized Participant"), and deposits into the Fund a portfolio of securities closely approximating the holdings of the Fund and a specified amount of cash, together totaling the NAV of the Creation Unit(s), in exchange for 50,000 shares of the Fund (or multiples thereof).

Dividends from net investment income are declared and paid at least annually by the Fund.

Principal Risks

Interested persons are referred to the Prospectus for a description of risks associated with an investment in the Shares. These risks include index risk, foreign markets risk and currency risk. In addition, as noted in the Prospectus, the Shares may trade at market prices that may differ from their NAV. The NAV of the Shares will fluctuate with changes in the market value of the Fund's holdings. The market prices of the Shares will fluctuate in accordance with changes in NAV as well as the supply and demand for the Shares on the Exchange.

Exchange Rules Applicable to Trading in the Shares

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

Trading Hours

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

Trading Halts

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

Delivery of a Prospectus

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

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

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

The Commission has issued a letter dated July 2, 2010 ("No Action Letter") granting exemptive, interpretive and no-action relief from certain provisions of Rules 101 and 102 of Regulation M under the Securities Exchange Act of 1934 ("1934 Act"), Section 11(d) of the 1934 Act, and Rules 10b-10, 10b-17, 11d1-2, 15c1-5 and 15c1-6 under the 1934 Act. Members are referred to the full text of the No-Action Letter and the letter from W. John McGuire, Morgan, Lewis & Bockius LLP, dated July 1, 2010 to the Commission ("Request Letter"), available at www.sec.gov, for additional information.

Rule 101 of Regulation M

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

The No-Action Letter confirms that the Trust is excepted under paragraph (c)(4) of Rule 101 of Regulation M with respect to the Fund thus permitting persons who may be deemed to be participating in a distribution of shares of the Fund to bid for or purchase such Shares during their participation in such distribution.

The No-Action Letter also confirms the interpretation of Rule 101 of Regulation M that a redemption of Creation Unit size aggregations of Shares of the Fund and the receipt of In-Kind Redemption Securities in exchange therefore by a participant in the distribution of Shares of the Fund would not constitute an "attempt to induce any person to bid for or purchase a covered security, during the applicable restricted period" within the meaning of Regulation M, and therefore would not violate Regulation M.

Rule 102 of Regulation M

Rule 102 of Regulation M prohibits issuers, selling security holders, or any affiliated purchaser of such person from bidding for, purchasing, or attempting to induce any person to bid for or purchase a covered security during the applicable restricted period in connection with a distribution of securities affected by or on behalf of an issuer or selling security holder. Rule 100 of Regulation M defines "distribution" to mean any offering of securities that is distinguished from ordinary trading transactions by the magnitude of the offering and the presence of special selling efforts and selling methods.

The No-Action Letter confirms that the Trust is excepted under paragraph (d)(4) of Rule 102 of Regulation M with respect to the Fund, thus permitting the Fund to redeem Shares of the Fund during the continuous offering of such Shares.

Rule 10b-17

Rule 10b-17, with certain exceptions, requires an issuer of a class publicly traded securities to give notice of certain specified actions (for example, a dividend distribution, stock split, or rights offering) relating to such class of securities in accordance with Rule 10b-17(b).

The No-Action Letter grants an exemption from the requirements of Rule 10b-17 to the Trust with respect to transactions in the Shares.

Section 11(d)(1) and Rules 10b-10, 11d1-2, 15c1-5, and 15c1-6

The No-Action Letter grants no-action relief if a broker-dealer treats shares of the Original Fund (as described in the Incoming Letter) and the Fund, for purposes of the relief from Section 11(d)(1) of the 1934 Act and Rules 10b-10, 11d1-2, 15c1-5, and 15c1-6 provided in the Letter re: Derivative Products Committee of the Securities Industry Association (November 21, 2005) ("Class Relief Letter"), as shares of a Qualifying ETF (as defined in the Class Relief Letter). The No-Action Letter states that, in granting this relief, the Division of Trading and Markets notes in particular the Fund's representations in the Request Letter that at least 80% of the Original Fund's portfolio holdings and 90% of the Mars Hill ETF's portfolio holdings are, and will be, shares of Prior ETFs, that each of the Prior ETF held by the Original Fund and/or the Mars Hill ETF themselves will have either met all conditions set forth in the Class Relief Letter, will have individual relief from the Commission, or will be able to rely on individual relief even though they are not named parties, and that in no case will the Original Fund or the Mars Hill ETF hold securities (other than ETFs or government securities as defined in Section 3(a)(42)(A),(B), or (C) of the 1934 Act) issued by a single issuer in excess of 20% of the Initial Fund's portfolio holdings. The No-Action Letter states that, accordingly, with respect to shares of the Original Fund and the Mars Hill ETF, to the extent that a broker-dealer satisfies the other conditions in the Class Relief Letter, it could rely on the exemptive and no-action relief contained therein.

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

Appendix A

Ticker	Fund Name	Cusip
GRV	Mars Hill Global Relative Value ETF	00768Y404