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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 10-Q**

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**Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended March 31, 2009.

**Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: 001-32418

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**iShares<sup>®</sup> COMEX<sup>®</sup> Gold Trust**

(Exact name of registrant as specified in its charter)

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New York  
(State or other jurisdiction of  
incorporation or organization)

81-6124036  
(I.R.S. Employer  
Identification No.)

c/o Barclays Global Investors International, Inc.  
400 Howard Street  
San Francisco, California 94105  
Attn: BGI's Product Management Team  
Intermediary Investor and Exchange-Traded Products Department  
(Address of principal executive offices)

(415) 597-2000  
(Registrant's telephone number, including area code)

N/A  
(Former name, former address and former fiscal year, if changed since last report)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

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**Part I – Financial Information**

**Item 1. Financial Statements**

**iShares® COMEX® Gold Trust  
Balance Sheets**

At March 31, 2009 (Unaudited) and December 31, 2008

<i>(Dollar amounts in \$000's)</i>	<u>March 31,</u>	<u>December 31,</u>
	<u>2009</u>	<u>2008</u>
<b>ASSETS</b>		
<b>Current assets</b>		
Gold bullion inventory (fair value of \$2,010,516 and \$1,896,894, respectively)	\$1,499,373	\$1,448,373
<b>TOTAL ASSETS</b>	<u>\$1,499,373</u>	<u>\$1,448,373</u>
<b>LIABILITIES, REDEEMABLE CAPITAL SHARES AND SHAREHOLDERS' EQUITY (DEFICIT)</b>		
<b>Current liabilities</b>		
Sponsor's fees payable	\$ 685	\$ 589
Total liabilities	685	589
Commitments and contingent liabilities (Note 1F)	—	—
Redeemable capital shares, no par value, unlimited amount authorized (at redemption value) – 22,150,000 issued and outstanding at March 31, 2009 and 21,800,000 issued and outstanding at December 31, 2008	2,009,831	1,896,305
Shareholder's equity (deficit)	<u>(511,143)</u>	<u>(448,521)</u>
<b>TOTAL LIABILITIES, REDEEMABLE CAPITAL SHARES AND SHAREHOLDERS' EQUITY (DEFICIT)</b>	<u>\$1,499,373</u>	<u>\$1,448,373</u>

*See notes to the financial statements.*

**iShares® COMEX® Gold Trust**  
**Income Statements (Unaudited)**  
For the three months ended March 31, 2009 and 2008

<u>(Dollar amounts in \$000's, except for per share amounts)</u>	<b>Three Months Ended March 31,</b>	
	<b>2009</b>	<b>2008</b>
<b>Revenues</b>		
Proceeds from sales of gold to pay expenses	\$ 1,871	\$ 1,596
Cost of gold sold to pay expenses	(1,400)	(1,028)
Gain on sales of gold to pay expenses	471	568
Gain on gold distributed for the redemption of shares	24,879	29,547
Total gain on sales and distributions of gold	25,350	30,115
<b>Expenses</b>		
Sponsor's fees	(1,967)	(1,784)
Total expenses	(1,967)	(1,784)
<b>NET INCOME</b>	<b>\$ 23,383</b>	<b>\$ 28,331</b>
Net income per share	\$ 1.05	\$ 1.44
Weighted-average shares outstanding	22,265,556	19,704,396

*See notes to the financial statements.*

**iShares® COMEX® Gold Trust**  
**Statements of Changes in Shareholders' Equity (Deficit)**  
For the three months ended March 31, 2009 (Unaudited)  
and the year ended December 31, 2008

<u>(Dollar amounts in \$000's)</u>	<b>Three Months Ended March 31, 2009</b>	<b>Year Ended December 31, 2008</b>
Shareholders' equity (deficit) - beginning of period	\$ (448,521)	\$ (477,629)
Net income	23,383	75,276
Adjustment of redeemable capital shares to redemption value	(86,005)	(46,168)
Shareholders' equity (deficit) - end of period	<u>\$ (511,143)</u>	<u>\$ (448,521)</u>

*See notes to the financial statements.*

**iShares® COMEX® Gold Trust**  
**Statements of Cash Flows (Unaudited)**  
For the three months ended March 31, 2009 and 2008

<u>(Dollar amounts in \$000's)</u>	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2009</b>	<b>2008</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Proceeds from sales of gold	\$ 1,871	\$ 1,596
Expenses – Sponsor’s fee paid	(1,871)	(1,596)
Net cash provided by operating activities	—	—
Increase (decrease) in cash	—	—
Cash, beginning of period	—	—
Cash, end of period	<u>\$ —</u>	<u>\$ —</u>
<b>RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES:</b>		
Net income	\$ 23,383	\$ 28,331
Adjustments to reconcile net income to net cash provided by operating activities:		
(Gain) on gold distributed for the redemption of shares	(24,879)	(29,547)
Cost of gold sold to pay expenses	1,400	1,028
Increase in Sponsor’s fees payable	96	188
Net cash provided by operating activities	<u>\$ —</u>	<u>\$ —</u>
<b>Supplemental disclosure of non-cash information:</b>		
Carrying value of gold received for creation of shares	\$116,364	\$368,292
Carrying value of gold distributed for redemption of shares, at average cost	\$ (63,964)	\$ (62,748)

*See notes to the financial statements.*

## NOTES TO THE FINANCIAL STATEMENTS

As of March 31, 2009 (Unaudited)

### 1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

The iShares® COMEX® Gold Trust (the “Trust”) was organized on January 21, 2005 as a New York Trust. The trustee is The Bank of New York Mellon (the “Trustee”) and is responsible for the day to day administration of the Trust. The Trust’s sponsor is Barclays Global Investors International, Inc. (the “Sponsor”), a Delaware corporation. The Trust is governed by the First Amended and Restated Depositary Trust Agreement dated as of February 6, 2007 (the “Trust Agreement”).

The objective of the Trust is for the value of its shares to reflect, at any given time, the price of gold owned by the Trust at that time, less the Trust’s expenses and liabilities. The Trust is designed to provide a vehicle for investors to own interests in gold bullion.

The following is a summary of significant accounting policies consistently followed by the Trust in the preparation of its financial statements. The policies are in conformity with accounting principles generally accepted in the United States of America. The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and these differences could be material.

The accompanying unaudited financial statements were prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions for Form 10-Q and the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”). In the opinion of management, all material adjustments, consisting only of normal recurring adjustments, considered necessary for a fair statement of the interim period financial statements have been made. Interim period results are not necessarily indicative of results for a full-year period. These financial statements and the notes thereto should be read in conjunction with the Trust’s financial statements included in its Annual Report on Form 10-K for the year ended December 31, 2008 as filed with the SEC on February 27, 2009.

#### A. *Gold Bullion*

The Bank of Nova Scotia, (the “Custodian”), is responsible for safekeeping the gold owned by the Trust.

For financial statement purposes, the gold bullion held by the Trust is valued at the lower of cost or market, using the average cost method. Should the market value of the gold held be lower than its average cost during the interim periods of the same fiscal year, an adjustment of value below cost (“market value reserve”) is recorded by the Trust. Should the market value of the gold held increase subsequent to the market value reserve being recorded, a “market value recovery” is recorded by the Trust. Gain or loss on sales of gold bullion is calculated on a trade date basis. Fair value of the gold bullion is based on the Commodity Exchange, Inc. (“COMEX”) settlement price for the spot month gold futures contract, which at any time is the contract then closest to maturity (“COMEX Spot Settlement Price”).

The following table summarizes activity in gold bullion for the three months ended March 31, 2009 (all balances in 000's):

<u>March 31, 2009</u>	<u>Ounces</u>	<u>Average Cost</u>	<u>Fair Value</u>	<u>Realized Gain (Loss)</u>
Beginning balance	2,146.8	\$1,448,373	\$1,896,894	—
Gold contributed	127.9	116,364	116,364	—
Gold distributed	(93.4)	(63,964)	(88,843)	\$ 24,879
Gold sold	(2.1)	(1,400)	(1,871)	471
Adjustment for realized gain	—	—	25,350	—
Adjustment for unrealized gain on gold bullion	—	—	62,622	—
Ending balance	<u>2,179.2</u>	<u>\$1,499,373</u>	<u>\$2,010,516</u>	<u>\$ 25,350</u>

The following table summarizes activity in gold bullion for the year ended December 31, 2008 (all balances in 000's):

<u>December 31, 2008</u>	<u>Ounces</u>	<u>Average Cost</u>	<u>Fair Value</u>	<u>Realized Gain (Loss)</u>
Beginning balance	1,774.8	\$1,004,140	\$1,481,769	—
Gold contributed	764.6	697,456	697,456	—
Gold distributed	(384.7)	(248,188)	(328,608)	\$ 80,420
Gold sold	(7.9)	(5,035)	(6,856)	1,821
Adjustment for realized gain	—	—	82,241	—
Adjustment for unrealized loss on gold bullion	—	—	(29,108)	—
Ending balance	<u>2,146.8</u>	<u>\$1,448,373</u>	<u>\$1,896,894</u>	<u>\$ 82,241</u>

#### B. Redeemable Capital Shares

Shares of the Trust are classified as “redeemable” for balance sheet purposes, since they are subject to redemption. Trust shares are issued and redeemed continuously in aggregations of 50,000 shares in exchange for gold bullion rather than cash. Individual investors cannot purchase or redeem shares in direct transactions with the Trust. The Trust only transacts with registered broker-dealers eligible to settle securities transactions through the book-entry facilities of the Depository Trust Company and which have entered into a contractual arrangement with the Trust and the Sponsor governing, among other matters, the creation and redemption processes (such broker-dealers are the “Authorized Participants”). Holders of shares of the Trust may redeem their shares at any time acting through an Authorized Participant and in the prescribed aggregations of 50,000 shares; *provided*, that redemptions of shares may be suspended during any period while regular trading on NYSE Arca or COMEX is suspended or restricted, or in which an emergency exists as a result of which delivery, disposal or evaluation of gold is not reasonably practicable.

The per-share amount of gold exchanged for a purchase or redemption is calculated daily by the Trustee, using the daily COMEX Spot Settlement Price to calculate the gold amount in respect of any liabilities for which covering gold sales have not yet been made, and represents the per-share amount of gold held by the Trust, after giving effect to its liabilities, sales to cover expenses and liabilities and any losses that may have occurred.

When gold is exchanged in settlement of a redemption, it is considered a sale of gold for financial statement purposes.

Due to the expected continuing sales and redemption of capital stock and the three-day period for share settlement the Trust reflects capital shares sold as a receivable, rather than as contra equity. Shares redeemed are reflected as a contra asset on the trade date. Outstanding Trust shares are reflected at redemption value, which is the net asset value per share at the period ended date. Adjustments to redemption value are reflected in shareholders' equity.

Net asset value is computed by deducting all accrued fees, expenses and other liabilities of the Trust, including the Sponsor's fees, from the fair value of the gold bullion held by the Trust.

Activity in redeemable capital shares is as follows (all balances in 000's):

	Three Months Ended March 31, 2009		Year Ended December 31, 2008	
	Shares	Amount	Shares	Amount
Beginning balance	21,800	\$1,896,305	17,950	\$1,481,289
Shares issued	1,300	116,364	7,750	697,456
Shares redeemed	(950)	(88,843)	(3,900)	(328,608)
Redemption value adjustment	—	86,005	—	46,168
Ending balance	<u>22,150</u>	<u>\$2,009,831</u>	<u>21,800</u>	<u>\$1,896,305</u>

#### C. Federal Income Taxes

The Trust is treated as a "grantor trust" for federal income tax purposes and, therefore, no provision for federal income taxes is required. Any interest and gains and losses are deemed "passed through" to the holders of shares of the Trust.

#### D. Expenses

The Trust pays to the Sponsor a Sponsor's fee that accrues daily at an annualized rate equal to 0.40% of the adjusted daily net asset value of the Trust, paid monthly in arrears. The Sponsor has agreed to assume the following administrative and marketing expenses incurred by the Trust: the Trustee's fee, the Custodian's fee, NYSE Arca listing fees, SEC registration fees, printing and mailing costs, audit fees and expenses, and up to \$100,000 per annum in legal fees and expenses.

#### E. Related Parties

The Sponsor and the Trustee are considered to be related parties to the Trust. The Trustee's fee is paid by the Sponsor and is not a separate expense of the Trust.

#### F. Indemnifications

Under the Trust's organizational documents, the Sponsor is indemnified against liabilities or expenses it incurs without negligence, bad faith or willful misconduct on its part. The Trust's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Trust that have not yet occurred.

## 2. CONCENTRATION RISK

Substantially all of the Trust's assets are holdings of gold bullion, which creates a concentration risk associated with fluctuations in the price of gold. Accordingly, a decline in the price of gold will have an adverse effect on the value of the shares of the Trust. Factors that may have the effect of causing a decline in the price of gold include large sales by the official sector (governments, central banks and related institutions), an increase in the hedging activities of gold producers, and changes in the attitude towards gold of speculators and other market participants.

## 3. SUBSEQUENT EVENT

On April 9, 2009, Barclays Global Investors UK Holdings Limited, the parent company of the Sponsor of the Trust, entered into an agreement which contemplates the sale of its interest in the Sponsor and certain affiliated entities to Blue Sparkle, L.P., a Cayman Islands limited partnership. Blue Sparkle, L.P. is an investment vehicle for private equity funds affiliated with CVC Capital Partners Group SICAV-FIS S.A., a private equity and investment advisory firm. The sale is subject to certain regulatory approvals and other conditions.

It is not expected that the change of ownership of the Sponsor will affect the Trust, its shareholders, or an investment in its shares.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*This information should be read in conjunction with the financial statements and notes to the financial statements included in Item 1 of Part I of this Form 10-Q. The discussion and analysis that follows may contain statements that relate to future events or future performance. In some cases, such forward-looking statements can be identified by terminology such as "may," "should," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential" or the negative of these terms or other comparable terminology. Neither the sponsor, nor any other person assumes responsibility for the accuracy or completeness of forward-looking statements. Neither the trust nor the sponsor is under a duty to update any of the forward-looking statements to conform such statements to actual results or to a change in the sponsor's expectations or predictions.*

### *Introduction*

The iShares® COMEX® Gold Trust (the "Trust") is a grantor trust formed under the laws of the State of New York. The Trust does not have any officers, directors, or employees, and is administered by The Bank of New York Mellon (the "Trustee") acting as trustee pursuant to the First Amended and Restated Depositary Trust Agreement (the "Trust Agreement") between the Trustee and Barclays Global Investors International, Inc., the sponsor of the Trust (the "Sponsor"). The Trust issues shares representing fractional undivided beneficial interests in its net assets. The assets of the Trust consist primarily of gold bullion held by a custodian as an agent of the Trust and responsible only to the Trustee.

The Trust is a passive investment vehicle and the objective of the Trust is merely for the value of each share to approximately reflect, at any given time, the price of the gold bullion owned by the Trust less the Trust's liabilities (anticipated to be principally for accrued operating expenses) divided by the number of outstanding shares. The Trust does not engage in any activities designed to obtain a profit from, or ameliorate losses caused by, changes in the price of gold.

The Trust issues and redeems shares only in exchange for gold, only in aggregations of 50,000 shares or integral multiples thereof (each, a "Basket"), and only in transactions with registered broker-dealers that have previously entered into an agreement with the Trust governing the terms and conditions of such issuance (such dealers, the "Authorized Participants"). A list of current Authorized Participants is available from the Sponsor or the Trustee.

Shares of the Trust trade on NYSE Arca under the symbol "IAU."

On April 9, 2009, Barclays Global Investors UK Holdings Limited, the parent company of the Sponsor of the Trust, entered into an agreement which contemplates the sale of its interest in the Sponsor and certain affiliated entities to Blue Sparkle, L.P., a Cayman Islands limited partnership. Blue Sparkle, L.P. is an investment vehicle for private equity funds affiliated with CVC Capital Partners Group SICAV-FIS S.A., a private equity and investment advisory firm. The sale is subject to certain regulatory approvals and other conditions.

It is not expected that the change of ownership of the Sponsor will affect the Trust, its shareholders, or an investment in its shares.

### *Valuation of Gold; Computation of Net Asset Value*

On each business day, as soon as practicable after 4:00 p.m. (New York time), the Trustee evaluates the gold held by the Trust and determines the net asset value of the Trust and the net asset value per share. The Trustee values the gold held by the Trust using the Commodity Exchange, Inc. ("COMEX") settlement price for the spot month gold futures contract, which at any time is the contract then closest to maturity ("COMEX Spot Settlement Price"). Having valued the gold held by the Trust, the Trustee then subtracts all accrued fees (other than the fees to be computed by reference to the value of the Trust or its assets), expenses and other liabilities of the Trust from the value of the gold and other assets of the Trust. The result is the adjusted net asset value of the Trust, which is used to compute all fees (including the Sponsor's fee), which are calculated from the value of the Trust's assets. To determine the net asset value of the Trust, the Trustee subtracts from the adjusted net asset value of the Trust the amount of accrued fees computed from the value of the Trust's assets. The Trustee also computes the net asset value per share, by dividing the net asset value of the Trust by the number of shares outstanding on the date the computation is made.

### *Liquidity*

The Trust is not aware of any trends, demands, conditions or events that are reasonably likely to result in material changes to its liquidity needs. In exchange for a fee, the Sponsor has agreed to assume most of the expenses incurred by the Trust. As a result, the only ordinary expense of the Trust during the period covered by this report was the Sponsor's fee. The Trust's only source of liquidity is its sales of gold.

### *Critical Accounting Estimates*

The financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements relies on estimates and assumptions that impact the Trust's financial position and results of operations. These estimates and assumptions affect the Trust's application of accounting policies. Below we describe the valuation of gold bullion, a critical accounting policy that we believe is important to understanding our results of operations and financial position. In addition, please refer to Note 1 to the Financial Statements for further discussion of our accounting policies.

### *Valuation of Gold Bullion*

Gold bullion held by the Trust is recorded at the lower of cost or market. For purposes of this calculation, market values are based on the COMEX Spot Settlement Price. Should the market value of the gold bullion held be lower than its average cost, an adjustment of value below cost ("market value reserve") is recorded by the Trust and the COMEX Spot Settlement Price is used as the value for financial statement purposes. Should the market value of the gold held increase subsequent to the market value reserve being recorded, a "market value recovery" is recorded by the Trust. As indicated above, the COMEX Spot Settlement Price is also used to value gold bullion held for purposes of calculating the net asset value of the Trust, which in turn is used for the calculation of the redemption value of outstanding Trust shares.

There are other indicators of the value of gold bullion that are available that could be different than that chosen by the Trust. The COMEX Spot Settlement Price is used since it is commonly used by the U.S. gold market as an indicator of the value of gold, and is required by the Trust Agreement. The use of an indicator of value of gold bullion other than the COMEX Spot Settlement Price could result in materially different fair value pricing of the gold in the Trust, and as such, could result in different lower of cost or market adjustments or in different redemption value adjustments of the outstanding redeemable capital shares.

### *The Quarter Ended March 31, 2009*

The Trust's net asset value grew from \$1,896,304,989 at December 31, 2008 to \$2,009,831,043 at March 31, 2009, a 5.99% increase for the quarter. The increase in the Trust's net asset value resulted primarily from an increase in net asset value per outstanding share. The 4.31% increase in the Trust's net asset value per outstanding share from \$86.99 at December 31, 2008 to \$90.74 at March 31, 2009 directly relates to an increase in COMEX Spot Settlement Price, which rose 4.41% from \$883.60 at December 31, 2008 to \$922.60 at March 31, 2009.

The Trust's outstanding shares increased from 21,800,000 shares at December 31, 2008 to 22,150,000 shares at March 31, 2009 as a result of 1,300,000 shares (26 Baskets) being created and 950,000 shares (19 Baskets) being redeemed during the quarter.

The Trust's net asset value per share increased less than the COMEX Spot Settlement Price on a percentage basis due to the Sponsor's fees, which were \$1,967,438 for the quarter, or 0.10% of the Trust's average weighted assets of \$1,996,238,874 during the quarter. The net asset value per share of \$98.57 on February 20, 2009 was the highest during the quarter, compared with a low during the quarter of \$79.40 on January 15, 2009. The net asset value of the Trust is obtained by subtracting the Trust's expenses and liabilities on any day from the value of the gold owned by the Trust on that day; the net asset value per share is obtained by dividing the net asset value of the Trust on a given day by the number of shares outstanding on that day.

Net income for the quarter ended March 31, 2009 was \$23,382,529, resulting from a net gain of \$470,811 on the sales of gold to pay expenses and a net gain of \$24,879,156 on gold distributed for the redemption of shares, offset by the Sponsor's fees of \$1,967,438. Other than the Sponsor's fees, the Trust had no expenses during the period.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Not applicable.

**Item 4. Controls and Procedures**

The duly authorized officers of the Sponsor, performing functions equivalent to those a principal executive officer and principal financial officer of the Trust would perform if the Trust had any officers, and with the participation of the Trustee, have evaluated the effectiveness of the Trust's disclosure controls and procedures, and have concluded that the disclosure controls and procedures of the Trust have been effective as of the end of the period covered by this quarterly report.

There were no changes in the Trust's internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Trust's internal control over financial reporting.

**Item 4T. Controls and Procedures**

Not applicable.

**Part II – Other Information**

**Item 1. Legal Proceedings**

None.

**Item 1A. Risk Factors**

There have been no material changes to Risk Factors since last reported under Part I, Item 1A of the registrant's Annual Report on Form 10-K for the year ended on December 31, 2008, filed with the Securities and Exchange Commission on February 27, 2009.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

- a) None.
- b) Not applicable.
- c) For the quarter ended March 31, 2009, 26 Baskets (1,300,000 shares) have been created, and 19 Baskets (950,000 shares) have been redeemed as follows:

<u>Period</u>	<u>Total Number of Shares Redeemed</u>	<u>Average Ounces of Gold Per Share</u>
01/01/09 to 01/31/09	—	—
02/01/09 to 02/28/09	650,000	0.0984
03/01/09 to 03/31/09	300,000	0.0984

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Submission of Matters to a Vote of Security Holders**

None.

**Item 5. Other Information**

None.

## Item 6. Exhibits

### Exhibits

<u>Exhibit No.</u>	<u>Description</u>	
4.1	First Amended and Restated Depository Trust Agreement	Incorporated by reference to Exhibit 4.1 filed with Current Report on Form 8-K on February 7, 2007
4.2	Standard Terms for Authorized Participant Agreements	Incorporated by reference to Exhibit 4.2 filed with Amendment No. 1 to Annual Report on Form 10-K filed by the Registrant on November 12, 2008
10.1	Custodian Agreement	Incorporated by reference to Exhibit 10.1 filed with Amendment No. 1 to Annual Report on Form 10-K filed by the Registrant on November 12, 2008
10.2	Sub-license Agreement	Incorporated by reference to Exhibit 10.2 filed with Amendment No. 1 to Annual Report on Form 10-K filed by the Registrant on November 12, 2008
31.1	Certification by Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	
31.2	Certification by Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	
32.1	Certification by Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	
32.2	Certification by Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned in the capacities\* indicated thereunto duly authorized.

Barclays Global Investors International, Inc.  
Sponsor of the iShares® COMEX® Gold Trust (Registrant)

/s/ Lee T. Kranefuss  
\_\_\_\_\_  
Lee T. Kranefuss  
Chief Executive Officer  
(Principal executive officer)

Date: May 11, 2009

/s/ Michael A. Latham  
\_\_\_\_\_  
Michael A. Latham  
Chief Financial Officer  
(Principal financial and accounting officer)

Date: May 11, 2009

\_\_\_\_\_  
\* The Registrant is a trust and the persons are signing in their capacities as officers of Barclays Global Investors International, Inc., the Sponsor of the Registrant.

**10-Q Exhibit 31.1: Certifications Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Lee T. Kranefuss, certify that:

1. I have reviewed this report on Form 10-Q of the iShares® COMEX® Gold Trust;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors, the auditors of Barclays Global Investors, N.A. ("BGI"), the board of directors of Barclays Global Investors International, Inc., ("BGII"), the auditors of BGII and of Barclays Global Investors UK Holdings Limited ("BGI-UK"), the audit committee of the board of directors of BGI and the audit committee of the board of directors of BGI-UK (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
  - b) Any fraud, whether or not material, that involves persons who have a significant role in the registrant's internal control over financial reporting.

Date: May 11, 2009

/s/ Lee T. Kranefuss

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Lee T. Kranefuss

Chief Executive Officer

(Principal executive officer)

**10-Q Exhibit 31.2: Certifications Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Michael A. Latham, certify that:

1. I have reviewed this report on Form 10-Q of the iShares® COMEX® Gold Trust;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors, the auditors of Barclays Global Investors, N.A. ("BGI"), the board of directors of Barclays Global Investors International, Inc., ("BGII"), the auditors of BGII and of Barclays Global Investors UK Holdings Limited ("BGI-UK"), the audit committee of the board of directors of BGI and the audit committee of the board of directors of BGI-UK (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
  - b) Any fraud, whether or not material, that involves persons who have a significant role in the registrant's internal control over financial reporting.

Date: May 11, 2009

/s/ Michael A. Latham

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Michael A. Latham  
Chief Financial Officer  
(Principal financial officer)

**10-Q Exhibit 32.1: Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of iShares® COMEX® Gold Trust (the “Trust”) on Form 10-Q for the quarter ended March 31, 2009 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Lee T. Kranefuss, Chief Executive Officer of Barclays Global Investors International, Inc., the Sponsor of the Trust, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Trust at the dates and for the periods indicated.

Date: May 11, 2009

/s/ Lee T. Kranefuss

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Lee T. Kranefuss \*

Chief Executive Officer

(Principal executive officer)

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\* The Registrant is a trust and Mr. Kranefuss is signing in his capacity as an officer of Barclays Global Investors International, Inc., the Sponsor of the Registrant.

**10-Q Exhibit 32.2: Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of iShares® COMEX® Gold Trust (the “Trust”) on Form 10-Q for the quarter ended March 31, 2009 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Michael A. Latham, Chief Financial Officer of Barclays Global Investors International, Inc., the Sponsor of the Trust, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Trust at the dates and for the periods indicated.

Date: May 11, 2009

/s/ Michael A. Latham

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Michael A. Latham \*

Chief Financial Officer

(Principal financial officer)

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\* The Registrant is a trust and Mr. Latham is signing in his capacity as an officer of Barclays Global Investors International, Inc., the Sponsor of the Registrant.