

five and ten year periods (or life of the New Fund), (i) the cumulative total return and the average annual total return based on NAV and Bid/Ask Price, and (ii) the cumulative total return of the relevant local currency against the U.S. dollar.

6. On each Business Day, before the commencement of trading in Shares on a New Fund's Listing Market, the New Fund will disclose on its website the identities and quantities of the money market securities and other assets held by the New Fund that will form the basis for the New Fund's calculation of NAV at the end of the Business Day.

7. The Adviser and any subadviser, directly or indirectly, will not cause any Authorized Participant (or any investor on whose behalf an Authorized Participant may transact with the New Fund) to acquire any Deposit Security for a New Fund through a transaction in which the New Fund could not engage directly.

8. The requested order will expire on the effective date of any Commission rule under the Act that provides relief permitting the operation of actively-managed exchange-traded funds.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

**Florence E. Harmon,**

*Deputy Secretary.*

[FR Doc. E8-2451 Filed 2-8-08; 8:45 am]

BILLING CODE 8011-01-P

## SECURITIES AND EXCHANGE COMMISSION

### Sunshine Act Meetings

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Public Law 94-409, that the Securities and Exchange Commission will hold the following meetings during the week of February 11, 2008: An Open Meeting will be held on Wednesday, February 13, 2008 at 10 a.m., in the Auditorium, Room L-002, and a Closed Meeting will be held on Friday, February 15, 2008 at 10 a.m.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the Closed Meeting. Certain staff members who have an interest in the matters may also be present.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c)(3), (4), (5), (7), (9)(B), and (10) and 17 CFR 200.402(a)(3), (4), (5), (7), 9(ii) and (10), permit consideration

of the scheduled matters at the Closed Meeting.

Commissioner Atkins, as duty officer, voted to consider the items listed for the closed meeting in closed session.

The subject matters of the Open Meeting scheduled for Wednesday, February 13, 2008 will be:

1. The Commission will consider whether to propose amendments to its rules regarding the circumstances under which a foreign private issuer is required to register a class of equity securities under section 12(g) of the Exchange Act.

2. The Commission will consider whether to propose a package of amendments to various Commission rules and forms to improve reporting by foreign private issuers. The amendments, if adopted, would allow foreign private issuer status to be tested once a year; change the deadline for annual reports filed by foreign private issuers; revise the annual report and registration statement forms used by foreign private issuers to improve disclosure; and amend the rule regarding going private transactions to reflect recent regulatory changes.

3. The Commission will consider whether to propose amendments to Part 2 of Form ADV under the Investment Advisers Act of 1940 and related rules. The proposed amendments, if adopted, would require investment advisers to provide clients with narrative brochures containing plain English descriptions of the advisers' businesses, services, and conflicts of interest. The proposal also would require advisers to electronically file their brochures with the Commission, and the brochures would be available to the public through the Commission's Web site.

4. The Commission will, as required by section 109 of the Sarbanes-Oxley Act of 2002, review the annual accounting support fee of the Financial Accounting Standards Board.

The subject matter of the Closed Meeting scheduled for Friday, February 15, 2008 will be:

Formal orders of investigation; Institution and settlement of injunctive actions; Institution and settlement of administrative proceedings of an enforcement nature; Resolution of litigation claims; and A regulatory matter regarding a financial institution.

At times, changes in Commission priorities require alterations in the scheduling of meeting items.

For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact:

The Office of the Secretary at (202) 551-5400.

Dated: February 6, 2008.

**Nancy M. Morris,**  
*Secretary.*

[FR Doc. E8-2522 Filed 2-8-08; 8:45 am]

BILLING CODE 8011-01-P

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-57273; File No. SR-NYSEArca-2008-06]

### Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing of Proposed Rule Change Relating to the Dissemination of the Index Value for Equity Index-Linked Securities

February 5, 2008.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on January 11, 2008, NYSE Arca, Inc. ("NYSE Arca" or "Exchange"), through its wholly owned subsidiary, NYSE Arca Equities, Inc. ("NYSE Arca Equities"), filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II, and III below, which Items have been substantially prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

#### I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to amend NYSE Arca Equities Rule 5.2(j)(6)(B)(1)(2)(c)(ii) to provide that the Exchange will commence delisting or removal proceedings if the value of an index or composite value of the indexes underlying an issuance of Equity Index-Linked Securities<sup>3</sup> is no longer calculated or widely disseminated on at least a 15-second basis with respect to an index or indexes containing only securities listed on a national securities exchange, or on at least a 60-second basis with respect to an index or indexes containing foreign country securities. The text of the proposed rule change is available at the Exchange, the Commission's Public Reference Room, and <http://www.nyse.com>.

#### II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Exchange included statements concerning the purpose of, and basis for, the proposed rule change and discussed any comments it received on the

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> Equity Index-Linked Securities are securities that provide for the payment at maturity of a cash amount based on the performance of an underlying index or indexes of equity securities. See NYSE Arca Equities Rule 5.2(j)(6).

proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

*A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change*

1. Purpose

NYSE Arca Equities Rule 5.2(j)(6)(B)(I)(2)(c)(ii) currently provides that the Exchange will commence delisting or removal proceedings of an issue of Equity Index-Linked Securities (unless the Commission has approved continued trading of such Securities) if, among other circumstances, the value of the index or composite value of the indexes underlying such issue is no longer calculated or widely disseminated on at least a 15-second basis. The Exchange proposes to amend NYSE Arca Equities Rule 5.2(j)(6)(B)(I)(2)(c)(ii) to distinguish between indexes consisting solely of U.S. equity securities and those consisting of foreign securities or a combination of U.S. and foreign equity securities. The proposed amendment provides that the Exchange will commence delisting or removal proceedings if the underlying index value or composite index value is no longer calculated or widely disseminated: (1) On at least a 15-second basis with respect to an index or indexes containing only securities listed on a national securities exchange;<sup>4</sup> or (2) on at least a 60-second basis with respect to an index or indexes containing foreign country securities. If the official index value does not change during some or all of the period when trading is occurring on the NYSE Arca Marketplace<sup>5</sup> (for example, for indexes of foreign country securities, because of time zone differences or holidays in the countries where such indexes' component stocks trade), then the last calculated official index value must remain available throughout NYSE Arca Marketplace trading hours.

The Exchange seeks to conform the index dissemination requirements for Equity Index-Linked Securities to those

<sup>4</sup> The Exchange states that American Depository Shares and common shares of foreign issuers listed on U.S. national securities exchanges included in an index or indexes would be subject to the 15-second dissemination requirement. E-mail from Timothy J. Malinowski, Director, NYSE Euronext, to Edward Cho, Special Counsel, Division of Trading and Markets, Commission, dated January 30, 2008.

<sup>5</sup> See NYSE Arca Equities Rule 1.1(e) (defining NYSE Arca Marketplace).

for Investment Company Units, which include exchange-traded funds or "ETFs," under NYSE Arca Equities Rule 5.2(j)(3). Specifically, Commentary .01(b)(2) to NYSE Arca Equities Rule 5.2(j)(3) requires that the value of an international or global index underlying an ETF must be widely disseminated by one or more major market data vendors at least every 60 seconds during the Core Trading Session (9:30 a.m. to 4 p.m. Eastern Time).<sup>6</sup> This 60-second standard reflects limitations, in some instances, on the frequency of intra-day trading information with respect to foreign country securities and that in many cases, trading hours for overseas markets overlap only in part, or not at all, with NYSE Arca Marketplace trading hours. In addition, Commentary .01(b)(2) to NYSE Arca Equities Rule 5.2(j)(3) provides that, if the index value does not change during some or all of the period when trading is occurring on the NYSE Arca Marketplace, the last official calculated index value must remain available throughout NYSE Arca Marketplace trading hours.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with Section 6(b) of the Act,<sup>7</sup> in general, and furthers the objectives of Section 6(b)(5) of the Act,<sup>8</sup> in particular, in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, and to remove impediments to and perfect the mechanism of a free and open market and a national market system.

*B. Self-Regulatory Organization's Statement on Burden on Competition*

The Exchange does not believe the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

*C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants or Others*

The Exchange states that written comments on the proposed rule change were neither solicited nor received.

<sup>6</sup> See NYSE Arca Equities Rule 7.34 (describing the hours of the three trading sessions on the Exchange).

<sup>7</sup> 15 U.S.C. 78f(b).

<sup>8</sup> 15 U.S.C. 78f(b)(5).

**III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action**

Within 35 days of the date of publication of this notice in the **Federal Register** or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the Exchange consents, the Commission will:

A. By order approve such proposed rule change, or

B. Institute proceedings to determine whether the proposed rule change should be disapproved.

The Exchange has requested accelerated approval of this proposed rule change prior to the 30th day after the date of publication of the notice of the filing thereof. The Commission has determined that a 15-day comment period is appropriate in this case.

**IV. Solicitation of Comments**

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

*Electronic Comments*

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-NYSEArca-2008-06 on the subject line.

*Paper Comments*

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-1090.

All submissions should refer to File Number SR-NYSEArca-2008-06. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the

public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room, 100 F Street, NE., Washington, DC 20549, on official business days between the hours of 10 a.m. and 3 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-NYSEArca-2008-06 and should be submitted on or before February 26, 2008.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>9</sup>

**Florence E. Harmon,**  
*Deputy Secretary.*

[FR Doc. E8-2442 Filed 2-8-08; 8:45 am]

BILLING CODE 8011-01-P

## SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 28147; 812-13470]

### WisdomTree Trust, et al.; Notice of Application

February 6, 2008.

**AGENCY:** Securities and Exchange Commission ("Commission").

**ACTION:** Notice of an application for an order under section 6(c) of the Investment Company Act of 1940 ("Act") for an exemption from sections 2(a)(32), 5(a)(1) and 22(d) of the Act and rule 22c-1 under the Act, and under sections 6(c) and 17(b) of the Act for an exemption from sections 17(a)(1) and (a)(2) of the Act, and under section 12(d)(1)(J) for an exemption from sections 12(d)(1)(A) and (B) of the Act.

**APPLICANTS:** WisdomTree Trust (the "Trust") and WisdomTree Asset Management, Inc. (the "Adviser").

**SUMMARY OF APPLICATION:** Applicants request an order that permits: (a) Series of certain open-end management investment companies to issue shares ("Shares") redeemable in large aggregations only ("Creation Units"); (b) secondary market transactions in Shares to occur at negotiated market prices; (c) certain affiliated persons of the series to deposit foreign currency and money market securities into, and receive

foreign currency and money market securities from, the series in connection with the purchase and redemption of Creation Units; and (d) certain registered management investment companies and unit investment trusts outside of the same group of investment companies as the series to acquire Shares.

**FILING DATES:** The application was filed on January 8, 2008, and amended on February 1, 2008. Applicants have agreed to file an amendment during the notice period, the substance of which is reflected in this notice.

**HEARING OR NOTIFICATION OF HEARING:** An order granting the requested relief will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission's Secretary and serving applicants with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on February 26, 2008, and should be accompanied by proof of service on applicants, in the form of an affidavit or, for lawyers, a certificate of service. Hearing requests should state the nature of the writer's interest, the reason for the request, and the issues contested. Persons who wish to be notified of a hearing may request notification by writing to the Commission's Secretary.

**ADDRESSES:** Secretary, U.S. Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-1090. Applicants: 380 Madison Avenue, 21st Floor, New York, NY 10017.

**FOR FURTHER INFORMATION CONTACT:** Bruce R. MacNeil, Senior Counsel, at (202) 551-6817, or Michael W. Mundt, Assistant Director, at (202) 551-6821 (Division of Investment Management, Office of Investment Company Regulation).

**SUPPLEMENTARY INFORMATION:** The following is a summary of the application. The complete application may be obtained for a fee at the Commission's Public Reference Desk, 100 F Street, NE., Washington, DC 20549-0102 (tel. 202-551-5850).

#### Applicants' Representations

1. The Trust is an open-end management investment company registered under the Act and organized as a Delaware statutory trust. The Trust will offer five new series that will invest substantially all of their assets in foreign money market securities: WisdomTree Euro Fund, WisdomTree British Pound Sterling Fund, WisdomTree Japanese Yen Fund, WisdomTree Australian Dollar Fund and WisdomTree International Currency Income Fund

(collectively, the "Foreign Funds") and three new series that will invest in U.S. dollar money market securities: WisdomTree U.S. Cash Fund, WisdomTree U.S. Government Cash Fund, and WisdomTree Tax Exempt Cash Fund (collectively, the "Domestic Funds," together with the Foreign Funds, the "Funds").

2. Each Fund will invest in high quality money market securities and instruments that provide exposure to money market interest rates or such securities ("Portfolio Securities"). The Foreign Funds will invest in short-term money market securities that are denominated in the currency specified by the Fund's name or in multiple foreign currencies, and the Domestic Funds will invest in money market securities denominated in U.S. dollars. Each Fund's investment objective will be to earn current income while preserving capital and maintaining liquidity. In addition, each Foreign Fund will also have an investment objective to provide investors with exposure to high-quality money market instruments or rates denominated in a particular currency or currencies. Each Foreign Fund is designed to decrease in value when the value of the U.S. dollar increases relative to the applicable foreign currency or currencies and increase in value when the value of the U.S. dollar falls relative to the applicable foreign currency or currencies. While the value of each Foreign Fund's Portfolio Securities is expected to be relatively constant in foreign currency terms, a Foreign Fund's net asset value ("NAV") will be expressed in U.S. dollars. Because of this, fluctuations in the per-share NAV of each Foreign Fund will be caused by fluctuations in the exchange rate between U.S. dollars and the applicable foreign currency or currencies.

3. The Trust plans to offer future series that will hold money market securities denominated in U.S. dollars, other currencies or baskets of currencies ("Future Funds"). Applicants request that the order apply to any such Future Funds. Any Future Fund will (a) be advised by the Adviser or an entity controlled by or under common control with the Adviser, and (b) comply with the terms and conditions set forth in the application. The Funds and Future Funds together are the "Funds." Each Fund will operate as an actively-managed exchange-traded fund.

4. The Adviser, a Delaware corporation, is registered as an investment adviser under the Investment Advisers Act of 1940 ("Advisers Act") and serves as investment adviser to each Fund. Each

<sup>9</sup> 17 CFR 200.30-3(a)(12).