The following areas have been determined to be adversely affected by the disaster:

**Primary Counties (Physical Damage and Economic Injury Loans):**
- Illinois: Carroll, Hancock, Henderson, Jo Daviess.
- Minnesota: Faribault, Fillmore, Jackson, Martin, Mower, Nobles, Rock.
- Missouri: Clark, Clark, Harrison, Mercer, Nodaway, Worth.
- South Dakota: Lincoln, Minnehaha, Union.
- Wisconsin: Crawford, Grant.

**Interest Rates:**

- **For Physical Damage:**
  - Homeowners Without Credit Available Elsewhere: 5.500
  - Homeowners With Credit Available Elsewhere: 5.000
  - Businesses With Credit Available Elsewhere: 6.000
  - Businesses Without Credit Available Elsewhere: 4.000
  - Non-Profit Organizations With Credit Available Elsewhere: 3.625
  - Non-Profit Organizations Without Credit Available Elsewhere: 3.000

- **For Economic Injury:**
  - Businesses & Small Agricultural Cooperatives Without Credit Available Elsewhere: 4.000
  - Non-Profit Organizations Without Credit Available Elsewhere: 3.000

The number assigned to this disaster for physical damage is 12279B and for economic injury is 122800.

**SUMMARY:**

This is a Notice of the Presidential declaration of a major disaster for the State of Iowa (FEMA–1930–DR), dated 08/14/2010. Incident: Severe Storms, Flooding, and Tornadoes. Incident Period: 06/01/2010 and continuing.

**APPLICATION:***

Applicants have agreed to file 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.

FOR FURTHER INFORMATION CONTACT: Lewis B. Reich, Senior Counsel, at (202) 551–6919, or Jennifer L. Sawin, Branch Chief, 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 via the Commission’s Web site by searching for the file number, or an applicant using the Company name box, at http://www.sec.gov/search/search.htm or by calling (202) 551–8090.

Applicants’ Representations: 1. The Trust is organized as a Delaware statutory trust, is registered under the Act as an open-end management investment company, and offers multiple series (each, a “Fund”). Currently, 42 Funds are operational, and additional Funds may be offered in the future.1 Funds of the Trust operate as actively-managed exchange traded open-end funds (“ETFs”) in reliance on previously-granted exemptive orders.2

2. WTAM, a Delaware corporation with its principal office in New York City, is registered as an investment adviser under the Investment Advisers Act of 1940 (“Adviser Act”) and is a wholly-owned subsidiary of WisdomTree Investments, Inc. WTAM serves as the investment adviser to the current Funds pursuant to an investment advisory agreement with each of those Funds (an “Advisory Agreement”) approved by the board of trustees of the Trust (the “Board”)3, including a majority of the trustees who are not “interested persons,” as defined in section 2(a)(19) of the Act (the “Independent Trustees”), and by the initial shareholder of each Fund in the manner required by sections 15(a) and (c) of the Act and rule 18f–2 thereunder. With respect to new Funds offered in the future, the Advisory Agreement will be approved by the initial shareholder of the Fund in the manner required by sections 15(a) and (c) of the Act and rule 18f–2 thereunder.

3. Under the Advisory Agreement, the Adviser is responsible for furnishing the overall investment program for each Fund and providing continuous investment management for each Fund’s assets. As compensation for its investment management services, the Adviser receives the fee specified in the Advisory Agreement from each Fund based on the Fund’s average daily net assets. The Advisory Agreement permits the Adviser to retain one or more unaffiliated subadvisers (each a “Subadviser”) pursuant to investment subadvisory agreements (each a “Subadvisory Agreement”) at the Adviser’s own expense, for the purpose of managing all or a portion of the assets of a Fund. Each Subadviser is, or will be, an investment adviser registered under the Advisers Act. Each Subadviser is and will be responsible, subject to the general supervision of the Adviser and the Board, for the purchase, retention and sale of securities for the applicable Fund. The Adviser will evaluate and recommend Subadvisers to the Board and will monitor and evaluate each Subadviser’s investment programs, performance and compliance. The Adviser will recommend to the Board whether Subadvisory Agreements should be renewed, modified or terminated.

4. Applicants request an order to permit the Adviser, subject to Board approval, to enter into and materially amend Subadvisory Agreements without shareholder approval. The requested relief will not apply with respect to any subadviser that is an affiliated person, as defined in section 2(a)(3) of the Act, of the Trust, a Fund or of the Adviser, other than by reason of serving as subadviser to one or more Funds (“Affiliated Subadviser”).

5. Applicants state that the requested relief is unusual insofar as the requested order seeks relief for an ETF. However, applicants believe that operations of the Funds under the requested order address the concerns historically considered by the Commission when granting identical relief to mutual funds. Applicants believe that similar to shareholders of a mutual fund who may “vote with their feet” by redeeming their individual shares at net asset value (“NAV”) if they do not approve of a change in subadviser or subadvisory agreement, Fund shareholders will be able to sell shares in the secondary market at negotiated prices that usually closely track the relevant Fund’s NAV if they do not approve of a change. Applicants state that the Funds that are ETFs will rely on the same delivery mechanisms currently used by certain mutual funds to ensure that shareholders who purchase shares in the secondary market receive a prospectus and all of the information that would have been provided in a proxy statement in an information statement. Applicants note that the requested relief is not broader in scope than the relief previously granted to mutual funds.

Applicants’ Legal Analysis: 1. Section 15(a) of the Act provides, in relevant part, that it is unlawful for any person to act as an investment adviser to a registered investment company except pursuant to a written contract that has been approved by a vote of a majority of the company’s outstanding voting securities. Rule 18f–2 under the Act provides that each series or class of stock in a series investment company affected by a matter must approve the matter if the Act requires shareholder approval.

2. Section 6(c) of the Act provides that the Commission may exempt any person, security, or transaction or any class or classes of persons, securities, or transactions from any provisions of the Act, or from any rule thereunder, if such exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act. Applicants seek the same relief previously granted to mutual funds, and believe that the requested relief is equally appropriate for ETFs. Applicants state that the requested relief meets the necessary standards for the reasons discussed below.

3. Applicants state that the shareholders expect the Adviser and the Board to select the Subadviser for a Fund that is best suited to achieve the Fund’s investment objective. Applicants assert that, from the perspective of the investor, the role of the Subadvisers...
with respect to the Funds utilizing the Manager of Managers Structure is substantially equivalent to the role of the individual portfolio managers employed by traditional investment company advisory firms. In the absence of exemptive relief from Section 15(a) of the Act, when a new Subadviser is proposed for retention by a Fund or the Trust on behalf of one or more Funds, shareholders would be required to approve the Subadvisory Agreement with that Subadviser. Similarly, approval by the shareholders of the affected Fund would be required in order to amend an existing Subadvisory Agreement in any material respect or in order to continue to retain an existing Subadviser whose Subadvisory Agreement is “assigned” as a result of a change of control. Obtaining shareholder approval would be costly and slow, and potentially harmful to the affected Fund and its shareholders.

Applicants also note that the Advisory Agreement will remain fully subject to the shareholder approval requirements in section 15(a) of the Act and rule 18f–2 under the Act, including the requirement for shareholder voting.

Applicants’ Conditions:

Applicants agree that any order granting the requested relief will be subject to the following conditions:

1. Before a Fund may rely on the order requested in the application, the operation of the Fund in the manner described in the application will be approved by a majority of the Fund’s outstanding voting securities, as defined in the Act, or, in the case of a Fund whose public shareholders purchase shares on the basis of a prospectus containing the disclosure contemplated by condition 2 below, by the initial shareholder(s) before offering shares of that sub-advised Fund to the public.

2. The prospectus for each Fund relying on the order requested in the application will disclose the existence, substance, and effect of any order granted pursuant to the application. Each Fund relying on the order requested in the application will hold itself out to the public as utilizing the Manager of Managers Structure described in the application. The prospectus will prominently disclose that the Adviser has ultimate responsibility (subject to oversight by the Board) to oversee the Subadvisers and recommend their hiring, termination, and replacement.

3. Within 90 days of the hiring of a new Subadviser, the affected Fund shareholders will be furnished all information about the new Subadviser that would be included in a proxy statement. To meet this obligation, the Fund will provide shareholders of the affected Fund within 90 days of hiring a new Subadviser with an information statement meeting the requirements of Regulation 14C, Schedule 14C and Item 22 of Schedule 14A under the Securities Exchange Act of 1934, as amended.

4. The Adviser will not enter into a subadvisory agreement with any affiliated Subadviser without such agreement, including the compensation to be paid thereunder, being approved by the shareholders of the applicable Fund.

5. At all times, at least a majority of the Board will be Independent Trustees, and the nomination of new or additional Independent Trustees will be placed within the discretion of the then-existing Independent Trustees.

6. Whenever a subadviser change is proposed for a Fund with an affiliated Subadviser, the Board, including a majority of the Independent Trustees, will make a separate finding, reflected in the applicable Board minutes, that such change is in the best interests of the Fund and its shareholders, and does not involve a conflict of interest from which the Adviser or the affiliated Subadviser derives an inappropriate advantage.

7. The Adviser will provide general management services to each Fund that is sub-advised, including overall supervisory responsibility for the general management and investment of the Fund’s assets and, subject to review and approval of the Board, will: (i) Set each Fund’s overall investment strategies; (ii) evaluate, select and recommend Subadvisers to manage all or a part of a Fund’s assets; (iii) allocate and, when appropriate, reallocate a Fund’s assets among one or more Subadvisers; (iv) monitor and evaluate the performance of Subadvisers; and (v) implement procedures reasonably designed to ensure that the Subadvisers comply with the relevant Fund’s investment objective, policies and restrictions.

8. No trustee or officer of the Trust or a Fund, or director, manager or officer of the Adviser, will own directly or indirectly (other than through a pooled investment vehicle that is not controlled by such person), any interest in a Subadviser except for: (a) Ownership of interests in the Adviser, or (b) ownership of less than 1% of the outstanding securities of any class of equity or debt of any publicly traded company that is either a Subadviser or an entity that controls, is controlled by, or is under common control with a Subadviser.

9. In the event the Commission adopts a rule under the Act providing substantially similar relief to that in the order requested in the application, the requested order will expire on the effective date of that rule.

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

Florence E. Harmon,
Deputy Secretary.

[FR Doc. 2010–20673 Filed 8–19–10; 8:45 am]

BILLING CODE 8010–01–P

SECURITIES AND EXCHANGE COMMISSION


Self-Regulatory Organizations; Notice of Filing of a Proposed Rule Change by the NASDAQ Stock Market LLC To Adopt a Definition of Professional and Require That All Professional Orders Be Appropriately Marked


Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”) 1 and Rule 19b–4 2 thereunder, notice is hereby given that on August 6, 2010, The NASDAQ Stock Market LLC (“NASDAQ”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I and II below, which Items have been prepared by NASDAQ. 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

NASDAQ is filing with the Securities and Exchange Commission (“SEC” or “Commission”) a proposal for the NASDAQ Options Market (“OM” or “Exchange”) to amend Chapter I, Section 1 (Definitions) to adopt a definition of “Professional” on the Exchange and require that all Professional orders be appropriately marked by Exchange Participants.

The text of the proposed rule change is available from NASDAQ’s Web site at http://nasdaq.cchwallstreet.com/Filings/, and at NASDAQ’s principal office, and at the Commission’s Public Reference Room.