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Dated: October 19, 2012.

**Kevin M. O'Neill,**  
Deputy Secretary.

[FR Doc. 2012-26254 Filed 10-24-12; 8:45 am]

BILLING CODE 8011-01-P

## SECURITIES AND EXCHANGE COMMISSION

[Release No. IA-3490; October 19, 2012]

### Notice of Intention To Cancel Registrations of Certain Investment Advisers Pursuant to the Investment Advisers Act of 1940

Notice is given that the Securities and Exchange Commission (the "Commission") intends to issue an order or orders, pursuant to Section 203(h) of the Investment Advisers Act of 1940 (the "Act"), cancelling the registrations of the investment advisers whose names appear in the attached Appendix, hereinafter referred to as the registrants.

#### Background

On July 21, 2010, President Obama signed into law the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act") which, among other things, amended certain provisions of the Act.<sup>1</sup> These amendments included provisions that delegate generally to the states regulatory responsibility over certain mid-sized advisers—i.e., those that have between \$25 million and \$100 million of assets under management.<sup>2</sup> These provisions and related rule amendments required a significant number of advisers registered with the Commission to withdraw their registrations with the Commission and to switch to registration with one or more state securities authorities.<sup>3</sup>

To implement the division of regulatory responsibility mandated by the Dodd-Frank Act, the Commission

adopted rule 203A-5 under the Act.<sup>4</sup> Rule 203A-5 required each investment adviser registered with the Commission to file an amended Form ADV in the first quarter of 2012 indicating whether it remained eligible for registration by the Commission. The rule also extended until June 28, 2012 the deadline for advisers no longer eligible for Commission registration to register with the states and withdraw registration with the Commission.<sup>5</sup> In conjunction with adopting rule 203A-5 and other rules to implement the Dodd-Frank Act, the Commission stated that it expected to cancel the registration of advisers no longer eligible to register with the Commission that failed to file an amendment or withdraw their registrations in accordance with rule 203A-5.<sup>6</sup>

#### Discussion

Section 203(h) of the Act provides, in pertinent part, that if the Commission finds that any person registered under Section 203, or who has pending an application for registration filed under that section, is no longer in existence, is not engaged in business as an investment adviser, or is prohibited from registering as an investment adviser under section 203A, the Commission shall by order, cancel the registration of such person.<sup>7</sup>

Commission staff, in coordination with state securities regulators, contacted SEC-registered investment advisers before and after the filing deadlines to remind them of their filing obligations under rule 203A-5 and to withdraw from Commission registration by filing Form ADV-W if no longer eligible. The registrants listed in the Appendix either have not filed a Form ADV amendment with the Commission in 2012, or have indicated on Form ADV that they are no longer eligible to remain registered with the Commission as investment advisers but have not filed Form ADV-W to withdraw their registration. Accordingly, the Commission believes that reasonable grounds exist for a finding that these registrants are no longer in existence, are not engaged in business as investment advisers, or are prohibited from registering as investment advisers under section 203A, and that their registrations should be cancelled pursuant to section 203(h) of the Act.

Any registrant listed in the Appendix that wishes to file a Form ADV amendment indicating that it is eligible for registration or a Form ADV-W to withdraw its registration with the Commission may do so by December 17, 2012. The registrations of registrants whose amended Form ADVs are received by the Commission by December 17, 2012 will not be cancelled, and the registrations of registrants that file Form ADV-W will be withdrawn and will not be cancelled by a Commission order or orders. For more information or for questions about the inclusion of a registrant on this list, contact: Jennifer Porter, Senior Counsel or Melissa Rovers, Branch Chief at (202) 551-6787 (Division of Investment Management, Office of Investment Adviser Regulation).

Notice is also given that any interested person may, by December 17, 2012, at 5:30 p.m., submit to the Commission in writing a request for a hearing on the cancellation of a registrant, accompanied by a statement as to the nature of his interest, the reason for such request, and the issues, if any, of fact or law proposed to be controverted, and he may request that he be notified if the Commission should order a hearing thereon. Any such communication should be addressed: Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549.

At any time after December 17, 2012, the Commission may issue an order or orders cancelling the registrations of any or all of the registrants listed in the Appendix, upon the basis of the information stated above, unless an order or orders for a hearing on the cancellation shall be issued upon request or upon the Commission's own motion. Persons who requested a hearing, or to be advised as to whether a hearing is ordered, will receive any notices and orders issued in this matter, including the date of the hearing (if ordered) and any postponements thereof.

By the Commission.

**Elizabeth M. Murphy,**  
Secretary.

#### Appendix

801-68570 12 METER MANAGEMENT, LP  
801-72955 3SISTERS SUSTAINABLE  
MANAGEMENT, LLC  
801-71854 ACCESS GLOBAL ADVISORS  
801-70973 ADVANCED FINANCIAL  
SOLUTIONS, INC.  
801-71094 AFC ASSET MANAGEMENT  
SERVICES, INC.  
801-67660 ALDUS CAPITAL, LLC  
801-71247 ALDWYCH CAPITAL  
PARTNERS, LLC

<sup>1</sup> Dodd-Frank Wall Street Reform and Consumer Protection Act, Public Law 111-203, 124 Stat. 1376 (2010).

<sup>2</sup> See section 410 of the Dodd-Frank Act; 15 U.S.C. 80b-3a.

<sup>3</sup> For example, section 410 of the Dodd-Frank Act required mid-sized advisers to register with the states: (i) if the adviser is required to be registered as an investment adviser with the securities commissioner of the state in which it maintains its principal office and place of business; and (ii) if registered with that state, the adviser would be subject to examination as an investment adviser by that securities commissioner. 15 U.S.C. 80b-3a(a)(2). The Commission also amended certain exemptions from the prohibition on Commission registration that were previously adopted under section 203A of the Act. See 17 CFR 275.203a-2.

<sup>4</sup> 17 CFR 275.203a-5.

<sup>5</sup> See 17 CFR 275.203a-5(b), (c).

<sup>6</sup> *Rules Implementing Amendments to the Investment Advisers Act of 1940*, Investment Advisers Act Rel. No. 3221, at 15 (Jun. 22, 2012) [76 FR 42950, 42953-42954 (Jul. 19, 2011)].

<sup>7</sup> 15 U.S.C. 80b-3(h).

801-71312	ALLIANCE CONSULTING, LLC	INVESTMENT ADVISORS INC	LLC
801-39288	ALPHA CAPITAL MANAGEMENT INC	801-69502	CAPITAL CITY INVESTMENT MANAGEMENT COMPANY, INC.
801-69679	ALPHA VISTA ADVISORS LLC	801-37116	CAPITAL MANAGEMENT CORP OF THE NORTHEAST
801-63858	ALPINE CAPITAL MANAGEMENT, LLC	801-69804	CAPITAL STRATEGIES FINANCIAL CORPORATION
801-63029	AM INVESTMENT PARTNERS LLC	801-68390	CAPSTONE CAPITAL GROUP
801-67985	AMERICAN PEGASUS LDG, LLC	801-69331	CARLTON WEALTH MANAGEMENT LLC
801-66956	AMOEBA CAPITAL PARTNERS PTE. LTD.	801-66142	CARMICHAEL STRATEGIES LLC
801-58279	AMUSSEN, HUNSAKER & ASSOCIATES INCORPORATED	801-71599	CARRINGTON STRATEGIC ADVISORS, LLC
801-72517	ANCHOR INVESTMENT PARTNERS LLC	801-65962	CASTLESTONE MANAGEMENT LLC
801-74690	ANVIL CAPITAL ADVISORS, LLC	801-67329	CENTURION INVESTMENT PARTNERS, LLC
801-69544	APELLES INVESTMENT MANAGEMENT, LP	801-72550	CENTURY CITY CAPITAL MANAGEMENT, LLC
801-72622	ARCHETYPE ADVISORS, LLC	801-69779	CHELSEA MORGAN ADVISORS LLC
801-70395	ARTIENCE CAPITAL MANAGEMENT, LLC	801-68372	CHESTER CAPITAL MANAGEMENT, LLC
801-70301	ASSET MANAGEMENT STRATEGIES, LLC	801-57162	CHEVY CHASE ASSET MANAGEMENT LLC
801-69874	ASSOCIATED PROFESSIONAL INVESTMENTS, LLC	801-64167	CHRONIM INVESTMENTS INC.
801-69463	ATHENA ASSET MANAGEMENT & RESEARCH, LLC	801-68715	CLEARPATH WEALTH MANAGEMENT, LLC
801-72293	BAG SECURITIES, LLC	801-70840	CLOSED-END FUND ADVISORS INC.
801-72112	BAOCHUAN CAPITAL MANAGEMENT, LLC	801-68833	COAST WEALTH MANAGEMENT, INC.
801-62938	BARRINGTON ASSET MANAGEMENT, INC.	801-68548	CONCORD ATLANTIC, INC.
801-60288	BEACON CAPITAL MANAGEMENT LIMITED	801-34934	CONSTITUTION RESEARCH & MANAGEMENT INC
801-61433	BERKSHIRE ADVISORS, INC.	801-61705	COPLEY SQUARE CAPITAL MANAGEMENT, LLC
801-72146	BETA CAPITAL MANAGEMENT LLC	801-41021	CORDILLERA ASSET MANAGEMENT
801-71757	BEYOND CAPITAL FINANCIAL MANAGEMENT GROUP, INC.	801-63182	CORNERSTONE CAPITAL MANAGEMENT
801-69391	BILTMORE INVESTMENT MANAGEMENT, LLC	801-55989	CREDICORP SECURITIES INC
801-56997	BISCAYNE ADVISORS, INC.	801-69969	CREMAC ASSET MANAGEMENT, LLC
801-67617	BLACK KNIGHT ASSET MANAGEMENT	801-63124	CURTIS WEALTH MANAGEMENT GROUP, LLC
801-71729	BOLI FUND MANAGEMENT, LLC	801-70413	D LITTLE, L.L.C.
801-14429	BOWMAN FINANCIAL MANAGEMENT CO INC	801-56278	DANIEL FRISHBERG FINANCIAL SERVICES, INC.
801-72221	BOYD INVESTMENT MANAGEMENT, LLC	801-72077	DB2 INVESTMENT ADVISORY SERVICES INC.
801-68519	BRADLEY WEALTH MANAGEMENT, LLC	801-42306	DILMUN INVESTMENTS, INC
801-63049	BRICOLEUR CAPITAL MANAGEMENT, LLC	801-67499	DISCOVERY FINANCIAL GROUP, LLC
801-69628	BRIGHTON WEALTH MANAGEMENT, INC.	801-56038	DIVELEY LIND & ASSOCIATES LLC
801-65969	BROADSTREET CAPITAL PARTNERS, LP	801-70505	DJM WEALTH STRATEGIES, LLC
801-63011	BROADWATER CAPITAL MANAGEMENT LLC	801-60809	DKR CAPITAL PARTNERS L.P.
801-70514	BRYN MAWR FINANCIAL, LLC	801-66443	DKR FUSION MANAGEMENT L.P.
801-67201	BURR & COMPANY, LLC	801-72443	DODD, ANDREW JAMES
801-68809	C.S. ANDERSON FINANCIAL SERVICES, INC	801-70325	DOUBLE ALPHA GROUP LLC
801-65805	C2 ASSET MANAGEMENT L.L.C.	801-72304	DOWNEY CAPITAL MANAGEMENT, INC.
801-70179	CABAL CAPITAL MANAGEMENT, LLC	801-68820	DUNCAN-WILLIAMS, INC.
801-70320	CACHE EQUITY LLC	801-65704	DURHAM ASSET MANAGEMENT L.L.C.
801-30978	CAMBRIDGE FINANCIAL SERVICES, LTD	801-57802	DYNAMIC WEALTH MANAGEMENT
801-55780	CAMERON, MURPHY & SPANGLER, INC.	801-68994	EAGLE EYE ASSET MANAGEMENT, LLC
801-51319	CANNON TINGEY	801-62482	EFFICIENT PORTFOLIO CONSULTANTS, LLC
		801-68115	EMPIRE INVESTING GROUP, LLC
		801-57005	EMPIRE INVESTMENT ADVISORS INC
		801-65038	ERISEY WEALTH MANAGEMENT LLC
		801-63668	EVOLUTION CAPITAL STRATEGIES LLC
		801-61152	EXECUTIVE ASSET MANAGEMENT, INC.
		801-60991	FAIRSON MANAGEMENT LIMITED
		801-64720	FIDUCIARY MANAGEMENT GROUP, LLC
		801-71217	FILIPINOFUNDS INVESTMENT MANAGEMENT, LLC
		801-68836	FINANCIAL LEGACY ASSOCIATES, LLC
		801-24481	FIRST INVESTMENT CORPORATION
		801-36095	FLAGSHIP CAPITAL MANAGEMENT INC
		801-69662	FLATFEEADVISORS.COM, INC.
		801-66649	FORESIGHT ASSET MANAGEMENT, LLC
		801-69724	FORT CAPITAL MANAGEMENT, LLC
		801-63002	FOSTER INVESTMENT CONSULTING LLC
		801-56788	FOUNDING PARTNERS CAPITAL MANAGEMENT COMPANY
		801-61582	FPC SERVICES, INCORPORATED
		801-69648	FUTURE VALUE CONSULTANTS LIMITED
		801-45317	GANUCHEAU CAPITAL MANAGEMENT, INC.
		801-19290	GARLIKOV ADVISORS INC
		801-65627	GDG ASSET MANAGEMENT LIMITED
		801-66112	GELLER & LEHMANN, LLC
		801-72754	GILDED ADVISORS LLC
		801-69546	GLANZ, DANIEL
		801-74448	GLOBAL EVOLUTION USA, LLC
		801-69333	GLOBAL PLUS+ INVESTMENT MANAGEMENT, LLC
		801-72227	GLOBAL PORTFOLIO MANAGEMENT, LTD.
		801-60090	GOLD COAST SECURITIES, INC.
		801-74628	GOLDENGROVE LLC
		801-62648	GOODSTEIN & ASSOCIATES, LLC
		801-72960	GOSLIN III, ALBERT ERNEST
		801-71624	GRANT PARK CAPITAL PARTNERS, LLC
		801-71579	GRAVITY CAPITAL PARTNERS, LLC
		801-67236	GRAYBEARD CAPITAL, LLC
		801-69383	GREENWICH CREEK CAPITAL MANAGEMENT, LLC
		801-66346	GUALARIO & CO., LLC
		801-66823	GUNDERSON CAPITAL MANAGEMENT INC.
		801-47199	HANSEN, BRIAN BENNETT
		801-69429	HATTINGH, DIEDERIK JOHANNES
		801-53254	HAVELL CAPITAL MANAGEMENT LLC
		801-69963	HELIOS INVESTMENTS INC
		801-68598	HEPWORTH EQUITY PARTNERS, LLC
		801-66435	HIGHVIEW POINT PARTNERS, LLC
		801-72056	HILL CAPITAL MANAGEMENT LLC

801-69123 HILL-TOWNSEND CAPITAL, LLC	801-66328 MIRAMAR ASSET MANAGEMENT, LLC	801-69730 SANCTUARY WEALTH MANAGEMENT, LLC
801-68714 HOLMAN INVESTMENTS AND PLANNING, LLC	801-57042 MOHAWK ASSET MANAGEMENT INC	801-26861 SANDER CAPITAL ADVISORS, INC.
801-67355 HOLTER, WILLIAM LATIMER	801-71711 MONTGOMERY ASSET MANAGEMENT, LLC	801-51254 SCEPTRE INVESTMENT COUNSEL LIMITED
801-70767 HORIZON FUNDS MANAGEMENT, LLC	801-42907 NANCY ABRAMS & ASSOCIATES, INC.	801-58027 SCHELLER FINANCIAL SERVICES INC.
801-71677 HORIZONS WEST CAPITAL PARTNERS, LLC	801-69301 NEF ADVISORS, LLC	801-70944 SEDGFIELD CAPITAL MANAGEMENT, LLC
801-67009 HRJ CAPITAL, L.L.C.	801-72732 NEMAN FINANCIAL, INC.	801-71779 SELECT ASSET MANAGEMENT, LLC
801-71614 INNOVATUM CAPITAL PARTNERS, LLC	801-64824 NEXCORE FINANCIAL SERVICES, INCORPORATED	801-64724 SENTINEL WEALTH ADVISORS, LLC
801-70807 INSTITUTIONAL BULLION INVESTMENT ADVISORS, LLC	801-72628 NEXTGEN FAMILY OFFICE, LLC	801-63183 SFM, LLC
801-67273 INVESTMENT SECURITY GROUP, LLC	801-65128 NIGHTWATCH CAPITAL ADVISORS, LLC	801-16175 SHEA JOHN A INVESTMENT ADVISOR
801-69098 IRVINGTON CAPITAL LLC	801-68540 NJR INVESTMENT ADVISORY, INC.	801-39915 SK GROUP, INC
801-51879 J A GIBBONS LLC	801-69484 NORTH POINT ADVISORS	801-33087 SMITH WILLIAM BRUCE
801-64391 JADIS INVESTMENTS LLC	801-50288 NORTHSTAR CAPITAL INC	801-64817 SMITH, THURMAN LEONARD
801-68063 JDM FINANCIAL GROUP LLC	801-65702 OLYMPIUS CAPITAL, L.P.	801-70455 SOUTHPORT ASSET MANAGEMENT
801-66648 JENNINGS INVESTMENT ADVISORS, LLC	801-23421 OMICRON GROUP LTD	801-61272 SOVEREIGN INTERNATIONAL ASSET MANAGEMENT, INC.
801-66895 JERMYN CAPITAL (SINGAPORE) PTE. LTD.	801-71953 ONYX INVESTMENT ADVISORS	801-70589 SOVEREIGN PRIVATE WEALTH, INC.
801-71822 JIM POE AND ASSOCIATES INC.	801-67259 ORACLE FINANCIAL SERVICES, LLC	801-67746 STATE CAPITAL WEALTH MANAGEMENT INC
801-71814 JOBES SOLO INVESTMENT GROUP, LLC	801-68545 OSAGE ENERGY PARTNERS, L.P.	801-25597 STEINE & GOOCH CO INC
801-66643 JOHN R. FIESTA, LLC	801-71098 OUTSTANDING VALUE FINANCIAL MANAGEMENT, LLC	801-66434 STEPHEN M. GROSS, INC.
801-57979 JOHN SHAW NOTMAN	801-65021 PACIFIC FINANCIAL ADVISORS, INC.	801-47378 STEPHEN P. MOULTON & ASSOCIATES, LTD.
801-45453 JUMPER GROUP INC	801-65166 PARK PLACE CAPITAL LIMITED	801-24483 STERLING JOHNSTON CAPITAL MANAGEMENT, L.P.
801-66884 K.K. JERMYN CAPITAL	801-60542 PATRICK LLOYD BECKER	801-69491 STRANBERG CAPITAL LLC
801-72005 KAJO INVESTMENTS, LLC	801-34567 PCA REAL ESTATE ADVISORS, INC.	801-36025 STRATEGIS FINANCIAL GROUP, INC
801-67024 KENNEDY WEALTH MANAGEMENT GROUP LTD.	801-66276 PELION INVESTMENT ADVISORS, INC.	801-74213 TANDRAGEE GLOBAL ADVISORS, LLC
801-69948 KLARAOS, LLC	801-65099 PEMIGEWASSET CAPITAL LLC	801-53568 TBIG FINANCIAL SERVICES INC
801-42331 KOCH ASSET MANAGEMENT LLC	801-66759 PENSION PERFORMANCE ADVISORS, INC.	801-28191 THE CARMACK GROUP, INC.
801-69365 KURTIN FINANCIAL ADVISERS, LLC	801-63878 PERMANENT VALUE INC.	801-68698 THE COLOMA GROUP, L.LC.
801-69343 L&P FINANCIAL TRUSTEES LTD	801-72260 PINACULO LLC	801-54184 THE DELANCEY CAPITAL GROUP, LP
801-73035 LANCELOT CAPITAL LIMITED	801-70132 PLACE, BRYAN, MCNEILL	801-64694 THE OXFORD PRIVATE CLIENT GROUP, LLC
801-63887 LANPHIER CAPITAL MANAGEMENT, INC.	801-68161 PRESIDIUM PARTNERS, LLC	801-36203 THE SPANGLER GROUP, INC.
801-68524 LEXINGTON INVESTMENT COUNSEL, LLC	801-14186 PROFESSIONAL INVESTMENT COUNSEL, INC	801-71205 THE UNIVERSITY FUNDS, LLC
801-70312 LIGHHOUSE CAPITAL PARTNERS, LLC	801-71591 PROSAPIA CAPITAL MANAGEMENT, LLC	801-66115 THOMSON FINANCIAL ADVISORS LLC.
801-56394 LITCHFIELD & NELSON, INC	801-62787 QUANTEL ASSOCIATES, INC.	801-62975 THUNDERSTORM CAPITAL LLC
801-56364 LITTLEFIELD ASSET MGMT. INC.	801-63842 QUANTUM FAMILY OFFICE GROUP, LLC	801-47405 TONG ROBERT WAI
801-49599 LONGWOOD INVESTMENT ADVISORS INC	801-68872 QUANTUM WEALTH MANAGEMENT LLC	801-65028 TRIBUTARY CAPITAL MANAGEMENT., LLC
801-37592 M. D. FALK & COMPANY, INC.	801-70459 RANDY MEYER INVESTMENT MANAGEMENT, LLC	801-72696 TRILLION CAPITAL, LLC
801-66388 MACARTHURCOOK INVESTMENT MANAGERS LIMITED	801-72606 RFG ADVISORY GROUP, LLC	801-69905 TRIVELLONI ASSET MANAGEMENT, LLC
801-74815 MADISONLEE PARTNERS, LLC	801-44866 RICH INVESTMENTS INC	801-67142 TWEDDELL GOLDBERG LLC
801-71939 MANAIA CAPITAL MANAGEMENT, INC.	801-57081 RINCON PACIFIC MANAGEMENT INC	801-61159 UNIVEST INVESTMENTS, INC.
801-45332 MAPLE LEAF INVESTMENT MANAGEMENT INC	801-64933 RIOUX & COMPANY, LLC	801-64165 USF SERVICES, LLC
801-71070 MARKS THERIOT WALSTON & COMPANY, INC.	801-68439 RIVEREDGE CONVERTIBLE PORTFOLIO ADVISORS, LLC	801-71511 VANTAGE POINT ADVISORS, LLC
801-55125 MARSDEN CAPITAL MANAGEMENT, LLC.	801-70387 ROSE & SKY INVESTMENTS (CAYMAN) LTD	801-42685 VARN INVESTMENT COUNSEL INC
801-67908 MARTINELLI DISCENZA INVESTMENT COUNSEL, INC.	801-62387 RUBY CORPORATION	801-39326 VIRGINIA CAPITAL MANAGEMENT GROUP INC
801-60658 MCW ADVISORS	801-44751 RULAPAUGH STANLEY EUGENE	801-60397 W.WALL AND COMPANY, INC.
801-63100 MEREDITH PORTFOLIO MANAGEMENT INC.	801-72770 RUTHERFORD, GARY LEE	801-63137 WALRUS PARTNERS, LLC
801-63422 MERIDIAN ASSET MANAGEMENT LLC	801-60566 RYAN CAPITAL ADVISORS, LLC	801-67403 WASHINGTON CORNER CAPITAL MANAGEMENT, LP
801-70666 MG SULLIVAN, LLC	801-72680 S BROWN AND ASSOCIATES, LLC	801-62780 WATERS CAPITAL ADVISERS, LLC
801-69605 MICOUD INVESTMENTS LIMITED	801-70230 SACHS INVESTMENT GROUP, LLC	801-63026 WATERVILLE INVESTMENTS, INC.

801-74505 WEALTH FOCUS RESOURCES, LLC  
 801-69539 WEALTH LTD  
 801-54769 WEALTH MANAGEMENT LLC  
 801-62294 WELLS, CANNING & ASSOCIATES INC.  
 801-48199 WENDEL ANDREW MARTIN  
 801-40981 WEST ELLIS INVESTMENT MANAGEMENT INC  
 801-71961 WEST RIDGE REALTY ADVISORS LLC  
 801-19899 WESTRIDGE CAPITAL MANAGEMENT INC  
 801-64673 WFP SECURITIES CORPORATION  
 801-37177 WHB WOLVERINE ASSET MANAGEMENT INC  
 801-72403 WICKER PARK ADVISORS, LLC  
 801-16393 WILLIAMSON & SNEED INCORPORATED  
 801-67795 WILSHIRE-PENNINGTON GROUP, INC.  
 801-12695 WITTER WILLIAM D INC  
 801-69064 WORLDWIDE ASSET MANAGEMENT GROUP, LLC  
 801-70899 WYNNCORR CAPITAL MANAGEMENT, LLC

[FR Doc. 2012-26234 Filed 10-24-12; 8:45 am]

BILLING CODE 8011-01-P

## SECURITIES AND EXCHANGE COMMISSION

### Sunshine Act Meeting Notice.

**FEDERAL REGISTER CITATION OF PREVIOUS ANNOUNCEMENT:** [77 FR 64836, October 23, 2012]

**STATUS:** Closed Meeting.

**PLACE:** 100 F Street NE., Washington, DC.

**DATE AND TIME OF PREVIOUSLY ANNOUNCED MEETING:** Tuesday, October 23, 2012 at 3:00 p.m.

**CHANGE IN THE MEETING:** Date and Time Change.

The Closed Meeting scheduled for Tuesday, October 23, 2012 at 3:00 p.m., has been changed to Thursday, October 25, 2012 at 10:00 a.m.

Commissioner Walter, as duty officer, voted to consider the item listed for the Closed Meeting in closed session, and determined that no earlier notice thereof was possible.

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: October 23, 2012.

**Kevin M. O'Neill,**  
*Deputy Secretary.*

[FR Doc. 2012-26402 Filed 10-23-12; 4:15 pm]

BILLING CODE 8011-01-P

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-68073; File No. SR-NASDAQ-2012-098]

### Self-Regulatory Organizations; The NASDAQ Stock Market LLC; Order Granting Approval of Proposed Rule Change Relating to the Listing and Trading of Shares of the WisdomTree Global Corporate Bond Fund of the WisdomTree Trust

October 19, 2012.

#### I. Introduction

On August 15, 2012, The NASDAQ Stock Market LLC ("Nasdaq" or "Exchange") filed with the Securities and Exchange Commission ("Commission"), 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> a proposed rule change to list and trade the shares ("Shares") of the WisdomTree Global Corporate Bond Fund ("Fund") of the WisdomTree Trust ("Trust") under Nasdaq Rule 5735. The proposed rule change was published for comment in the **Federal Register** on September 5, 2012.<sup>3</sup> The Commission received no comments on the proposal. This order grants approval of the proposed rule change.

#### II. Description of the Proposed Rule Change

The Exchange proposes to list and trade the Shares of the Fund under Nasdaq Rule 5735, which governs the listing and trading of Managed Fund Shares on the Exchange. The Fund will be an actively managed exchange-traded fund ("ETF"). The Shares will be offered by the Trust, which was established as a Delaware statutory trust on December 15, 2005. The Fund is registered with the Commission as an investment company and has filed a registration statement on Form N-1A with the Commission.<sup>4</sup> WisdomTree Asset Management, Inc. is the investment adviser ("Adviser") to the Fund,<sup>5</sup> and Western Asset Management Company serves as sub-adviser for the Fund ("Sub-Adviser").<sup>6</sup> The Bank of

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

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

<sup>3</sup> See Securities Exchange Act Release No. 67750 (August 29, 2012), 77 FR 54640 ("Notice").

<sup>4</sup> See Post-Effective Amendment No. 56 to Registration Statement on Form N-1A for the Trust, dated July 1, 2011 (File Nos. 333-132380 and 811-21864) ("Registration Statement").

<sup>5</sup> WisdomTree Investments, Inc. is the parent company of the Adviser.

<sup>6</sup> The Sub-Adviser is responsible for day-to-day management of the Fund and, as such, typically makes all decisions with respect to portfolio

New York Mellon is the administrator, custodian, and transfer agent for the Trust, and ALPS Distributors, Inc. serves as the distributor for the Trust.<sup>7</sup> The Exchange represents that neither the Adviser nor the Sub-Adviser are affiliated with any broker-dealer.<sup>8</sup>

#### *WisdomTree Global Corporate Bond Fund*

The Fund seeks to provide a high level of total return consisting of both income and capital appreciation. To achieve its objective, the Fund will invest in debt securities of corporations that are domiciled or economically tied to countries throughout the world.

#### *Global Corporate Debt*

Specifically, the Fund intends to achieve its investment objectives through direct and indirect investments in Global Corporate Debt. With respect to this proposal, Global Corporate Debt includes fixed-income securities, such as bonds, notes, or other debt obligations, including loan participation notes ("LPNs"),<sup>9</sup> as well as other debt instruments denominated in U.S. dollars or local currencies. Global Corporate Debt also includes fixed income securities or debt obligations that are issued by companies or agencies that may receive financial support or backing from local government. Fixed income securities include Money Market Securities as defined below.

holdings. The Adviser has ongoing oversight responsibility.

<sup>7</sup> The Commission has issued an order granting certain exemptive relief to the Trust under the Investment Company Act of 1940 ("1940 Act"). See Investment Company Act Release No. 28471 (October 27, 2008) (File No. 812-13458). In compliance with Nasdaq Rule 5735(b)(5), which applies to Managed Fund Shares based on an international or global portfolio, the Trust's application for exemptive relief under the 1940 Act states that the Fund will comply with the federal securities laws in accepting securities for deposits and satisfying redemptions with redemption securities, including that the securities accepted for deposits and the securities used to satisfy redemption requests are sold in transactions that would be exempt from registration under the Securities Act of 1933.

<sup>8</sup> See Nasdaq Rule 5735(g). The Exchange represents that, in the event (a) the Adviser or the Sub-Adviser becomes newly affiliated with a broker-dealer, or (b) any new adviser or sub-adviser becomes affiliated with a broker-dealer, it will implement a fire wall with respect to such broker-dealer regarding access to information concerning the composition and/or changes to a portfolio, and will be subject to procedures designed to prevent the use and dissemination of material, non-public information regarding such portfolio. In addition, Adviser and/or Sub-Adviser personnel who make decisions regarding the Fund's portfolio are subject to procedures designed to prevent the use and dissemination of material, non-public information regarding the Fund's portfolio.

<sup>9</sup> The Fund may invest in LPNs with a minimum outstanding principal amount of \$200 million that the Adviser or Sub-Adviser deems to be liquid.