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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.	801-57005 EMPIRE INVESTMENT ADVISORS INC
801-69679	ALPHA VISTA ADVISORS LLC	801-37116 CAPITAL MANAGEMENT CORP OF THE NORTHEAST	801-65038 ERISEY WEALTH MANAGEMENT LLC
801-63858	ALPINE CAPITAL MANAGEMENT, LLC	801-69804 CAPITAL STRATEGIES FINANCIAL CORPORATION	801-63668 EVOLUTION CAPITAL STRATEGIES LLC
801-63029	AM INVESTMENT PARTNERS LLC	801-68390 CAPSTONE CAPITAL GROUP	801-61152 EXECUTIVE ASSET MANAGEMENT, INC.
801-67985	AMERICAN PEGASUS LDG, LLC	801-69331 CARLTON WEALTH MANAGEMENT LLC	801-60991 FAIRSON MANAGEMENT LIMITED
801-66956	AMOEBE CAPITAL PARTNERS PTE. LTD.	801-66142 CARMICHAEL STRATEGIES LLC	801-64720 FIDUCIARY MANAGEMENT GROUP, LLC
801-58279	AMUSSEN, HUNSAKER & ASSOCIATES INCORPORATED	801-71599 CARRINGTON STRATEGIC ADVISORS, LLC	801-71217 FILIPINOFUNDS INVESTMENT MANAGEMENT, LLC
801-72517	ANCHOR INVESTMENT PARTNERS LLC	801-65962 CASTLESTONE MANAGEMENT LLC	801-68836 FINANCIAL LEGACY ASSOCIATES, LLC
801-74690	ANVIL CAPITAL ADVISORS, LLC	801-67329 CENTURION INVESTMENT PARTNERS, LLC	801-24481 FIRST INVESTMENT CORPORATION
801-69544	APELLES INVESTMENT MANAGEMENT, LP	801-72550 CENTURY CITY CAPITAL MANAGEMENT, LLC	801-36095 FLAGSHIP CAPITAL MANAGEMENT INC
801-72622	ARCHETYPE ADVISORS, LLC	801-69779 CHELSEA MORGAN ADVISORS LLC	801-69662 FLATFEEADVISORS.COM, INC.
801-70395	ARTIENCE CAPITAL MANAGEMENT, LLC	801-68372 CHESTER CAPITAL MANAGEMENT, LLC	801-66649 FORESIGHT ASSET MANAGEMENT, LLC
801-70301	ASSET MANAGEMENT STRATEGIES, LLC	801-57162 CHEVY CHASE ASSET MANAGEMENT LLC	801-69724 FORT CAPITAL MANAGEMENT, LLC
801-69874	ASSOCIATED PROFESSIONAL INVESTMENTS, LLC	801-64167 CHRONIM INVESTMENTS INC.	801-63002 FOSTER INVESTMENT CONSULTING LLC
801-69463	ATHENA ASSET MANAGEMENT & RESEARCH, LLC	801-68715 CLEARPATH WEALTH MANAGEMENT, LLC	801-56788 FOUNDING PARTNERS CAPITAL MANAGEMENT COMPANY
801-72293	BAG SECURITIES, LLC	801-70840 CLOSED-END FUND ADVISORS INC.	801-61582 FPC SERVICES, INCORPORATED
801-72112	BAOCHUAN CAPITAL MANAGEMENT, LLC	801-68833 COAST WEALTH MANAGEMENT, INC.	801-69648 FUTURE VALUE CONSULTANTS LIMITED
801-62938	BARRINGTON ASSET MANAGEMENT, INC.	801-68548 CONCORD ATLANTIC, INC.	801-45317 GANUCHEAU CAPITAL MANAGEMENT, INC.
801-60288	BEACON CAPITAL MANAGEMENT LIMITED	801-34934 CONSTITUTION RESEARCH & MANAGEMENT INC	801-19290 GARLIKOV ADVISORS INC
801-61433	BERKSHIRE ADVISORS, INC.	801-61705 COPLEY SQUARE CAPITAL MANAGEMENT, LLC	801-65627 GDG ASSET MANAGEMENT LIMITED
801-72146	BETA CAPITAL MANAGEMENT LLC	801-41021 CORDILLERA ASSET MANAGEMENT	801-66112 GELLER & LEHMANN, LLC
801-71757	BEYOND CAPITAL FINANCIAL MANAGEMENT GROUP, INC.	801-63182 CORNERSTONE CAPITAL MANAGEMENT	801-72754 GILDED ADVISORS LLC
801-69391	BILTMORE INVESTMENT MANAGEMENT, LLC	801-55989 CREDICORP SECURITIES INC	801-69546 GLANZ, DANIEL
801-56997	BISCAYNE ADVISORS, INC.	801-69969 CREMAC ASSET MANAGEMENT, LLC	801-74448 GLOBAL EVOLUTION USA, LLC
801-67617	BLACK KNIGHT ASSET MANAGEMENT	801-63124 CURTIS WEALTH MANAGEMENT GROUP, LLC	801-69333 GLOBAL PLUS+ INVESTMENT MANAGEMENT, LLC
801-71729	BOLI FUND MANAGEMENT, LLC	801-70413 D LITTLE, L.L.C.	801-72227 GLOBAL PORTFOLIO MANAGEMENT, LTD.
801-14429	BOWMAN FINANCIAL MANAGEMENT CO INC	801-56278 DANIEL FRISHBERG FINANCIAL SERVICES, INC.	801-60090 GOLD COAST SECURITIES, INC.
801-72221	BOYD INVESTMENT MANAGEMENT, LLC	801-72077 DB2 INVESTMENT ADVISORY SERVICES INC.	801-74628 GOLDENGROVE LLC
801-68519	BRADLEY WEALTH MANAGEMENT, LLC	801-42306 DILMUN INVESTMENTS, INC	801-62648 GOODSTEIN & ASSOCIATES, LLC
801-63049	BRICOLEUR CAPITAL MANAGEMENT, LLC	801-67499 DISCOVERY FINANCIAL GROUP, LLC	801-72960 GOSLIN III, ALBERT ERNEST
801-69628	BRIGHTON WEALTH MANAGEMENT, INC.	801-56038 DIVELEY LIND & ASSOCIATES LLC	801-71624 GRANT PARK CAPITAL PARTNERS, LLC
801-65969	BROADSTREET CAPITAL PARTNERS, LP	801-70505 DJM WEALTH STRATEGIES, LLC	801-71579 GRAVITY CAPITAL PARTNERS, LLC
801-63011	BROADWATER CAPITAL MANAGEMENT LLC	801-60809 DKR CAPITAL PARTNERS L.P.	801-67236 GRAYBEARD CAPITAL, LLC
801-70514	BRYN MAWR FINANCIAL, LLC	801-66443 DKR FUSION MANAGEMENT L.P.	801-69383 GREENWICH CREEK CAPITAL MANAGEMENT, LLC
801-67201	BURR & COMPANY, LLC	801-72443 DODD, ANDREW JAMES	801-66346 GUALARIO & CO., LLC
801-68809	C.S. ANDERSON FINANCIAL SERVICES, INC	801-70325 DOUBLE ALPHA GROUP LLC	801-66823 GUNDERSON CAPITAL MANAGEMENT INC.
801-65805	C2 ASSET MANAGEMENT L.L.C.	801-72304 DOWNEY CAPITAL MANAGEMENT, INC.	801-47199 HANSEN, BRIAN BENNETT
801-70179	CABAL CAPITAL MANAGEMENT, LLC	801-68820 DUNCAN-WILLIAMS, INC.	801-69429 HATTINGH, DIEDERIK JOHANNES
801-70320	CACHE EQUITY LLC	801-65704 DURHAM ASSET MANAGEMENT L.L.C.	801-53254 HAVELL CAPITAL MANAGEMENT LLC
801-30978	CAMBRIDGE FINANCIAL SERVICES, LTD	801-57802 DYNAMIC WEALTH MANAGEMENT	801-69963 HELIOS INVESTMENTS INC
801-55780	CAMERON, MURPHY & SPANGLER, INC.	801-68994 EAGLE EYE ASSET MANAGEMENT, LLC	801-68598 HEPWORTH EQUITY PARTNERS, LLC
801-51319	CANNON TINGEY	801-62482 EFFICIENT PORTFOLIO CONSULTANTS, LLC	801-66435 HIGHVIEW POINT PARTNERS, LLC
		801-68115 EMPIRE INVESTING GROUP,	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	SEDFIELD 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.L.C.
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	LIGHTHOUSE CAPITAL PARTNERS, LLC	801-71591	PROSAPIA CAPITAL MANAGEMENT, LLC	801-66115	THOMSON FINANCIAL ADVISORS LLC.
801-56394	LITCHEFIELD & 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.