



<b>EDGA &amp; EDGX STOCK EXCHANGES</b>			
Regulatory Information Circular			
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**Subject:**      **WisdomTree SmallCap Dividend Fund**  
**WisdomTree Global Equity Income Fund**  
**WisdomTree Europe SmallCap Dividend Fund**  
**WisdomTree Japan SmallCap Dividend Fund**  
**WisdomTree Equity Income Fund**  
**WisdomTree International MidCap Dividend Fund**  
**WisdomTree Large Cap Dividend Fund**  
**WisdomTree International SmallCap Dividend Fund**  
**WisdomTree Pacific ex-Japan Total Dividend Fund**  
**WisdomTree Pacific Equity Income Fund**  
**WisdomTree World ex-US Growth Fund**  
**WisdomTree International LargeCap Dividend Fund**  
**WisdomTree MidCap Dividend Fund**  
**WisdomTree International Dividend ex-Financials Fund**  
**WisdomTree Total Dividend Fund**  
**WisdomTree DEFA Equity Income Fund**  
**WisdomTree Dividend ex-Financials Fund**  
**WisdomTree DEFA Fund**  
**WisdomTree Japan Total Dividend Fund**

### **Background Information on the Funds**

WisdomTree Asset Management, Inc. (“WTA” or “Advisor”) is the investment advisor to the Funds. The Advisor is registered under the Investment Advisers Act of 1940. The Advisor’s parent corporation is WisdomTree Investments, Inc. (“WTI”) (formerly Index Development Partners, Inc.). Each Fund will be advised by WTA. WTA has entered into a Subadvisory Agreement with BNY Investment Advisors, a separately identifiable division of The Bank of New York with respect to the Funds. ALPS Distributors, Inc., a broker-dealer registered under the Exchange Act, acts on an agency basis and is the distributor and principal underwriter of the Creation Units (as defined below) of Shares.

The investment objective of each Fund will be to provide investment returns that closely correspond to the price, dividend, and yield performance of its respective underlying WisdomTree Index.

According to the Funds’ Registration Statement, each of the WisdomTree High-Yielding Equity

Fund, WisdomTree LargeCap Dividend Fund, WisdomTree Dividend Top 100 Fund, WisdomTree MidCap Dividend Fund, WisdomTree International LargeCap Dividend Fund and WisdomTree International Dividend Top 100 Fund, intend to invest in all or substantially all of the securities in its Index in approximately the same proportions as such securities are found in the Index. This investment strategy is sometimes known as "Replication." While each of these Funds generally will use a Replication strategy, each Fund may, in certain circumstances use a "Representative Sampling" strategy (described below).

Each of the other Funds intends to use a Representative Sampling strategy to invest in substantially all of the securities in its underlying Index. Representative Sampling means that the Fund selects from the underlying Index a sample of securities that closely resembles the underlying Index in terms of key performance and risk factors and other characteristics.

Purchases and redemptions of Creation Units will be made generally by means of an in-kind tender of specified securities ("Deposit Securities"). To redeem, an investor must accumulate enough Shares to constitute a Creation Unit. The size of a Creation Unit is 50,000 shares for the WisdomTree Domestic Equity Funds and 100,000 shares for the WisdomTree International Equity Funds, except for the DIEFA Fund, for which the Creation Unit size is 250,000 shares. Redemption requests must be placed by or through an Authorized Participant. Redemption requests in good order will receive the NAV next determined after the request is received. Therefore, all redemption requests received by the Funds prior to the NAV Calculation Time (as described in the Registration Statement) will receive the NAV determined immediately thereafter, whereas all redemption requests received by the Funds after the NAV Calculation Time will receive the NAV calculated on the immediately following business day. Procedures for redemptions are analogous (in reverse) to those for purchase of Creation Units, except that redemption requests are made directly to the Fund and are not made through the Distributor.

For a more complete description of the Funds and the underlying indexes, visit [www.wisdomtree.com](http://www.wisdomtree.com).

### **Principal Risks**

Interested persons are referred to discussion in the Funds' prospectus of principal risks of an investment in the Funds. These include tracking error risk (factors causing a Fund's performance to not match the performance of the underlying index), market trading risk (for example, trading halts, trading above or below net asset value), stock market risk, investment style risk, interest rate risk, investment approach risk, concentration risk, non-diversification risk, issuer-specific risk, management risk, lack of market liquidity, lack of governmental insurance or guarantee, and fiscal policy risk.

### **Trading Hours**

Trading in the shares on EDGA and EDGX Exchanges (the "Exchanges") is on a UTP basis and is subject to the Exchanges equity trading rules. The shares will trade from 8:00 a.m. until 8:00 p.m. Eastern Time. Members trading the shares during the Extended Market Sessions (Pre-opening and Post-closing sessions) are exposed to the risk of the lack of the calculation or dissemination of underlying index value or intraday indicative value ("IIV"). For certain derivative securities products, an updated underlying index value or IIV may not be calculated or publicly disseminated in the Extended Market hours. Since the underlying index value and IIV are not calculated or widely disseminated during Extended Market hours, an investor who is

unable to calculate implied values for certain derivative securities products during Extended Market hours may be at a disadvantage to market professionals.

### **Exchange Rules Applicable to Trading in the Shares**

The Shares are considered equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities.

### **Exemptive, Interpretive and No-Action Relief Under Federal Securities Regulations**

The Securities and Exchange Commission ("SEC") has issued exemptive, interpretive and no-action relief from certain provisions of and rules under the Act regarding trading in the abovementioned Funds. Members and member organizations are referred to the Letter from James Brigagliano, Acting Associate Director, Division of Market Regulation, SEC, to Kathleen H. Moriarty, Carter, Ledyard & Milburn LLP, dated June 15, 2006 ("SEC Letter"). A description of the SEC's exemptive relief follows; however, in the event of any discrepancy between this description and the SEC Letter, the text of the SEC Letter controls.

### **Regulation M Exemptions**

Generally, Rules 101 and 102 of Regulation M prohibit any "distribution participant" and its "affiliated purchasers" from bidding for, purchasing, or attempting to induce any person to bid for or purchase any security which is the subject of a distribution until after the applicable restricted period, except as specifically permitted in Regulation M. The provisions of the Rules apply to underwriters, prospective underwriters, brokers, dealers, and other persons who have agreed to participate or are participating in a distribution of securities.

The Commission issued a No-Action Letter by which persons participating in a distribution of shares of a fund may engage in secondary market transactions in such shares during their participation in such a distribution, despite the requirements of from Rule 101 under Regulation M. In addition, the Commission has permitted persons who may be deemed to be participating in the distribution of shares of a fund (i) to purchase securities for the purpose of purchasing creation unit aggregations of fund shares and (ii) to tender securities for redemption in Creation Unit Aggregations. Further, the Commission has clarified that the tender of fund shares to the Fund for redemption does not constitute a bid for or purchase of any of the Funds' securities during the restricted period of Rule 101. The Commission has issued a No-Action Letter to paragraph (e) of Rule 102 under Regulation M which allow the redemption of fund shares in creation unit aggregations during the continuous offering of shares.

### **Customer Confirmations for Creation or Redemption of Fund Shares (SEC Rule 10b-10)**

Broker-dealers who handle purchases or redemptions of Fund shares in Creation Units for customers will be permitted to provide such customers with a statement of the number of Creation Unit Aggregations created or redeemed without providing a statement of the identity, number and price of shares of the individual securities tendered to the Fund for purposes of purchasing creation unit aggregations ("Deposit Securities") or the identity, number and price of shares to be delivered by the Trust to the redeeming holder ("Redemption Securities"). The composition of the securities required to be tendered to the Fund for creation purposes and of the securities to be delivered on redemption will be disseminated each business day and will be applicable to requests for creations or redemption, as the case may be, on that day. This exemptive relief under Rule 10b-10 with respect to creations and redemptions is subject to the

following conditions:

- 1) Confirmations to customers engaging in creations or redemptions must state that all information required by Rule 10b-10 will be provided upon request;
- 2) Any such request by a customer for information required by Rule 10b-10 will be filed in a timely manner, in accordance with Rule 10b-10(c);
- 3) Except for the identity, number and price of shares of the component securities of the Deposit Securities and Redemption Securities, as described above, confirmations to customers must disclose all other information required by Rule 10b-10(a).

### **SEC Rule 14e-5**

The Commission has permitted any person acting as a dealer-manager of a tender offer for a component security of fund (1) to redeem fund shares in creation unit aggregations from the issuer that may include a security subject to such tender offer and (2) to purchase fund shares during such tender offer. In addition, a No-Action has been issued under Rule 14e-5 states that if a broker-dealer acting as a dealer-manager of a tender offer for a security of the Fund purchases or arranges to purchase such securities in the secondary market for the purpose of tendering such securities to purchase one or more creation unit aggregations of shares, it must be made in conformance with the following:

- i. such bids or purchases are effected in the ordinary course of business, in connection with a basket of 20 or more securities in which any security that is the subject of a distribution, or any reference security, does not comprise more than 5% of the value of the basket purchased; or
- ii. purchases are effected as adjustments to such basket in the ordinary course of business as a result of a change in the composition of the underlying index; and
- iii. such bids or purchases are not effected for the purpose of facilitating such tender offer.

### **Section 11(d)(1); SEC Rules 11d1-1 and 11d1-2**

Section 11(d)(1) of the Act generally prohibits a person who is both a broker and a dealer from effecting any transaction in which the broker-dealer extends credit to a customer on any security which was part of a new issue in the distribution of which he participated as a member of a selling syndicate or group within thirty days prior to such transaction. The Commission has clarified that Section 11(d)(1) does not apply to broker-dealers that are not authorized participants (and, therefore, do not create creation unit aggregations) that engage in both proprietary and customer transactions in shares of a fund in the secondary market, and for broker-dealer authorized participants that engage in creations of creation unit aggregations. This relief is subject to specific conditions, including the condition that such broker-dealer (whether or not an authorized participant) does not, directly or indirectly, receive from the fund complex any payment, compensation or other economic incentive to promote or sell the shares of a fund to persons outside the fund complex, other than non-cash compensation permitted under NASD Rule 2830 (I)(5)(A), (B) or (C). See letter dated November 22, 2005 from Brian A Bussey, Assistant Chief Counsel, Division of Market Regulation, to Barclays Global Investors, N.A., dated November 22, 2005. The Commission has issued a No-Action Letter under Section 11(d)(1) of the Act states that broker-dealers may treat shares of a fund, for purposes of Rule 11d1-2, as "securities issued by a registered open-end investment company as defined in the Investment Company Act" and thereby extend credit or maintain or arrange for the extension or

maintenance of credit on shares that have been owned by the persons to whom credit is provided for more than 30 days, in reliance on the exemption contained in the rule.

### **SEC Rule 15c1-5 and 15c1-6**

The SEC has taken a no-action position with respect to Rule 15c1-5 and Rule 15c1-6 as to the required disclosure of control by a broker or dealer with respect to creations and redemptions of Fund shares and secondary market transactions therein.

### **Due Diligence**

Under Exchange Rule 3.7 in recommending to a customer the purchase, sale or exchange of any security, a Member shall have reasonable grounds for believing that the recommendation is suitable for such customer upon the basis of the facts disclosed by such customer, after reasonable inquiry by the Member, as to the customer's other securities holdings and as to the customer's financial situation and needs.

### **Trading Halts**

The Exchanges will halt trading in the Shares of a Trust in accordance with Exchange Rules 14.1(c)(4). The grounds for a halt under this Rule include a halt by the primary market because it stops trading the Shares and/or a halt because dissemination of the IIV or applicable currency spot price has ceased, or a halt for other regulatory reasons. In addition, the Exchanges will stop trading the Shares of a Trust if the primary market de-lists the Shares.

### **Delivery of a Prospectus**

Pursuant to federal securities laws, investors purchasing Shares must receive a prospectus prior to or concurrently with the confirmation of a transaction. Investors purchasing Shares directly from the Fund (by delivery of the Deposit Amount) must also receive a prospectus.

Prospectuses may be obtained through the Distributor or on the Fund's website. The Prospectus does not contain all of the information set forth in the registration statement (including the exhibits to the registration statement), parts of which have been omitted in accordance with the rules and regulations of the SEC. For further information about the Fund, please refer to the Trust's registration statement.

### **Purchases and Redemptions in Creation Unit Size**

Exchange members and member organizations are hereby informed that procedures for purchases and redemptions of Shares in Creation Unit Size are described in the Funds' prospectus and Statement of Additional Information, and that Shares are not individually redeemable but are redeemable only in Creation Unit Size aggregations or multiples thereof.

### **Surveillance**

All Exchange surveillances applicable to trading of equities on the Exchange will apply to trading in the Shares of the Funds.

**This Regulatory Information Circular is not a statutory Prospectus. Members should consult the Trust's Registration Statement, SAI, Prospectus and the Fund's website for relevant information.**

## Appendix A

<b>Ticker</b>	<b>Fund Name</b>	<b>Cusip</b>
DES	WisdomTree SmallCap Dividend Fund	97717W604
DEW	WisdomTree Global Equity Income Fund	97717W877
DFE	WisdomTree Europe SmallCap Dividend Fund	97717W869
DFJ	WisdomTree Japan SmallCap Dividend Fund	97717W836
DHS	WisdomTree Equity Income Fund	97717W208
DIM	WisdomTree International MidCap Dividend Fund	97717W778
DLN	WisdomTree Large Cap Dividend Fund	97717W307
DLS	WisdomTree International SmallCap Dividend Fund	97717W760
DND	WisdomTree Pacific ex-Japan Total Dividend Fund	97717W828
DNH	WisdomTree Pacific Equity Income Fund	97717W810
DNL	WisdomTree World ex-US Growth Fund	97717W844
DOL	WisdomTree International LargeCap Dividend Fund	97717W794
DON	WisdomTree MidCap Dividend Fund	97717W505
DOO	WisdomTree International Dividend ex-Financials Fund	97717W786
DTD	WisdomTree Total Dividend Fund	97717W109
DTH	WisdomTree DEFA Equity Income Fund	97717W802
DTN	WisdomTree Dividend ex-Financials Fund	97717W406
DWM	WisdomTree DEFA Fund	97717W703
DXJ	WisdomTree Japan Total Dividend Fund	97717W851