

WisdomTree Trust  
Form 497  
December 28, 2009  
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## PROSPECTUS

June 10, 2009 as revised December 28, 2009

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## WisdomTree Trust

### WisdomTree International Hedged Equity Fund (HEDJ)

**THE SECURITIES AND EXCHANGE COMMISSION ( SEC ) HAS NOT APPROVED OR DISAPPROVED THESE SECURITIES OR PASSED UPON THE ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

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# WisdomTree Trust

WisdomTree Trust (the Trust) is a registered investment company that consists of separate investment portfolios called Funds. This prospectus describes the **WisdomTree International Hedged Equity Fund**. The Fund seeks investment results that closely correspond to the price and yield performance, before fees and expenses, of the WisdomTree DEFA International Hedged Equity Index (the Index). The Index and the Fund are designed to provide exposure to equity securities in Europe, Far East Asia and Australasia, while at the same time hedging exposure to fluctuations between the value of the U.S. dollar and selected non-U.S. currencies in these regions. The Index is created using proprietary methodologies developed by WisdomTree Investments, Inc.

The Fund is an exchange traded fund (ETF). This means that shares of the Fund are listed on a national securities exchange, such as NYSE Arca, and trade at market prices. The market price for the Fund's shares may be different from its net asset value per share (NAV). The Fund has its own CUSIP number and exchange trading symbol.

The Fund described in this Prospectus issues and redeems shares at NAV only in large blocks of shares (Creation Units). These transactions are usually in exchange for a basket of securities and an amount of cash. As a practical matter, only institutions or large investors purchase or redeem Creation Units. Except when aggregated in Creation Units, shares of the Fund are not redeemable securities.

## **A NOTE TO RETAIL INVESTORS**

Shares can be purchased directly from the issuing Fund only in exchange for a basket of securities that is expected to be worth several million dollars. Most individual investors, therefore, will not be able to purchase shares directly from a Fund. Instead, these investors will purchase shares in the secondary market through a brokerage account or with the assistance of a broker. Thus, some of the information contained in this Prospectus such as information about purchasing and redeeming shares from a Fund and references to transaction fees imposed on purchases and redemptions is not relevant to most individual investors. Shares purchased or sold through a brokerage account or with the assistance of a broker may be subject to brokerage commissions and charges.

INVESTMENT PRODUCTS: n ARE NOT FDIC INSURED n MAY LOSE VALUE n ARE NOT BANK GUARANTEED

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### **WisdomTree International Hedged Equity Fund**

Ticker Symbol: HEDJ

Cusip Number: 97717X701

### **Overview**

This Prospectus provides the information you need to make an informed decision about investing in the Fund. It contains important facts about the Trust as a whole and the Fund in particular. The Fund is an exchange-traded fund ( ETF ). ETFs are funds whose shares are listed on a stock exchange and traded like equity securities at market prices. ETFs, such as the Fund, allow you to buy or sell shares that represent the collective performance of a selected group of securities. ETFs are designed to add the flexibility, ease and liquidity of stock-trading to the benefits of traditional fund investing.

WisdomTree Asset Management, Inc. ( WisdomTree Asset Management ) is the investment adviser to the Fund. WisdomTree Investments, Inc. ( WisdomTree Investments ) is the parent company of WisdomTree Asset Management.\*

### **Investment Objective**

The Fund seeks to track the price and yield performance, before fees and expenses, of the WisdomTree DEFA International Hedged Equity Index. As described in more detail below, the Fund seeks to provide international equity returns while mitigating or hedging against currency fluctuations. The Index and the Fund are designed to have higher returns than an equivalent non-currency hedged investment when the U.S. dollar is going up in value relative to foreign currencies (e.g., the U.S. dollar is rising relative to the euro). Conversely, the Index and Fund are designed to have lower returns than an equivalent non-hedged investment when the U.S. dollar is falling in value relative to foreign currencies (e.g., the euro is rising relative to the U.S. dollar). Of course, there can be no guarantee that the Index or Fund will achieve its respective objective. Since the Fund's investment objective has been adopted as a non-fundamental investment policy, the Fund's investment objective may be changed without a vote of shareholders.

To be included in the WisdomTree DEFA International Hedged Equity Index, companies must be incorporated and listed for trading in one of 16 developed-market European countries (Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland and the United Kingdom), Japan, Hong Kong, Singapore, or Australasia. The Index currently includes a relatively large percentage of companies organized in France and the United Kingdom. This may change from time to time based on the amount of dividends paid by companies in the Index. Companies must have paid at least \$5 million in cash dividends on their common stock in the annual cycle prior to the most recent Index measurement date and must also satisfy specified liquidity and other requirements. Companies are weighted in the Index based on regular cash dividends paid. The Index applies an applicable published WM/Reuters one-month currency forward rate to the total equity exposure of each country in the Index to adjust the value of each currency against the U.S. dollar.

### **Primary Investment Strategies**

The Fund employs an investment approach designed to track the performance of the WisdomTree DEFA International Hedged Equity Index. The Index and the Fund are designed to provide exposure to equity securities in Europe, Far East Asia and Australasia, while at the same time hedging exposure to fluctuations between the value of the U.S. dollar and selected non-U.S. currencies in these regions. For U.S. investors, international equity investments include two components of return. The first is the return attributable to stock prices in the non-U.S. market or markets in which an investment is made. The second is the return attributable to the value of non-U.S. currencies in these markets relative to the U.S. dollar. The Index and the Fund seek to track the performance of equity securities in these developed markets that is attributable solely to stock prices.

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The Fund operates as a fund of funds. This means that the Fund invests its assets primarily in other WisdomTree ETFs that, in turn, invest in equity securities in Europe, Far East Asia and Australasia. By investing in these Underlying ETFs, the Fund will achieve exposure to the equity securities in the Index. Currently, the Fund's Underlying ETFs are the WisdomTree Europe Total Dividend Fund, Japan Total Dividend Fund and Pacific ex-Japan Total Dividend Fund. The Fund intends to enter into forward currency contracts or futures contracts designed to offset the Fund's exposure to non-U.S. currencies. A forward currency contract is a contract between two parties to buy or sell a specific currency in the future at an agreed-upon rate. A currency futures contract is a contract to exchange one currency for another at a specified date in the future at an agreed upon exchange rate. The amount of forward contracts and futures contracts in the Fund is based on the aggregate exposure of the Fund and Index to each non-U.S. currency. While this approach is designed to minimize the impact of currency fluctuations on Fund returns, this does not necessarily eliminate exposure to all currency fluctuations. The return of the forward currency contracts and currency futures contracts may not perfectly offset the actual fluctuations of non-U.S. currencies relative to the U.S. dollar.

The Fund will normally invest at least 80% of its net assets, plus the amount of any borrowings for investment purposes, in the types of investments suggested by its name (i.e., the securities in its underlying Index) or in WisdomTree Funds that provide exposure to such securities. The Fund also may invest its assets in cash and cash equivalents, as well as in shares of other investment companies, forward contracts, futures contracts, options on futures contracts, options, and swaps. WisdomTree Asset Management expects that, over time, the correlation between the Fund's performance and that of its Index, before fees and expenses, will be 95% or better.

### **Principal Risk Factors**

The Fund is subject to the risks described below. Some or all of these risks may adversely affect the Fund's NAV, trading price, yield, total return and/or its ability to meet its objectives.

#### **Investment Risk**

As with all investments, an investment in the Fund is subject to investment risk. Investors in the Fund could lose money, including the possible loss of the entire principal amount of an investment, over short or even long periods of time.

#### **Market Risk**

The trading price of equity securities fluctuates in response to a variety of factors. These factors include events impacting a single issuer, as well as political, market and economic developments that affect specific market segments and the market as a whole. The Fund's NAV and market price, like stock prices generally, will fluctuate within a wide range in response to these factors. As a result, an investor could lose money over short or even long periods. Events in the financial sector and other markets have resulted, and may continue to result, in an unusually high degree of volatility in the worldwide stock markets. Both domestic and foreign fixed income and equity markets experienced extreme volatility and turmoil in late 2008 and throughout most of 2009. Well-known financial and other institutions have experienced significant liquidity and other problems and issuers that have exposure to the real estate, mortgage and credit markets have been particularly affected. Some of these institutions have declared bankruptcy or defaulted on their debt. It is uncertain whether or for how long these conditions will continue. These events and possible continuing market turbulence may have an adverse effect on Fund performance.

#### **Investment Style Risk**

The returns from the types of securities in which the Fund invests may underperform returns from the various general securities markets or different asset classes. This may cause the Fund to underperform other investment vehicles that invest in different asset classes. Different types of securities (for example, large-, mid- and small-capitalization stocks) tend to go through cycles of doing better or worse than the general securities markets. In the past, these periods have lasted for as long as several years.

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### **Underlying ETF Risk**

The Fund pursues its investment objective by investing its assets primarily in the Underlying ETFs. The Fund's investment performance, therefore, depends on the investment performance of the Underlying ETFs in which it invests. An investment in the Fund will be subject to the risks associated with the Underlying ETFs and the securities held by such Underlying ETFs. References to the investments and risks of the Fund should be understood, unless otherwise indicated, as references to the investments and risks of the Underlying ETFs.

### **Foreign Securities Risk**

Investments in non-U.S. securities involve certain risks that may not be present with investments in U.S. securities. For example, investments in non-U.S. securities may be subject to risk of loss due to foreign currency fluctuations or to political or economic instability. There may be less information publicly available about a non-U.S. issuer than a U.S. issuer. Non-U.S. issuers may be subject to different accounting, auditing, financial reporting and investor protection standards than U.S. issuers. Investments in non-U.S. securities may be subject to withholding or other taxes and may be subject to additional trading, settlement, custodial, and operational risks. With respect to certain countries, there is the possibility of government intervention and expropriation or nationalization of assets. Because legal systems differ, there is also the possibility that it will be difficult to obtain or enforce legal judgments in certain countries. Since foreign exchanges may be open on days when the Fund does not price its shares, the value of the securities in the Fund's portfolio may change on days when shareholders will not be able to purchase or sell the Fund's shares. Conversely, Fund shares may trade on days when foreign exchanges are closed. Each of these factors can make investments in the Fund more volatile and potentially less liquid than other types of investments.

### **Foreign Currency Risk**

The Fund uses various strategies to attempt to minimize the impact of changes in the value of the non-U.S. currencies included in its underlying Index against the U.S. dollar. These strategies may not be successful. In order to minimize transaction costs or for other reasons, the Fund's exposure to the currencies included in the Index may not be fully hedged at all times. For example, the Fund may not hedge against exposure to currencies that represent a relatively smaller portion of the Index. Changes in currency exchange rates and the relative value of non-U.S. currencies may affect the value of the Fund's investment and the value of your Fund shares. To the extent the Fund's hedging strategies are not successful, the U.S. dollar value of your investment in the Fund may go down if the value of the local currency of the non-U.S. markets in which the Fund invests depreciates against the U.S. dollar. This is true even if the local currency value of securities in the Fund's holdings goes up. Conversely, the dollar value of your investment in the Fund may go up if the value of the local currency appreciates against the U.S. dollar. The value of the U.S. dollar measured against other currencies is influenced by a variety of factors. These factors include: interest rates, national debt levels and trade deficits, changes in balances of payments and trade, domestic and foreign interest and inflation rates, global or regional political, economic or financial events, monetary policies of governments, actual or potential government intervention, and global energy prices. Political instability, the possibility of government intervention and restrictive or opaque business and investment policies may also reduce the value of a country's currency. Government monetary policies and the buying or selling of currency by a country's government may also influence exchange rates. Currency exchange rates can be very volatile and can change quickly and unpredictably. Therefore, the value of an investment in a Fund may also go up or down quickly and unpredictably and investors may lose money.

### **Derivative Investment Risk**

The Fund intends to invest in derivatives. Derivatives are financial instruments that derive their performance from an underlying asset, index, interest rate or currency exchange rate, such as a forward currency contracts, and swaps. The Fund intends to invest in forward currency contracts, non-deliverable forward currency contracts, currency swaps and currency futures contracts. A forward currency contract is an agreement to buy or sell a specific currency at a future date at a price set at the time of the contract. Non-deliverable forward currency contracts are contracts where there is no physical settlement of

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two currencies at maturity. Rather, based on the movement of the currencies, a net cash settlement will be made by one party to the other. A currency swap is an agreement between two parties to exchange one currency for another at a future rate. A currency futures contract is a contract to exchange one currency for another at a specified date in the future at an agreed upon exchange rate. Derivatives are subject to a number of risks described elsewhere in this section, such as interest rate risk, market risk, capacity risk and management risk. They also involve the risk that changes in the value of the derivative may not correlate perfectly with the underlying asset, rate or index, or that the counterparty to a derivative contract might default on its obligations. Derivatives can be volatile and may be less liquid than other securities.

### **Interest Rate Risk**

The underlying Index, and therefore the Fund, may be more heavily weighted than other types of investments in market sectors that are sensitive to interest rate fluctuations (such as the financial and real estate sectors). The Fund therefore may be more sensitive to fluctuations in interest rates than other types of investments. In particular, increases to prevailing interest rates could have a negative impact on the performance of the Fund.

### **Concentration Risk**

To the extent that the Fund's Index concentrates in the securities of a particular industry or group of industries, the Fund will concentrate its investments to approximately the same extent as its Index. A fund that concentrates, or otherwise invests a large portion of its assets in a single industry or group of industries, may be more susceptible to any single economic, market, political or regulatory occurrence affecting that industry or group of industries. To the extent the Fund concentrates its investments, it may be more volatile than funds based on broader or less volatile market segments.

### **Geographic Investment Risk**

To the extent the Fund invests a significant portion of its assets in the securities of a single country or region it is more likely to be impacted by events or conditions affecting that country or region. For example, political and economic conditions and changes in regulatory, tax, or economic policy in a country could significantly affect the market in that country and in surrounding or related countries and have a negative impact on the Fund's performance.

### **Financial Sector Investing**

The Fund may invest a percentage of its assets in securities in the financial industry and therefore the performance of the Fund may be impacted by events affecting the Financial industry. This industry can be significantly affected by changes in interest rates, the rate of corporate and consumer debt defaulted, price competition, the availability and cost of capital funds and fallout from the housing and sub-prime mortgage crisis. This sector was significantly impacted by bankruptcies and consolidations of major financial firms in 2008 and 2009. These events have had, and may continue to have, a significant negative impact on the valuation and stock price of companies in this sector and have increased the volatility of investments in this sector.

### **Small and Mid-Capitalization Investing**

The Fund may invest a portion of its assets in securities of small and mid-capitalization companies. The securities of small and mid-capitalization companies may be subject to more unpredictable price changes than securities of larger companies or the market as a whole.

### **Non-Diversification Risk**

The Fund is considered to be non-diversified, which means that it may invest more of its assets in the securities of a single issuer or a smaller number of issuers than if it were a diversified fund. As a result, the Fund may be more exposed to the risks associated with and developments affecting an individual issuer or a smaller number of issuers than a fund that invests more widely. This may increase the Fund's volatility and cause the performance of a relatively smaller number of issuers to have a greater impact on the Fund's performance.



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### **Capacity Risk**

The Fund may invest in derivative instruments as a substitute for taking a position in an underlying asset in an attempt to create a position economically similar to a direct investment. As a result, the Fund may experience the risk that the market for derivative instruments used to achieve such exposure has limited liquidity or volume. This may be due to foreign government restrictions or regulations on such use of derivative instruments, or because the Fund may be unable to obtain a sufficient amount of derivative instruments necessary to create the required exposure. This could have a negative effect on the Fund's ability to achieve its investment objective.

### **Issuer-Specific Risk**

Changes in the financial condition of an issuer or counterparty, changes in specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can affect a security's or instrument's value. The value of securities of smaller, less-well-known issuers can be more volatile than that of larger issuers. Issuer-specific events can have a negative impact on the value of a Fund.

### **Investment Approach Risk**

The Fund invests in the securities included in, or representative of, its Index regardless of their investment merit. The Fund does not attempt to outperform its Index or take defensive positions in declining markets. As a result, the Fund's performance may be adversely affected by a general decline in the U.S. or foreign market segments relating to its Index.

### **Non-Correlation Risk**

The performance of the Fund and its Index may vary somewhat for a variety of reasons. For example, the Fund incurs operating expenses and portfolio transaction costs not incurred by its Index. In addition, the Fund may not be fully invested in the securities of its Index at all times and may not fully hedge against exposure to all currencies represented in the Index. The use of sampling techniques with respect to investments in securities as well as currency hedging strategies may affect the Fund's ability to achieve close correlation with its Index. A Fund using a Representative Sampling strategy generally can be expected to have a greater non-correlation risk.

### **Cash Redemption Risk**

Because the Fund invests a portion of its assets in foreign currency forward contracts, the Fund intends to pay out a portion of its redemption proceeds in cash rather than through the in-kind delivery of portfolio securities. The Fund may be required to sell portfolio securities in order to obtain the cash needed to distribute redemption proceeds. This may cause the Fund to recognize a capital gain that it might not have incurred if it had made a redemption in-kind. As a result the Fund may pay out higher annual capital gains distributions than if the in-kind redemption process was used.

### **Market Trading Risk**

Although Fund shares are listed on national securities exchanges, there can be no assurance that an active trading market for Fund shares will develop or be maintained. If an active market is not maintained, investors may find it difficult to buy or sell Fund shares. Trading of shares of the Fund on a stock exchange may be halted if exchange officials deem such action appropriate, if the Fund is delisted, or if the activation of marketwide circuit breakers halts stock trading generally. If the Fund's shares are delisted, the Fund may seek to list its shares on another market, merge with another ETF or traditional mutual fund, or redeem its shares at NAV. WisdomTree Asset Management believes that, under normal market conditions, large market price discounts or premiums to NAV will not be sustained because of arbitrage opportunities.

### **Shares of the Fund May Trade at Prices Other Than NAV**

As with all ETFs, Fund shares are bought and sold in the secondary market at market prices. Although it is expected that the market price of the shares of the Fund will approximate the Fund's NAV, there may be times when the market price and the NAV vary significantly. Thus, you may pay more than NAV when you buy shares of the Fund in the secondary market, and you may receive less than NAV when you sell those shares in the secondary market. The market price of Fund shares during

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the trading day, like the price of any exchange-traded security, includes a bid/ask spread charged by the exchange specialist, market makers or other participants that trade the Fund shares. The bid/ask spread on ETF shares is likely to be wider on ETFs that are traded less frequently and also may be wider at certain times of the day, such as immediately after the market opens and just before closing time. When this occurs you may pay more to buy Fund shares, or receive less on the sale of Fund shares, than you might receive at other times. In addition, in times of severe market disruption, the bid/ask spread can increase significantly. At those times, Fund shares are most likely to be traded at a discount to NAV, and the discount is likely to be greatest when the price of shares is falling fastest, which may be the time that you most want to sell your shares. You may wish to discuss ETF trading strategies, such as the use of limit orders and stop orders, with your broker.

**Lack of Governmental Insurance or Guarantee**

An investment in the Fund is not a bank deposit and it is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

**Fees and Expenses**

The following table describes the fees and expenses you may pay if you buy and hold shares of the Fund. The fees are expressed as a percentage of the Fund's average net assets. You may also incur customary brokerage charges when buying or selling Fund shares.

|   |              |
|---|--------------|
| <b>Shareholder Fees</b>   | None         |
| (fees paid directly from your investment, but see the Creation and Redemption Transaction Fees for Creation Units section herein) |              |
| <b>Annual Fund Operating Expenses</b> (expenses deducted from Fund assets)  |              |
| Management Fees   | 0.48%        |
| Other Expenses  | 0.10%        |
| Distribution and/or Service (12b-1) Fees  | None         |
| Acquired Fund Fees <sup>(a)</sup>   | 0.48%        |
| Total Annual Fund Operating Expenses  | 1.06%        |
| Less: Fee Waivers <sup>(b)</sup>  | (0.48)%      |
| <b>Net Annual Fund Operating Expenses<sup>(c)</sup></b>   | <b>0.58%</b> |

<sup>(a)</sup> Acquired Fund Fees reflect fees and expenses that are not directly paid by the Fund. Rather, they are indirectly incurred as a result of investment in shares of the Underlying Funds. This amount is based on an estimate of the Fund's allocation to Underlying Funds for the current fiscal year.

<sup>(b)</sup> WisdomTree Asset Management has contractually agreed to waive a portion of its Management Fees equal to the Acquired Fund Fees for so long as the Fund invests in the Underlying Funds.

<sup>(c)</sup> Net Annual Fund Operating Expenses reflects the Fund's Management Fees, after waiver, and the indirect fees and expenses of the Underlying ETFs that are not directly paid by the Fund. WisdomTree Asset Management has contractually agreed, through March 31, 2010, to pay certain operating expenses of the Fund to the extent necessary to maintain the Fund's Net Annual Fund Operating expenses at 0.58%.

The following example is intended to help retail investors compare the cost of investing in the Fund with the cost of investing in other funds. It illustrates the hypothetical expenses that such investors would incur over various periods if they invest \$10,000 in the Fund for the time periods indicated and then redeemed all of the shares at the end of those periods. This example assumes that the Fund provides a return of 5% a year and that operating expenses remain the same. This example does not include the brokerage commission that retail investors may pay to buy and sell shares of the Fund. The cost under the 1 year example reflects WisdomTree Asset Management's agreement to waive fees and/or reimburse expenses to the level specified in the fee table. The cost under the 3 year example does not reflect this agreement. Although your actual costs may be higher or lower, based on these assumptions, your costs would be:

|  | 1 Year | 3 Years |
|--|--------|---------|
|  | \$59   | \$186   |

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You would pay the following expenses if you did not redeem your shares:

|  | <b>1 Year</b> | <b>3 Years</b> |
|--|---------------|----------------|
|  | \$59          | \$186          |

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### Management

#### Investment Adviser

As investment adviser, WisdomTree Asset Management has overall responsibility for the portfolio management of the Trust. WisdomTree Asset Management provides an investment program for the Fund. WisdomTree Asset Management arranges for transfer agency, custody, fund administration, and all other non-distribution related services necessary for the Fund to operate.

The basis for the Board of Trustees' approval of the Investment Advisory Agreement for the Fund will be available in the Trust's Annual Report to Shareholders for the period ending March 31, 2009.

WisdomTree Asset Management expects to receive fees from the Fund, based on a percentage of the Fund's average daily net assets, as shown in the following table:

| Name of Fund                                | Management Fee |
|---|----------------|
| WisdomTree International Hedged Equity Fund | 0.48%          |

WisdomTree Asset Management has contractually agreed to waive a portion of its Management Fees equal to the Acquired Fund Fees for so long as the Fund invests in the Underlying Funds. WisdomTree Asset Management has contractually agreed, through March 31, 2010, to pay certain operating expenses of the Fund to the extent necessary to maintain the Fund's Net Annual Fund Operating Expenses at 0.58%. Pursuant to a separate contractual arrangement, WisdomTree Asset Management arranges for the provision of CCO services with respect to the Fund, and is liable and responsible for, and administers, payments to the CCO, the Independent Trustees and counsel to the Independent Trustees. WisdomTree Asset Management receives a fee of up to 0.0044% of the Fund's assets for providing such services and paying such expenses. As of October 1, 2009, WisdomTree Asset Management provides CCO services to the Trust.

WisdomTree Asset Management is a registered investment adviser with offices located at 380 Madison Avenue, 21st Floor, New York, NY 10017 and is a leader in ETF management.

WisdomTree Asset Management, as the investment adviser for the Fund, may hire one or more sub-advisers to oversee the day-to-day activities of the Fund. The sub-advisers are subject to oversight by WisdomTree Asset Management. WisdomTree Asset Management and the Trust are seeking an exemptive order from the SEC that will permit WisdomTree Asset Management, with the approval of the Independent Trustees of the Trust, to retain unaffiliated investment sub-advisers for the Fund without submitting the sub-advisory agreement to a vote of the Fund's shareholders. The Trust will notify shareholders in the event of any change in the identity of such sub-adviser or sub-advisers. WisdomTree Asset Management has ultimate responsibility for the investment performance of the Fund due to its responsibility to oversee each sub-adviser and recommend their hiring, termination and replacement. If the exemptive relief is obtained, WisdomTree Asset Management will not be required to disclose fees paid to sub-advisers.

#### Sub-Adviser

Mellon Capital Management Corporation (Mellon Capital or the Sub-Adviser) serves as the sub-adviser for the Fund. Mellon Capital is a leading innovator in the investment industry and manages global quantitative-based investment strategies for institutional and private investors with its principal office located at 50 Fremont Street, San Francisco, CA 94105. As of September 30, 2009, Mellon Capital had assets under management totaling approximately \$170 billion.

The Sub-Adviser chooses the Fund's portfolio investments and places orders to buy and sell the Fund's portfolio investments.

WisdomTree Asset Management pays the Sub-Adviser the fees indicated below for providing sub-advisory services to the Fund:

n 7.5 basis points (0.075%) of the first \$1 billion in combined daily net assets of all WisdomTree International Equity Funds;



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n 5 basis points (0.05%) of the next \$1 billion in combined daily net assets of all WisdomTree International Equity Funds; and

n 3 basis points (0.03%) of the next \$3 billion in combined daily net assets of all WisdomTree International Equity Funds; and

n 2 basis points (0.02%) of the combined daily net assets of all WisdomTree International Equity Funds in excess of \$5 billion.

**Portfolio Managers**

The Fund is managed by Mellon Capital's Equity Index Strategies Portfolio management team. The individual members of the team responsible for the day-to-day management of the Fund's portfolios are described below.

Ms. Karen Q. Wong is a Managing Director, Equity Index Strategies, West Coast. Ms. Wong has been with Mellon Capital since June, 2000. Ms. Wong heads a team of portfolio managers covering domestic and international passive equity funds. She is also responsible for the refinement and implementation of the equity portfolio management process. Ms. Wong is a Chartered Financial Analyst. She graduated with a BA from San Francisco State University, and obtained an MBA from San Francisco State University.

Mr. Richard A. Brown is a Director, Equity Portfolio Management. Mr. Brown has been with Mellon Capital since August, 1995. Mr. Brown heads a team of portfolio managers covering domestic and international passive equity funds. He is also responsible for the refinement and implementation of the equity portfolio management process. Mr. Brown is a Chartered Financial Analyst. He obtained an MBA from California State University at Hayward.

Mr. Thomas J. Durante is a Director, Senior Portfolio Manager, Equity. Mr. Durante has been with Mellon Capital since January, 2000. Mr. Durante heads a team of portfolio managers covering domestic and international indexed portfolios. He is also responsible for the refinement and implementation of the equity portfolio management process. Mr. Durante is a Chartered Financial Analyst. He graduated with a BA from Fairfield University.

The Trust's Statement of Additional Information (SAI) provides additional information about the Portfolio Managers' compensation, other accounts managed by the Portfolio Managers, and the Portfolio Managers' ownership of shares in the Funds for which they are Portfolio Managers.

**Portfolio Holdings Information**

Information about the Fund's daily portfolio holdings is available at [www.wisdomtree.com](http://www.wisdomtree.com). In addition, the Fund discloses its complete portfolio holdings as of the end of its fiscal year (March 31) and its second fiscal quarter (September 30) in its reports to shareholders. The Fund files its complete portfolio holdings as of the end of its first and third fiscal quarters (June 30 and December 31, respectively) with the SEC on Form N-Q no later than 60 days after the relevant fiscal period. You can find the SEC filings on the SEC's website, [www.sec.gov](http://www.sec.gov). A summarized description of the Fund's policies and procedures with respect to the disclosure of the Fund's portfolio holdings is available in the SAI.

**Buying and Selling Shares**

Most investors will buy and sell shares of the Fund through brokers. Shares of the Fund trade on national securities exchanges and elsewhere during the trading day and can be bought and sold throughout the trading day like other shares of publicly-traded securities. When buying or selling shares through a broker, most investors will incur customary brokerage commissions and charges.

Shares of the Fund may be acquired or redeemed directly from the Fund only in Creation Units or multiples thereof, as discussed in the Creation and Redemption section. Once created, shares of the Fund trade in the secondary market in amounts less than a Creation Unit.

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### **Share Trading Prices**

As with other types of securities, the trading prices of shares in the secondary market can be affected by market forces such as supply and demand, economic conditions and other factors. The price you pay or receive when you buy or sell your shares in the secondary market may be more or less than the NAV of such shares.

The approximate value of Fund shares is disseminated every fifteen seconds throughout the trading day by the national securities exchange on which the Fund is listed or by other information providers. This approximate value should not be viewed as a real-time update of the NAV, because the approximate value may not be calculated in the same manner as the NAV, which is computed once per day. The approximate value generally is determined by using current market quotations and/or price quotations obtained from broker-dealers that may trade in the portfolio securities held by the Fund. The Fund is not involved in, or responsible for, the calculation or dissemination of the approximate value and makes no warranty as to its accuracy.

### **Determination of Net Asset Value**

The NAV of the Fund's shares is calculated each day the national securities exchanges are open for trading as of the close of regular trading on the New York Stock Exchange, generally 4:00 p.m. New York time (the NAV Calculation Time). NAV per share is calculated by dividing the Fund's net assets by the number of Fund shares outstanding.

Stocks held by the Fund are valued at their market value when reliable market quotations are readily available. Certain short-term debt instruments, which may be used to manage the Fund's cash, are valued on the basis of amortized cost. The values of any foreign securities held by the Fund are converted into U.S. dollars using an exchange rate deemed appropriate by the Fund.

When reliable market quotations are not readily available, securities are priced at their fair value, which is the price a security's owner might reasonably expect to receive upon its sale. The Fund may also use fair-value pricing if the value of a security it holds has been materially affected by events occurring before the Fund's pricing time but after the close of the primary markets or exchanges on which the security is traded. For example, this may occur with foreign securities, which may trade on foreign exchanges that close many hours before the Fund's pricing time.

Intervening events might be company-specific (e.g., earnings report, merger announcement), country-specific (e.g., natural disaster, economic or political news, act of terrorism, interest rate change), or global. Intervening events may include price movements in U.S. markets that are deemed to affect the value of foreign securities. Fair-value pricing also may be used if, for example, trading in a security is halted and does not resume before the Fund's pricing time or if a security does not trade in the course of a day.

Fair-value prices are determined by the Fund according to procedures adopted by the Board of Trustees. When fair-value pricing is employed, the prices of securities used by the Fund to calculate its NAV may differ from quoted or published prices for the same securities.

Transactions in Fund shares will be priced at NAV only if you purchase or redeem shares directly from a Fund in Creation Units. Fund shares are purchased or sold on a national securities exchange at market prices, which may be higher or lower than NAV.

### **Dividends and Distributions**

The Fund pays out dividends, if any, to investors at least annually. The Fund distributes its net realized capital gains, if any, to investors annually. The Fund may occasionally be required to make supplemental distributions at some other time during the year. Distributions in cash may be reinvested automatically in additional whole shares only if the broker through whom you purchased shares makes such option available. Your broker is responsible for distributing the income and capital gain distributions to you.



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### **Book Entry**

Shares of the Fund are held in book-entry form, which means that no stock certificates are issued. The Depository Trust Company ( DTC ) or its nominee is the record owner of all outstanding shares of the Fund.

Investors owning shares of the Fund are beneficial owners as shown on the records of DTC or its participants. DTC serves as the securities depository for all shares of the Fund. Participants include DTC, securities brokers and dealers, banks, trust companies, clearing corporations, and other institutions that directly or indirectly maintain a custodial relationship with DTC. As a beneficial owner of shares, you are not entitled to receive physical delivery of stock certificates or to have shares registered in your name, and you are not considered a registered owner of shares. Therefore, to exercise any right as an owner of shares, you must rely upon the procedures of DTC and its participants. These procedures are the same as those that apply to any securities that you hold in book entry or street name form. Your broker will provide you with account statements, confirmations of your purchases and sales, and tax information.

### **Delivery of Shareholder Documents-Householding**

Householding is an option available to certain investors of the Fund. Householding is a method of delivery, based on the preference of the individual investor, in which a single copy of certain shareholder documents can be delivered to investors who share the same address, even if their accounts are registered under different names. Householding for the Fund is available through certain broker-dealers. If you are interested in enrolling in householding and receiving a single copy of prospectuses and other shareholder documents, please contact your broker-dealer. If you are currently enrolled in householding and wish to change your householding status, please contact your broker-dealer.

### **Frequent Purchases and Redemptions of Fund Shares**

The Fund has adopted policies and procedures with respect to frequent purchases and redemptions of Creation Units of Fund shares. Since the Fund is an ETF, only a few institutional investors (known as Authorized Participants ) are authorized to purchase and redeem shares directly with the Fund. Because purchase and redemption transactions with Authorized Participants are an essential part of the ETF process and help keep ETF trading prices in line with NAV, the Fund accommodates frequent purchases and redemptions by Authorized Participants. Frequent purchases and redemptions for cash may increase index tracking error and portfolio transaction costs and may lead to realization of capital gains. Frequent in-kind creations and redemptions do not give rise to these concerns. The Fund reserves the right to reject any purchase order at any time. The Fund reserves the right to impose restrictions on disruptive, excessive, or short-term trading and may reject purchase or redemption orders in such instances.

### **Investments by Registered Investment Companies**

Section 12(d)(1) of the Investment Company Act of 1940 restricts investments by registered investment companies in the securities of other investment companies, including shares of the Fund. Registered investment companies generally are permitted to invest in the WisdomTree Funds beyond the limits set forth in section 12(d)(1), subject to certain terms and conditions set forth in an SEC exemptive order issued to the WisdomTree Trust, including that such investment companies enter into an agreement with the Fund. However, the relief from section 12(d)(1) is not available for investments in the Fund since the Fund operates as an ETF of ETFs.

### **Taxes**

The following discussion is a summary of some important U.S. federal income tax considerations generally applicable to investments in the Fund. Your investment in the Fund may have other tax implications. Please consult your tax advisor about the tax consequences of an investment in Fund shares, including the possible application of foreign, state, and local tax laws.

The Fund intends to qualify each year as a regulated investment company ( RIC ). A RIC is not subject to tax at the fund level on income and gains from investments that are distributed to shareholders. The Fund's failure to qualify as a RIC would result in Fund-level taxation, and consequently a reduction in income available for distribution to shareholders. Unless your

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investment in shares is made through a tax-exempt entity or tax-deferred retirement account, such as an individual retirement account, you need to be aware of the possible tax consequences when:

- n The Fund makes distributions;
  
- n You sell shares; and
  
- n You purchase or redeem Creation Units (institutional investors only).

### **Taxes on Distributions**

For federal income tax purposes, distributions of investment income are generally taxable as ordinary income. Taxes on distributions of capital gains are determined by how long the Fund owned the investments that generated them, rather than how long you have owned your Fund shares. Distributions of net capital gains (the excess of net long-term capital gains from the sale of investments that the Fund owned for more than one year over net short-term capital losses) that are properly designated as capital gain dividends ( Capital Gain Dividends ) will be taxable as long-term capital gains. Long-term capital gain rates have been temporarily reduced in general, to 15%, with lower rates applying to taxpayers in the 10% and 15% rate brackets for taxable years beginning before January 1, 2011. Distributions of gains from the sale of investments that the Fund owned for one year or less will be taxable as ordinary income. For the taxable years beginning before January 1, 2011, distributions of investment income designated by the Fund as derived from qualified dividend income are taxed to individuals at rates applicable to long-term capital gains, provided holding period and other requirements are met at both the shareholder and the Fund level.

In general, your distributions are subject to federal income tax for the year in which they are paid. Certain distributions paid in January, however, may be treated as paid on December 31 of the prior year. Distributions are taxable even if they are paid from income or gains earned by the Fund before your investment (and thus were included in the price you paid for your shares).

Dividends, interest, and gains received by the Fund with respect to foreign securities may be subject to withholding and other taxes imposed by foreign countries. Tax conventions between certain countries and the United States may in some cases reduce or eliminate such taxes. Because more than 50% of the total assets of the Fund are expected to consist of foreign stocks or securities, the Fund may elect to pass through to you certain foreign income taxes (including withholding taxes) paid by the Fund. In such a case, you would be considered to have received as an additional dividend your share of such foreign taxes, but you could be entitled, subject to certain limitations, to either a corresponding tax deduction or a credit in calculating your federal income tax.

If you are neither a resident nor a citizen of the United States or if you are a foreign entity, dividends (other than Capital Gain Dividends and certain interest-related dividends and short-term capital gain dividends for tax years prior to December 31, 2009 (unless extended)) paid to you by the Fund will generally be subject to a 30% U.S. withholding tax, unless a lower treaty rate applies. Foreign persons should consult the SAI for further information.

The Fund (or financial intermediaries, such as brokers, through which a shareholder owns Fund shares) generally is required to withhold and remit to the U.S. Treasury a percentage of the taxable distributions and sale or redemption proceeds paid to any shareholder who fails to properly furnish a correct taxpayer identification number, who has under-reported dividend or interest income, or who fails to certify that he, she or it is not subject to such withholding.

### **Taxes When Fund Shares are Sold**

Any capital gain or loss realized upon a sale of Fund shares is generally treated as a long-term gain or loss if the shares have been held for more than one year. Any capital gain or loss realized upon a sale of Fund shares held for one year or less is generally treated as a short-term gain or loss, except that any capital loss on a sale of shares held for six months or less is treated as long-term capital loss to the extent that capital gain dividends were paid with respect to such shares. The ability to deduct capital losses may be limited.



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### **Taxes on Creation and Redemption of Creation Units**

An Authorized Participant who exchanges securities for Creation Units generally will recognize a gain or a loss equal to the difference between the market value of the Creation Units at the time of the exchange and the sum of the exchanger's aggregate basis in the securities surrendered and the cash component paid. A person who redeems Creation Units will generally recognize a gain or loss equal to the difference between the exchanger's basis in the Creation Units and the sum of the aggregate market value of the securities and the amount of cash received for such Creation Units. The Internal Revenue Service, however, may assert that a loss realized upon an exchange of securities for Creation Units cannot be deducted currently under the rules governing wash sales, or on the basis that there has been no significant change in economic position. Persons exchanging securities for Creation Units should consult their own tax advisors with respect to whether the wash sale rules apply and when a loss might be deductible.

Any capital gain or loss realized upon a redemption (or creation) of Creation Units is generally treated as long-term capital gain or loss if the Fund shares (or securities surrendered) have been held for more than one year and as short-term capital gain or loss if the shares have been held for one year or less.

If you purchase or redeem Creation Units, you will be sent a confirmation statement showing how many shares you purchased or sold and at what price. Persons purchasing or redeeming Creation Units should consult their own tax advisors with respect to the tax treatment of any creation or redemption transaction.

### **Creation and Redemption**

The shares that trade in the secondary market are created at NAV. The Fund issues and redeems shares at NAV only in large blocks of shares, typically 50,000 shares or more ( Creation Units ). Only institutional investors who have entered into an authorized participant agreement may purchase or redeem Creation Units. Creation Units generally are issued and redeemed in exchange for a specified basket of securities approximating the holdings of the Fund and a designated amount of cash. Each business day prior to the opening of trading the Fund publishes the specific securities and designated amount of cash included in that day's basket for the Fund through the National Securities Clearing Corporation ( NSCC ) or other method of public dissemination. The Fund reserves the right to accept or pay out a basket of securities or cash that differs from the published basket. The prices at which creations and redemptions occur are based on the next calculation of NAV after an order is received in proper form.

Creations and redemptions must be made by an Authorized Participant or through a firm that is either a member of the Continuous Net Settlement System of the NSCC or a DTC participant, and in each case, must have executed an agreement with the Distributor with respect to creations and redemptions of Creation Unit aggregations. Information about the procedures regarding creation and redemption of Creation Units is included in the Trust's SAI.

### **Authorized Participants and the Continuous Offering of Shares**

Because new shares may be created and issued on an ongoing basis, at any point during the life of the Fund, a distribution, as such term is used in the Securities Act of 1933 ( Securities Act ), may be occurring. Broker-dealers and other persons are cautioned that some activities on their part may, depending on the circumstances, result in their being deemed participants in a distribution in a manner that could render them statutory underwriters and subject to the prospectus-delivery and liability provisions of the Securities Act. Nonetheless, any determination of whether one is an underwriter must take into account all the relevant facts and circumstances of each particular case.

Broker-dealers should also note that dealers who are not underwriters, but are participating in a distribution (as contrasted to ordinary secondary transactions), and thus dealing with shares that are part of an unsold allotment within the meaning of Section 4(3)(C) of the Securities Act, would be unable to take advantage of the prospectus delivery exemption provided by Section 4(3) of the Securities Act. For delivery of prospectuses to exchange members, the prospectus delivery mechanism of Rule 153 under the Securities Act is only available with respect to transactions on a national securities exchange.

**Table of Contents****Creation and Redemption Transaction Fees for Creation Units**

The Fund may impose a creation transaction fee and a redemption transaction fee to offset transfer and other transaction costs associated with the issuance and redemption of Creation Units of shares. The standard creation and redemption transaction fees are listed below. The standard creation and redemption transaction fee is on a per Creation Unit basis. Purchasers and redeemers of Creation Units for cash (when cash creations and redemptions are permitted) will also be subject to an additional charge shown below under **Maximum Creation/Redemption Transaction Fee** to offset the transaction cost to the Fund of buying portfolio securities. In addition, purchasers and redeemers of shares in Creation Units are responsible for payment of the costs of transferring securities to or out of the Fund. From time to time, WisdomTree Asset Management may cover the cost of any transaction fees.

The following table also shows the approximate value of one Creation Unit per Fund, including the standard creation and redemption transaction fee. These fees are payable only by investors who purchase shares directly from the Fund. Retail investors who purchase shares through their brokerage account will not pay these fees.

| <b>Name of Fund</b>                         | <b>Approximate Value of One Creation Unit</b> | <b>Standard Creation/Redemption Transaction Fee</b> | <b>Maximum Creation/Redemption Transaction Fee</b> |
|---|---|---|--|
| WisdomTree International Hedged Equity Fund | \$ 2,500,000                                  | \$ 500  | \$ 15,000  |

ALPS Distributors, Inc. (the **Distributor**) serves as the distributor of Creation Units for the Fund on an agency basis. The Distributor does not maintain a secondary market in shares of the Fund. The Distributor's principal address is 1290 Broadway, Suite 1100, Denver, Colorado 80203.

The Distributor has no role in determining the policies of the Fund or the securities that are purchased or sold by the Fund.

**Additional Notices**

Shares of the Trust are not sponsored, endorsed, or promoted by any listing exchange (**Exchange**). The Exchange makes no representation or warranty, express or implied, to the owners of the shares of the Fund or any member of the public regarding the ability of the Fund to track the total return performance of the Index or the ability of the Index identified herein to track stock market performance. The Exchange is not responsible for, nor has it participated in, the determination of the compilation or the calculation of the Index, nor in the determination of the timing of, prices of, or quantities of the shares of the Fund to be issued, nor in the determination or calculation of the equation by which the shares are redeemable. The Exchange has no obligation or liability to owners of the shares of the Fund in connection with the administration, marketing, or trading of the shares of the Fund.

The Exchange does not guarantee the accuracy and/or the completeness of the Index or any data included therein. The Exchange makes no warranty, express or implied, as to results to be obtained by the WisdomTree Trust on behalf of its Funds, owners of the shares, or any other person or entity from the use of the subject Indexes or any data included therein. The Exchange makes no express or implied warranties, and hereby expressly disclaims all warranties of merchantability or fitness for a particular purpose with respect to any Index or any data included therein. Without limiting any of the foregoing, in no event shall the Exchange have any liability for any lost profits or indirect, punitive, special, or consequential damages even if notified of the possibility thereof.

WisdomTree Investments, WisdomTree Asset Management and the Fund make no representation or warranty, express or implied, to the owners of shares of the Fund or any member of the public regarding the advisability of investing in securities generally or in the Fund particularly or the ability of the Index to track general stock market performance. WisdomTree Investments is the licensor of certain trademarks, service marks and trade names of the Fund. WisdomTree Investments has no obligation to take the needs of the Fund or the owners of shares of the Fund into consideration in determining, composing,



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or calculating the Index. WisdomTree Investments is not responsible for, and has not participated in, the determination of the timing of, prices at, or quantities of shares of the Fund to be issued or in the determination or calculation of the equation by which the shares of the Fund are redeemable.

The Fund, WisdomTree Investments and WisdomTree Asset Management do not guarantee the accuracy, completeness, or performance of the Index or the data included therein and shall have no liability in connection with any Index or Index calculation. WisdomTree Investments has contracted with Standard & Poor's (S&P) to maintain and calculate each Index. S&P shall have no liability for any errors or omissions in calculating any Index.

**Financial Highlights**

Financial Statements and Annual Reports will be available after the Fund has completed a fiscal year of operations.

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WisdomTree Trust Prospectus **17**



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WisdomTree Trust

380 Madison Avenue, 21st Floor

New York, NY 10017.

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Sign up for eDelivery at [www.wisdomtree.com](http://www.wisdomtree.com)

The Trust's current SAI provides additional detailed information about the Fund. The Trust has electronically filed the SAI with the SEC. It is incorporated by reference in this Prospectus.

To make shareholder inquiries, for more detailed information on the Fund or to request the SAI, free of charge, please:

|              |  |               |                                    |
|--------------|--|---------------|------------------------------------|
| <b>Call:</b> | <b>1-866-909-9473</b>                        | <b>Write:</b> | <b>WisdomTree Trust</b>            |
|              | <b>Monday through Friday</b>                 |               | <b>c/o ALPS Distributors, Inc.</b> |
|              | <b>8:00 a.m. to 8:00 p.m. (Eastern time)</b> |               | <b>1290 Broadway, Suite 1100</b>   |
|              |  |               | <b>Denver, Colorado 80203</b>      |

**Visit:** **[www.wisdomtree.com](http://www.wisdomtree.com)**

Information about the Fund (including the SAI) can be reviewed and copied at the SEC's Public Reference Room in Washington, D.C., and information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-202-942-8090. Reports and other information about the Fund is available on the EDGAR Database on the SEC's Internet site at [www.sec.gov](http://www.sec.gov), and copies of this information may be obtained, after paying a duplicating fee, by electronic request at the following E-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the SEC's Public Reference Section, Washington, D.C. 20549-0102.

No person is authorized to give any information or to make any representations about the Fund and its shares not contained in this Prospectus and you should not rely on any other information. Read and keep this Prospectus for future reference.

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ALPS Distributors, Inc.

1290 Broadway, Suite 1100

Denver, Colorado 80203

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INVESTMENT COMPANY ACT FILE NO. 811-21864

WIS-PR-005-1209

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**WISDOMTREE® TRUST**

**STATEMENT OF ADDITIONAL INFORMATION**

**July 29, 2009**

**as revised**

**December 28, 2009**

This Statement of Additional Information ( SAI ) is not a Prospectus. It should be read in conjunction with the current Prospectus ( Prospectus ) for the following separate investment portfolios (each, a Fund ) of WisdomTree Trust (the Trust ), as each such Prospectus may be revised from time to time:

**WISDOMTREE DOMESTIC EQUITY FUNDS**

WisdomTree Total Dividend Fund

WisdomTree Equity Income Fund

WisdomTree Dividend ex-Financials Fund

WisdomTree LargeCap Dividend Fund

WisdomTree MidCap Dividend Fund

WisdomTree SmallCap Dividend Fund

WisdomTree Total Earnings Fund

WisdomTree Earnings 500 Fund

WisdomTree Earnings Top 100 Fund

WisdomTree MidCap Earnings Fund

WisdomTree SmallCap Earnings Fund

WisdomTree LargeCap Value Fund

WisdomTree LargeCap Growth Fund

**WISDOMTREE INTERNATIONAL EQUITY FUNDS**

WisdomTree DEFA Fund

WisdomTree DEFA Equity Income Fund

WisdomTree International Hedged Equity Fund

WisdomTree International Dividend ex-Financials Fund

WisdomTree International LargeCap Dividend Fund

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WisdomTree International MidCap Dividend Fund

WisdomTree International SmallCap Dividend Fund

WisdomTree Europe Total Dividend Fund

WisdomTree Europe SmallCap Dividend Fund

WisdomTree Global Equity Income Fund

WisdomTree Japan Total Dividend Fund

WisdomTree Japan SmallCap Dividend Fund

WisdomTree World ex-U.S. Growth Fund

WisdomTree Pacific ex-Japan Total Dividend Fund

WisdomTree Pacific ex-Japan Equity Income Fund

WisdomTree Emerging Markets Equity Income Fund

WisdomTree Emerging Markets SmallCap Dividend Fund

WisdomTree Middle East Dividend Fund

WisdomTree India Earnings Fund

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**WISDOMTREE INTERNATIONAL SECTOR FUNDS**

- WisdomTree International Basic Materials Sector Fund
- WisdomTree International Communications Sector Fund
- WisdomTree International Consumer Discretionary Sector Fund
- WisdomTree International Consumer Staples Sector Fund
- WisdomTree International Energy Sector Fund
- WisdomTree International Financial Sector Fund
- WisdomTree International Health Care Sector Fund
- WisdomTree International Industrial Sector Fund
- WisdomTree International Technology Sector Fund
- WisdomTree International Utilities Sector Fund
- WisdomTree International Real Estate Fund

The current Prospectus for each of the Funds is dated July 29, 2009, except for the WisdomTree International Hedged Equity Fund, which is dated June 10, 2009 as revised December 28, 2009. The LargeCap Growth Fund and LargeCap Value Fund are considered part of the Domestic Earnings Fund family. The World ex-U.S. Growth Fund is considered part of the International Dividend Fund family. The Domestic Dividend Funds and the Domestic Earnings Funds are sometimes referred to as the Domestic Funds. The International Dividend Funds, International Earnings Funds and International Sector Funds are sometimes referred to as the International Funds. Capitalized terms used herein that are not defined have the same meaning as in the Prospectus, unless otherwise noted. The Funds' audited financial statements for the most recent fiscal year are incorporated in this SAI by reference to the Funds' most recent Annual Reports to Shareholders (File No. 811-21864). You may obtain a copy of the Funds' Annual Reports at no charge by request to the Fund at the address or phone number noted below.

A copy of the Prospectus for each Fund may be obtained, without charge, by calling 1-866-909-9473 or visiting [www.wisdomtree.com](http://www.wisdomtree.com), or writing to WisdomTree Trust, c/o ALPS Distributors, Inc., 1290 Broadway, Suite 1100, Denver, Colorado 80203.

**SAI dated July 29, 2009**

**as revised December 28, 2009**

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**GENERAL DESCRIPTION OF THE TRUST AND THE FUNDS**

The Trust was organized as a Delaware statutory trust on December 15, 2005 and is authorized to have multiple series or portfolios. The Trust is an open-end management investment company, registered under the Investment Company Act of 1940, as amended (the "1940 Act"). The offering of the Trust's shares is registered under the Securities Act of 1933, as amended (the "Securities Act"). This SAI relates to the following Funds:

**WISDOMTREE DOMESTIC EQUITY FUNDS**

WisdomTree Total Dividend Fund

WisdomTree Equity Income Fund\*

WisdomTree Dividend ex-Financials Fund\*\*

WisdomTree LargeCap Dividend Fund

WisdomTree MidCap Dividend Fund

WisdomTree SmallCap Dividend Fund

WisdomTree Total Earnings Fund

WisdomTree Earnings 500 Fund

WisdomTree Earnings Top 100 Fund

WisdomTree MidCap Earnings Fund

WisdomTree SmallCap Earnings Fund

WisdomTree LargeCap Value\*\*\*

Wisdom Tree LargeCap Growth Fund

**WISDOMTREE INTERNATIONAL EQUITY FUNDS**

WisdomTree DEFA Fund

WisdomTree DEFA Equity Income Fund\*

WisdomTree International Hedged Equity Fund

WisdomTree International Dividend ex-Financials Fund\*\*

WisdomTree International LargeCap Dividend Fund

WisdomTree International MidCap Dividend Fund

WisdomTree International SmallCap Dividend Fund

WisdomTree Europe Total Dividend Fund

WisdomTree Europe SmallCap Dividend Fund



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WisdomTree Global Equity Income Fund\*\*\*

WisdomTree Japan Total Dividend Fund

WisdomTree Japan SmallCap Dividend Fund

WisdomTree World ex-U.S. Growth Fund\*\*\*

WisdomTree Pacific ex-Japan Total Dividend Fund

WisdomTree Pacific ex-Japan Equity Income Fund\*

WisdomTree Emerging Markets Equity Income Fund\*

WisdomTree Emerging Markets SmallCap Dividend Fund

WisdomTree Middle East Dividend Fund

WisdomTree India Earnings Fund

### **WISDOMTREE INTERNATIONAL SECTOR FUNDS**

WisdomTree International Basic Materials Sector Fund

WisdomTree International Communications Sector Fund

WisdomTree International Consumer Discretionary Sector Fund

WisdomTree International Consumer Staples Sector Fund

WisdomTree International Energy Sector Fund

WisdomTree International Financial Sector Fund

WisdomTree International Health Care Sector Fund

WisdomTree International Industrial Sector Fund

WisdomTree International Technology Sector Fund

WisdomTree International Utilities Sector Fund

WisdomTree International Real Estate Fund

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- \* Effective January 20, 2009, the WisdomTree High-Yielding Equity Fund was renamed the WisdomTree Equity Income Fund, the WisdomTree DEFA High-Yielding Equity Fund was renamed the WisdomTree DEFA Equity Income Fund, the WisdomTree Pacific ex-Japan High-Yielding Equity Fund was renamed the WisdomTree Pacific ex-Japan Equity Income Fund and the WisdomTree Emerging Markets High-Yielding Equity Fund was renamed the WisdomTree Emerging Markets Equity Income Fund.
- \*\* Effective May 7, 2009, the WisdomTree Dividend Top 100 Fund was renamed the WisdomTree Dividend ex-Financials Fund. Effective May 8, 2009, the WisdomTree International Dividend Top 100 Fund was renamed the WisdomTree International Dividend ex-Financials Fund.
- \*\*\* Effective June 19, 2009, the WisdomTree Low P/E Fund was renamed the WisdomTree LargeCap Value Fund, the WisdomTree Europe Equity Income Fund was renamed the WisdomTree Global Equity Income Fund and the WisdomTree Japan Equity Income Fund was renamed the WisdomTree World ex-U.S. Growth Fund.

Each Fund described in this SAI seeks investment returns that closely correspond to the price and yield performance, before fees and expenses, of a particular index ( Index ) that defines a specific segment of the U.S. or international stock markets. The Indexes are created using proprietary methodology developed by WisdomTree Investments, Inc. ( WisdomTree Investments ). WisdomTree Investments is the parent company of WisdomTree Asset Management, Inc. ( WisdomTree Asset Management ), the investment adviser to each Fund. Mellon Capital Management Corporation ( Mellon Capital ) is the investment sub-adviser ( Sub-Adviser ) to each Fund. ALPS Distributors, Inc. is the distributor (the Distributor ) of the shares of each Fund.

Each Fund issues and redeems shares at net asset value per share ( NAV ) only in large blocks of shares, typically 50,000 shares or more ( Creation Units ). These transactions are usually in exchange for a basket of securities and an amount of cash. As a practical matter, only institutions or large investors purchase or redeem Creation Units. Except when aggregated in Creation Units, shares of each Fund are not redeemable securities.

Shares of each Fund are listed on a national securities exchange, such as NYSE Arca or the NASDAQ Stock Market ( NASDAQ ) (each, a Listing Exchange ), and trade throughout the day on the Listing Exchange and other secondary markets at market prices that may differ from NAV. As in the case of other publicly traded securities, brokers' commissions on transactions will be based on negotiated commission rates at customary levels.

The Trust reserves the right to adjust the prices of shares in the future to maintain convenient trading ranges for investors. Any adjustments would be accomplished through stock splits or reverse stock splits, which would have no effect on the net assets of the applicable Fund.

WisdomTree is a registered mark of WisdomTree Investments and has been licensed for use by the Trust. WisdomTree Investments has patent applications pending on the methodology and operation of its Indexes and the Funds.

**PRINCIPAL INVESTMENT STRATEGY**

Each Fund seeks investment returns that closely correspond to the price and yield performance, before fees and expenses, of a particular Index developed by WisdomTree Investments. The Funds do not try to beat the Indexes that they track and do not seek temporary defensive positions when equity markets decline or appear to be overvalued.

This investment strategy, known as indexing, may eliminate some of the risks of active portfolio management, such as poor security selection. In addition, indexing may also help increase after-tax investment performance by keeping portfolio turnover low in comparison to actively managed investment companies.

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Under normal circumstances, at least 95% of a Fund's total assets (exclusive of collateral held from securities lending) will be invested in the component securities of its Index. Each Fund generally may invest up to 5% of its total assets in securities not included in its underlying Index but which the Fund believes will help it track its Index. For example, a Fund may invest in securities that are not components of the relevant Index in order to reflect various corporate actions and other changes to its relevant Index (such as reconstitutions, additions and deletions). Under normal circumstances, as long as a Fund invests at least 95% of its total assets in the stocks of its Index, it also may invest its other assets in cash and cash equivalents, as well as in other investment companies, futures contracts, options on futures contracts, options, and swaps. The International Funds, from time to time, may have less than 95% of their assets invested in securities of their respective underlying Indexes in order to comply with the requirements of the Internal Revenue Code, to meet regulatory requirements in non-U.S. jurisdictions or to manage major Index changes. In these situations, which are expected to be infrequent and of limited duration, an International Fund may not have less than 90% of its total assets invested in securities of its underlying Index. WisdomTree Asset Management expects that, over time, the correlation between each Fund's performance and that of its underlying Index, before fees and expenses, will be 95% or better.

As a matter of general policy, each Fund will invest at least 80% of its net assets, plus the amount of any borrowings for investment purposes, in the types of securities suggested by its name. If, subsequent to an investment, the 80% requirement is no longer met, a Fund's future investments will be made in a manner that will bring the Fund into compliance with this policy. The Trust will provide shareholders with sixty (60) days prior notice of any change to this policy for a Fund.

The WisdomTree India Earnings Fund attempts to achieve its investment objective by investing in securities through the WisdomTree India Investment Portfolio, Inc. (the "Portfolio"), a wholly-owned subsidiary of the WisdomTree India Earnings Fund. References to the investment strategies and other policies of the India Earnings Fund should be understood to also refer to the strategies and policies of the Portfolio. The Portfolio is advised by WisdomTree Asset Management and sub-advised by Mellon Capital.

The WisdomTree DEFA Fund, the WisdomTree International Hedged Equity Fund and the WisdomTree Global Equity Income Fund each seeks to achieve its respective investment objective by investing primarily in other WisdomTree exchange traded funds ("ETFs"). References to the investments and risks of the WisdomTree DEFA Fund, the WisdomTree International Hedged Equity Fund and the WisdomTree Global Equity Income Fund should be understood, unless otherwise indicated, as references to the investments and risks of the underlying WisdomTree ETFs.

## **GENERAL RISKS**

An investment in a Fund should be made with an understanding that the value of a Fund's portfolio securities may fluctuate in accordance with changes in the financial condition of an issuer or counterparty, changes in specific economic or political conditions that affect a particular security or issuer and changes in general economic or political conditions. An investor in a Fund could lose money over short or even long periods of time.

An investment in a Fund should also be made with an understanding of the risks inherent in an investment in equity securities, including the risk that the financial condition of issuers may become impaired or that the general condition of the stock market may deteriorate (either of which may cause a decrease in the value of the portfolio securities and thus in the value of shares of the Trust). Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence and perceptions of their issuers change. These investor perceptions are based on various and unpredictable factors, including expectations regarding government, economic, monetary and fiscal policies, inflation and interest rates, economic expansion or contraction, and global or regional political, economic or banking crises.

Holder of common stocks incur more risk than holders of preferred stocks and debt obligations because common stockholders, as owners of the issuer, generally have inferior rights to receive payments from the issuer in comparison with the rights of creditors, or holders of debt obligations or preferred stocks. Further, unlike debt securities, which typically have a stated principal amount payable at maturity (whose value, however, is subject to market fluctuations prior thereto), or preferred stocks, which typically have a liquidation preference and which may have stated optional or mandatory redemption provisions, common stocks have neither a fixed principal amount nor a maturity. Common stock values are subject to market fluctuations as long as the common stock remains outstanding.

An investment in the WisdomTree International Hedged Equity Fund should be made with the understanding that this Fund attempts to minimize or hedge against changes in the value of the U.S. dollar against specified non-U.S. currencies. The other International Funds do not seek to hedge against such fluctuations.

Although all of the securities in the Indexes are listed on major U.S. or non-U.S. stock exchanges, there can be no guarantees that a liquid market for such securities will be maintained. The existence of a liquid trading market for certain securities may depend on whether dealers will make a market in such securities. There can be no assurance that a market will be made or maintained or that any such market will be or remain liquid. The price at which securities may be sold and the value of a Fund's shares will be adversely affected if trading markets for a Fund's portfolio

securities are limited or absent, or if bid/ask spreads are wide.

Recent events in the financial sector have resulted, and may continue to result, in an unusually high degree of volatility in the financial markets, both domestic and foreign. Both domestic and foreign fixed income and equity markets experienced extreme volatility and turmoil in late 2008 and throughout much of 2009. Issuers that have exposure to the real estate, mortgage and credit markets have been particularly affected and well-known financial institutions have experienced significant liquidity and other problems. Some of these institutions have declared bankruptcy or defaulted on their debt. It is uncertain whether or for how long these conditions will continue. These events and possible continuing market turbulence may have an adverse effect on Fund performance.

**LACK OF DIVERSIFICATION.** Each Fund is considered to be non-diversified. A non-diversified classification means that a Fund is not limited by the 1940 Act with regard to the percentage of its assets that may be invested in the securities of a single issuer. As a result, each of the Funds may invest more of its assets in the securities of a single issuer or a smaller number of issuers than if it were classified as a diversified fund. Therefore, each Fund may be more exposed to the risks associated with and developments affecting an individual issuer or a small number of issuers than a fund that invests more widely, which may have a greater impact on the Fund's volatility and performance.

Each Fund does, however, intend to maintain the level of diversification necessary to qualify as a regulated investment company ( RIC ) under Subchapter M of the Internal Revenue Code of 1986, as amended (the Code ). The Subchapter M diversification tests generally require that (i) a Fund invest no more than 25% of its total assets in securities (other than securities of the U.S. government or other RICs) of any one issuer or two or more issuers that are controlled by a Fund and that are engaged in the same, similar or related trades or businesses, and (ii) at least 50% of a Fund's total assets consist of cash and cash items, U.S. government securities, securities of other RICs and other securities, with investments in such other securities limited in respect of any one issuer to an amount not greater than 5% of the value of a Fund's total assets and 10% of the outstanding voting securities of such issuer. These tax requirements are generally applied at the end of each quarter of a Fund's taxable year.

A discussion of some of the other risks associated with an investment in a Fund is contained in each Fund's Prospectus.

#### **SPECIFIC INVESTMENT STRATEGIES**

A description of certain investment strategies and types of investments used by some or all of the Funds is set forth below.

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**CURRENCY TRANSACTIONS.** The International Funds may enter into foreign currency forward and foreign currency futures contracts to facilitate local securities settlements or to protect against currency exposure in connection with distributions to shareholders. The Funds, other than the International Hedged Equity Fund, do not expect to engage in currency transactions for the purpose of hedging against declines in the value of a Fund's assets that are denominated in one or more foreign currencies. The International Hedged Equity Fund intends to invest in various types of currency contracts to hedge against changes in the value of the U.S. dollar against specified non-U.S. currencies.

**Forward Foreign Currency Transactions.** A forward foreign currency exchange contract ( forward contract ) involves an obligation to purchase or sell a specific currency at a future date, which may be any fixed number of days from the date of the contract agreed upon by the parties, at a price set at the time of the contract. These contracts are principally traded in the interbank market conducted directly between currency traders (usually large, commercial banks) and their customers. A forward contract generally has no margin deposit requirement, and no commissions are charged at any stage for trades.

A non-deliverable forward contract is a forward contract where there is no physical settlement of two currencies at maturity. Non-deliverable forward contracts are contracts between parties in which one party agrees to make a payment to the other party (the Counterparty ) based on the change in market value or level of a specified currency. In return, the Counterparty agrees to make payment to the first party based on the return of a different specified currency. Non-deliverable forward contracts will usually be done on a net basis, with a Fund receiving or paying only the net amount of the two payments. The net amount of the excess, if any, of each Fund's obligations over its entitlements with respect to each non-deliverable forward contract is accrued on a daily basis and an amount of cash or highly liquid securities having an aggregate value at least equal to the accrued excess is maintained in an account at the Trust's custodian bank. The risk of loss with respect to non-deliverable forward contracts generally is limited to the net amount of payments that a Fund is contractually obligated to make or receive.

**Foreign Currency Futures Contracts.** A foreign currency futures contract is a contract involving an obligation to deliver or acquire the specified amount of a specific currency, at a specified price and at a specified future time. Futures contracts may be settled on a net cash payment basis rather than by the sale and delivery of the underlying currency.

Currency exchange transactions involve a significant degree of risk and the markets in which currency exchange transactions are effected are highly volatile, highly specialized and highly technical. Significant changes, including changes in liquidity and prices, can occur in such markets within very short periods of time, often within minutes. Currency exchange trading risks include, but are not limited to, exchange rate risk, maturity gap, interest rate risk, and potential interference by foreign governments through regulation of local exchange markets, foreign investment or particular transactions in foreign currency. If a Fund utilizes foreign currency transactions at an inappropriate time, such transactions may not serve their intended purpose of improving the correlation of a Fund's return with the performance of its underlying Index and may lower the Fund's return. A Fund could experience losses if the value of any currency forwards and futures positions is poorly correlated with its other investments or if it could not close out its positions because of an illiquid market. Such contracts are subject to the risk that the counterparty will default on its obligations. In addition, each Fund will incur transaction costs, including trading commissions, in connection with certain foreign currency transactions.

**DEPOSITARY RECEIPTS.** To the extent a Fund invests in stocks of foreign corporations, a Fund's investment in such stocks may also be in the form of Depositary Receipts or other securities convertible into securities of foreign issuers. Depositary Receipts may not necessarily be denominated in the same currency as the underlying securities into which they may be converted. American Depositary Receipts ( ADRs ) are receipts typically issued by an American bank or trust company that evidence ownership of underlying securities issued by a foreign corporation. European Depositary Receipts ( EDRs ) are receipts issued in Europe that evidence a similar ownership arrangement. Global Depositary Receipts ( GDRs ) are receipts issued throughout the world that evidence a similar arrangement. Generally, ADRs, in registered form, are designed for use in the U.S. securities markets, and EDRs, in bearer form, are designed for use in European securities markets. GDRs are tradable both in the United States and in Europe and are designed for use throughout the world. Depositary Receipts will not necessarily be denominated in the same currency as their underlying securities.

A Fund will not invest in any unlisted Depositary Receipts or any Depositary Receipt that WisdomTree Asset Management or the Sub-Adviser deems to be illiquid or for which pricing information is not readily available. In addition, all Depositary Receipts generally must be sponsored. However, a Fund may invest in unsponsored Depositary Receipts under certain limited circumstances. The issuers of unsponsored Depositary Receipts are not obligated to disclose material information in the United States, and, therefore, there may be less information available regarding such issuers and there may not be a correlation between such information and the market value of the Depositary Receipts. The use of Depositary Receipts may increase tracking error relative to an underlying Index.

**EQUITY SECURITIES.** Equity securities, such as the common stocks of an issuer, are subject to stock market fluctuations and therefore may experience volatile changes in value as market conditions, consumer sentiment or the financial condition of the issuers change. A decrease in value of the equity securities in a Fund's portfolio may cause the value of a Fund's shares to also decline.

**DERIVATIVES.** Each Fund may use derivative instruments as part of its investment strategies. Generally, derivatives are financial contracts whose value depends upon, or is derived from, the value of an underlying asset, reference rate or index, and may relate to bonds, interest rates, currencies, commodities, and related indexes. Examples of derivative instruments include forward currency contracts, currency and interest rate swaps, currency options, futures contracts, options on futures contracts and swap agreements. A Fund's use of derivative instruments will be underpinned by investments in short term, high-quality U.S. money market securities.

With respect to certain kinds of derivative transactions entered into by the Funds that involve obligations to make future payments to third parties, including, but not limited to, futures, forward contracts, swap contracts, the purchase of securities on a when-issued or delayed delivery basis, or reverse repurchase agreements, under applicable federal securities laws, rules, and interpretations thereof, the Fund must set aside (referred to sometimes as asset segregation) liquid assets, or engage in other measures to cover open positions with respect to such transactions. For example, with respect to forward foreign currency exchange contracts and futures contracts that are not contractually required to cash-settle, the Fund must cover its open positions by setting aside liquid assets equal to the contracts' full, notional value, except that deliverable foreign currency exchange contracts for currencies that are liquid will be treated as the equivalent of cash-settled contracts. As such, the Fund may set aside liquid assets in an amount equal to the Fund's daily marked-to-market (net) obligation (i.e., the Fund's daily net liability if any) rather than the full notional amount under such deliverable forward foreign currency exchange contracts. With respect to forward foreign currency exchange contracts and futures contracts that are contractually required to cash-settle, the Fund may set aside liquid assets in an amount equal to the Fund's daily marked-to-market (net) obligation rather than the notional value. The Fund reserves the right to modify its asset segregation policies in the future.

**Swap Agreements.** Each Fund may enter into swap agreements, including interest rate swaps and currency swaps. A typical interest rate swap involves the exchange of a floating interest rate payment for a fixed interest payment. A typical foreign currency swap involves the exchange of cash flows based on the notional difference among two or more currencies (e.g., the U.S. dollar and the Brazilian Real). Swap agreements may be used to hedge or achieve exposure to, for example, currencies, interest rates, and money market securities without actually purchasing such currencies or securities. Each Fund may use swap agreements to invest in a market without owning or taking physical custody of the underlying securities in circumstances in which direct investment is restricted for legal reasons or is otherwise impracticable. Swap agreements will tend to shift a Fund's investment exposure from one type of investment to another or from one payment stream to another. Depending on their structure, swap agreements may increase or decrease a Fund's exposure to long or short-term interest rates (in the United States or abroad), foreign currencies, corporate borrowing rates, or other factors, and may increase or decrease the overall volatility of a Fund's investments and its share price.

**Futures, Options And Options On Futures Contracts.** Each Fund may enter into U.S. or foreign futures contracts and options and options on futures contracts. When a Fund purchases a futures contract, it agrees to purchase a specified underlying instrument at a specified future date. When a Fund sells a futures contract, it agrees to sell the underlying instrument at a specified future date. The price at which the purchase and sale will take place is fixed when the Fund enters into the contract. Futures can be held until their delivery dates, or can be closed out before then if a liquid secondary market is available. To the extent a Fund uses futures and options, it will do so only in accordance with Rule 4.5 of the Commodity Exchange Act (CEA). The Trust, on behalf of each Fund, has filed a notice of eligibility for exclusion from the definition of the term "commodity pool operator" in accordance with Rule 4.5 so that each Fund is not subject to registration or regulation as a commodity pool operator under the CEA.

The risk of loss in trading futures contracts or uncovered call options in some strategies (e.g., selling uncovered stock index futures contracts) is potentially unlimited. The Funds do not plan to use futures and options contracts in this way. The risk of a futures position may still be large as traditionally measured due to the low margin deposits required. In many cases, a relatively small price movement in a futures contract may result in immediate and substantial loss or gain to the investor relative to the size of a required margin deposit. The Funds, however, intend to utilize futures and options contracts in a manner designed to limit their risk exposure to levels comparable to direct investment in stocks.

Utilization of futures and options on futures by a Fund involves the risk of imperfect or even negative correlation to the underlying Index if the index underlying the futures contract differs from the underlying Index. There is also the risk of loss by a Fund of margin deposits in the event of bankruptcy of a broker with whom a Fund has an open position in the futures contract or option. The purchase of put or call options will be based upon predictions by the Fund as to anticipated trends, which predictions could prove to be incorrect.

The potential for loss related to the purchase of an option on a futures contract is limited to the premium paid for the option plus transaction costs. Because the value of the option is fixed at the point of sale, there are no daily cash payments by the purchaser to reflect changes in the value of the underlying contract; however, the value of the option changes daily and that change would be reflected in the NAV of each Fund. The potential for loss related to writing options is unlimited.

Although each Fund intends to enter into futures contracts only if there is an active market for such contracts, there is no assurance that an active market will exist for the contracts at any particular time.



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**ILLIQUID SECURITIES.** Each Fund may invest up to an aggregate amount of 15% of its net assets in illiquid securities. Illiquid securities include securities subject to contractual or other restrictions on resale and other instruments that lack readily available markets. The inability of a Fund to dispose of illiquid or not readily marketable investments readily or at a reasonable price could impair a Fund's ability to raise cash for redemptions or other purposes. The liquidity of securities purchased by a Fund which are eligible for resale pursuant to Rule 144A will be monitored by each Fund on an ongoing basis. In the event that such a security is deemed to be no longer liquid, a Fund's holdings will be reviewed to determine what action, if any, is required to ensure that the retention of such security does not result in a Fund having more than 15% of its assets invested in illiquid or not readily marketable securities.

**INVESTMENT COMPANY SECURITIES.** Each Fund may invest in the securities of other investment companies. The 1940 Act generally prohibits a fund from acquiring more than 3% of the outstanding voting shares of an investment company and limits such investments to no more than 5% of the fund's total assets in any single investment company and no more than 10% in any combination of two or more investment companies. Each Fund may purchase or otherwise invest in shares of affiliated exchange traded funds. Each Fund may invest in affiliated money market funds.

**MONEY MARKET INSTRUMENTS.** Each Fund may invest a portion of its assets in high-quality money market instruments on an ongoing basis to provide liquidity or for other reasons. The instruments in which a Fund may invest include: (i) short-term obligations issued by the U.S. government; (ii) negotiable certificates of deposit (CDs), fixed time deposits and bankers' acceptances of U.S. and foreign banks and similar institutions; (iii) commercial paper rated at the date of purchase Prime-1 by Moody's or A-1+ or A-1 by Standard & Poor's (S&P) or, if unrated, of comparable quality as determined by the Fund; and (iv) repurchase agreements. CDs are short-term negotiable obligations of commercial banks. Time deposits are non-negotiable deposits maintained in banking institutions for specified periods of time at stated interest rates. Bankers' acceptances are time drafts drawn on commercial banks by borrowers, usually in connection with international transactions.

**NON-U.S. SECURITIES.** The International Funds invest a significant portion of their assets in non-U.S. equity securities. Investments in non-U.S. equity securities involve certain risks that may not be present in investments in U.S. securities. For example, non-U.S. securities may be subject to currency risks or to foreign government taxes. There may be less information publicly available about a non-U.S. issuer than about a U.S. issuer, and a foreign issuer may or may not be subject to uniform accounting, auditing and financial reporting standards and practices comparable to those in the U.S. Other risks of investing in such securities include political or economic instability in the country involved, the difficulty of predicting international trade patterns and the possibility of imposition of exchange controls. The prices of such securities may be more volatile than those of domestic securities. With respect to certain foreign countries, there is a possibility of expropriation of assets or nationalization, imposition of withholding taxes on dividend or interest payments, difficulty in obtaining and enforcing judgments against foreign entities or diplomatic developments which could affect investment in these countries. Losses and other expenses may be incurred in converting between various currencies in connection with purchases and sales of foreign securities.

Non-U.S. stock markets may not be as developed or efficient as, and may be more volatile than, those in the U.S. While the volume of shares traded on non-U.S. stock markets generally has been growing, such markets usually have substantially less volume than U.S. markets. Therefore, a Fund's investment in non-U.S. equity securities may be less liquid and subject to more rapid and erratic price movements than comparable securities listed for trading on U.S. exchanges. Non-U.S. equity securities may trade at price/earnings multiples higher than comparable U.S. securities and such levels may not be sustainable. There may be less government supervision and regulation of foreign stock exchanges, brokers, banks and listed companies abroad than in the U.S. Moreover, settlement practices for transactions in foreign markets may differ from those in U.S. markets. Such differences may include delays beyond periods customary in the U.S. and practices, such as delivery of securities prior to receipt of payment, which increase the likelihood of a failed settlement, which can result in losses to a Fund. The value of non-U.S. investments and the investment income derived from them may also be affected unfavorably by changes in currency exchange control regulations. Foreign brokerage commissions, custodial expenses and other fees are also generally higher than for securities traded in the U.S. This may cause the International Funds to incur higher portfolio transaction costs than domestic equity funds. Fluctuations in exchange rates may also affect the earning power and asset value of the foreign entity issuing a security, even one denominated in U.S. dollars. Dividend and interest payments may be repatriated based on the exchange rate at the time of disbursement, and restrictions on capital flows may be imposed.

Certain non-U.S. issuers in which the Funds, and in particular the International Real Estate Fund, may invest may be treated as passive foreign investment companies (PFICs). Investments in PFICs may decrease the tax efficiency of a Fund. For a more detailed discussion of the U.S. federal income tax consequences of a Fund's investment in PFICs, please see the section titled "Taxes."

Set forth below for certain markets in which the Funds may invest are brief descriptions of some of the conditions and risks in each such market.

**Investments In Emerging Markets Securities.** The Emerging Markets SmallCap Dividend, Emerging Markets Equity Income, India Earnings and Middle East Dividend Funds invest substantially all of their assets in markets that are considered to be emerging. WisdomTree Global Equity Income and World ex-U.S. Growth Funds also invest a portion of their assets in emerging market securities. Investing in securities listed and traded in emerging markets may be subject to additional risks associated with emerging market economies. Such risks may include:



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(i) greater market volatility; (ii) lower trading volume; (iii) greater social, political and economic uncertainty; (iv) governmental controls on foreign investments and limitations on repatriation of invested capital; (v) the risk that companies may be held to lower disclosure, corporate governance, auditing and financial reporting standards than companies in more developed markets; and (vi) the risk that there may be less protection of property rights than in other countries. Emerging markets are generally less liquid and less efficient than developed securities markets.

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**Investments In Frontier Markets Securities.** The Middle East Dividend Fund invests in countries that are generally considered to be frontier markets. The economies of frontier markets included in the WisdomTree Middle East Dividend Index (i.e., Bahrain, Egypt, Jordan, Kuwait, Morocco, Oman, Qatar and the United Arab Emirates) generally have lower trading volumes and greater potential for illiquidity and price volatility than more developed markets. These markets have a smaller number of issuers and participants and therefore may also be affected to a greater extent by the actions of a small number of issuers and investors. A significant change in cash flows investing in these markets could have a substantial effect on local stock prices and, therefore, prices of Fund shares. Investments in certain frontier market countries are restricted or controlled to varying extents. At times, these restrictions or controls may limit or prevent foreign investment and/or increase the investment costs and expenses of the Fund. Frontier markets may be subject to greater political instability, threat of war or terrorism and government intervention than more developed markets, including many emerging market economies. Frontier markets generally are not as correlated to global economic cycles as those of more developed countries. These and other factors make investing in the frontier market countries significantly riskier than investing in developed market and emerging market countries.

Certain frontier countries impose additional restrictions, such as requiring governmental approval prior to investments by foreign persons, limiting the amount of investments by foreign persons in a particular issuer, limiting investments by foreign persons to a particular class of securities of an issuer that may have less advantageous rights than other classes, and imposing additional taxes. For countries that require prior government approval, delays in obtaining such approval would delay investments, and consequently the Fund may be unable to invest in all of the securities included in the Index until such approval is final. This could increase Index tracking error. Some frontier countries may also limit investment in issuers in industries considered essential to national interests and may require governmental approval for the repatriation of investment income, capital or the proceeds of security sales by foreign investors, including the Fund. Some frontier country governments may levy certain taxes on dividend and interest income. Although in some countries a portion of these taxes are recoverable, the non-recovered portion of foreign withholding taxes will decrease the income generated from investments in such countries.

Some banks that are eligible foreign sub-custodians in frontier markets may have been organized only recently or may otherwise not have extensive operating experience. There may also be legal restrictions or limitations on the ability of the Fund to recover assets held in custody by a foreign sub-custodian, such as in cases where the sub-custodian becomes bankrupt. Settlement systems may not be as established as in developed markets or even emerging markets. As a result, settlements may be delayed and cash or Fund securities may be jeopardized because of system defects. In addition, the laws of certain countries in which the Fund invests may require the Fund to release local shares before receiving cash payment, or to make cash payment before receiving local shares. This increases the risk of loss to the Fund.

The Fund invests in some frontier countries that use share blocking. Share blocking refers to the practice of predicating voting rights related to an issuer's securities on those securities being blocked from trading at the custodian or sub-custodian level for a period of time near the date of a shareholder meeting. Such restrictions have the potential to effectively prevent securities from being voted and from trading within a specified number of days before, and in some cases after, the shareholder meeting. Share blocking may preclude the Fund from purchasing or selling securities for a period of time. During the time that shares are blocked, trades in such securities will not settle. Although practices may vary by market, a blocking period may last from one day to several weeks. Once blocked, the block may be removed only by withdrawing a previously cast vote or abstaining from voting completely, a process that may be burdensome. In certain countries, the block cannot be removed. Share blocking may impose operational difficulties on the Fund, including the potential effect that a block would have on pending trades. Share blocking may cause pending trades to fail or remain unsettled for an extended period of time. Trade failures may also expose the transfer agent and the Fund to situations in which a counterparty may have the right to go to market, buy a security at the current market price and have any additional expense borne by the Fund or transfer agent if the counterparty is unable to deliver shares after a certain period of time. The Adviser, on behalf of the Fund, reserves the right to abstain from voting proxies in share blocking proxy markets. These and other factors could have a negative impact on Fund performance.

**Investments In Australia.** Certain of the International Funds may invest in companies organized and listed in Australia. The Pacific ex-Japan Total Dividend Fund and the Pacific ex-Japan Equity Income Fund generally invest a relatively large percentage of their assets in companies organized in Australia. The economy of Australia is heavily dependent on the demand for natural resources and agricultural products. Conditions that weaken demand for such products worldwide could have a negative impact on the Australian economy as a whole. These and other factors could have a negative impact on a Fund's performance.

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**Investments In Brazil.** Certain of the International Funds may invest in companies organized and listed in Brazil. Investing in securities of Brazilian companies involves certain considerations not typically associated with investing in securities of U.S. companies or the U.S. government, including (i) investment and repatriation controls, which could affect the Fund's ability to operate, and to qualify for, the favorable tax treatment afforded to regulated investment companies for U.S. Federal income tax purposes; (ii) fluctuations in the rate of exchange between the Brazilian Real and the U.S. Dollar; (iii) the generally greater price volatility and lesser liquidity that characterize Brazilian securities markets, as compared with U.S. markets; (iv) the effect that a trade deficit could have on economic stability and the Brazilian government's economic policy; (v) high rates of inflation; (vi) governmental involvement in and influence on the private sector; (vii) Brazilian accounting, auditing and financial standards and requirements, which differ from those in the United States; and (viii) political and other considerations, including changes in applicable Brazilian tax laws. These and other factors could have a negative impact on a Fund's performance.

**Investments In Canada.** Certain of the International Funds may invest in companies organized and listed in Canada. The U.S. is Canada's largest trading partner and foreign investor. As a result, changes to the U.S. economy may significantly affect the Canadian economy. The economy of Canada is also heavily dependent on the demand for natural resources and agricultural products. Conditions that weaken demand for such products worldwide could have a negative impact on the Canadian economy as a whole. These and other factors could have a negative impact on a Fund's performance.

**Investments In China And Hong Kong.** Certain of the International Funds may invest in securities listed and traded on the Hong Kong Stock Exchange. In addition to the aforementioned risks of investing in non-U.S. securities, investing in securities listed and traded in Hong Kong involves special considerations not typically associated with investing in countries with more democratic governments or more established economies or securities markets. Such risks may include: (i) the risk of nationalization or expropriation of assets or confiscatory taxation; (ii) greater social, economic and political uncertainty (including the risk of war); (iii) dependency on exports and the corresponding importance of international trade; (iv) the increasing competition from Asia's other low-cost emerging economies; (v) currency exchange rate fluctuations and the lack of available currency hedging instruments; (vi) higher rates of inflation; (vii) controls on foreign investment and limitations on repatriation of invested capital and on the Fund's ability to exchange local currencies for U.S. dollars; (viii) greater governmental involvement in and control over the economy; (ix) the risk that the Chinese government may decide not to continue to support the economic reform programs implemented since 1978 and could return to the prior, completely centrally planned, economy; (x) the fact that Chinese companies, particularly those located in China, may be smaller, less seasoned and newly-organized; (xi) the differences in, or lack of, auditing and financial reporting standards which may result in unavailability of material information about issuers, particularly in China; (xii) the fact that statistical information regarding the economy of China may be inaccurate or not comparable to statistical information regarding the U.S. or other economies; (xiii) the less extensive, and still developing, regulation of the securities markets, business entities and commercial transactions; (xiv) the fact that the settlement period of securities transactions in foreign markets may be longer; (xv) the willingness and ability of the Chinese government to support the Chinese and Hong Kong economies and markets is uncertain; (xvi) the risk that it may be more difficult, or impossible, to obtain and/or enforce a judgment than in other countries; (xvii) the rapidity and erratic nature of growth, particularly in China, resulting in inefficiencies and dislocations; (xviii) the risk that, because of the degree of interconnectivity between the economies and financial markets of China and Hong Kong, any sizable reduction in the demand for goods from China, or an economic downturn in China, could negatively affect the economy and financial market of Hong Kong as well; and (xix) the risk that certain companies in the Fund's Index may have dealings with countries subject to sanctions or embargoes imposed by the U.S. government or identified as state sponsors of terrorism.

Investments in Hong Kong are also subject to certain political risks. Following the establishment of the People's Republic of China by the Communist Party in 1949, the Chinese government renounced various debt obligations incurred by China's predecessor governments, which obligations remain in default, and expropriated assets without compensation. There can be no assurance that the Chinese government will not take similar action in the future. An investment in the Fund involves risk of a total loss. China has committed by treaty to preserve Hong Kong's autonomy and its economic, political and social freedoms for 50 years from the July 1, 1997 transfer of sovereignty from Great Britain to China. However, if China would exert its authority so as to alter the economic, political or legal structures or the existing social policy of Hong Kong, investor and business confidence in Hong Kong could be negatively affected, which in turn could negatively affect markets and business performance. These and other factors could have a negative impact on a Fund's performance.

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**Investments In France.** Certain of the International Funds may invest in companies organized and listed in France. France is a member of the European Economic and Monetary Union ( EMU ). EMU member countries share coordinated economic policies and a common currency. As a result, the economy of France may be significantly affected by changes in the economies of the EMU members or other European countries. These and other factors could have a negative impact on a Fund 's performance.

**Investments In Germany.** Certain of the International Funds may invest in companies organized and listed in Germany. Germany is a member of the EMU. EMU member countries share coordinated economic policies and a common currency. As a result, the economy of Germany may be significantly affected by changes in the economies of the EMU members or other European countries. Challenges related to the rebuilding of infrastructure and unemployment in the former area of East Germany may also impact the economy of Germany. These and other factors could have a negative impact on a Fund 's performance.

**Investments In India.** The India Earnings Fund, Emerging Markets Equity Income Fund, Emerging Markets SmallCap Dividend Fund, Global Equity Income Fund and World ex-U.S. Growth Fund invest in securities listed and traded in India. Investments in India may be more volatile and less liquid and may offer higher potential for gains and losses than investments in more developed markets. Economic and political structures in India may lack the stability of those of more developed nations. Unanticipated political or social developments in India and surrounding regions may affect the value of a Fund 's investments and the value of Fund shares. Although the government has recently begun to institute economic reform policies, there can be no assurance that it will continue to pursue such policies or, if it does, that such policies will succeed. Monsoons and other natural disasters in India and surrounding regions also can affect the value of Fund investments.

The laws relating to limited liability of corporate shareholders, fiduciary duties of officers and directors, and the bankruptcy of state enterprises are generally less well developed than or different from such laws in the United States. It may be more difficult to obtain a judgment in Indian courts than it is in the United States.

The market for securities in India may be less liquid and transparent than the markets in more developed countries. In addition, strict restrictions on foreign investment may decrease the liquidity of a Fund 's portfolio or inhibit the Fund 's ability to achieve its investment objective. A Fund may be unable to buy or sell securities or receive full value for such securities. Settlement of securities transactions in the Indian subcontinent are subject to risk of loss, may be delayed and are generally less efficient than in the United States. In addition, disruptions due to work stoppages and trading improprieties in these securities markets have caused such markets to close. If extended closings were to occur in stock markets where the Fund was heavily invested, a Fund 's ability to redeem Fund shares could become correspondingly impaired. Each of these events could have a negative impact on the liquidity and value of the Fund 's investments. To mitigate these risks, a Fund may maintain a higher cash position than it otherwise would, or a Fund may have to sell more liquid securities which it would not otherwise choose to sell, possibly diluting its return and inhibiting its ability to track its Index.

In recent years, exchange-listed companies in the technology sector and related sectors (such as software) have grown so as to represent a significant portion of the total capitalization of the Indian market. The value of these companies will generally fluctuate in response to technological and regulatory developments. The stock markets in the region are undergoing a period of growth and change, which may result in trading or price volatility and difficulties in the settlement and recording of transactions, and in interpreting and applying the relevant laws and regulations. The securities industries in these countries are comparatively underdeveloped, and stockbrokers and other intermediaries may not perform as well as their counterparts in the United States and other more developed securities markets. In some cases, physical delivery of securities in small lots has been required in India and a shortage of vault capacity and trained personnel has existed among qualified custodial Indian banks. These and other factors could have a negative impact on a Fund 's performance.

**Investments In Japan.** Certain of the international Funds may invest in companies organized and listed in Japan. The Japanese economy is characterized by government intervention and protectionism, an unstable financial services sector, and relatively high unemployment. Economic growth is heavily dependent on international trade, government support and consistent government policy. Slowdowns in the economies of key trading partners such as the United States, China and countries in Southeast Asia could have a negative impact on the Japanese economy as a whole. These and other factors could have a negative impact on a Fund 's performance.

**Investments In The Middle East.** The Middle East Dividend Fund invests in companies organized and listed in Bahrain, Egypt, Jordan, Kuwait, Morocco, Oman, Qatar and the United Arab Emirates. Countries in the Middle East may be affected by political instability, war or the threat of war, regional instability, terrorist activities and religious, ethnic and/or socioeconomic unrest. Markets in the Middle East generally have lower trading volumes and greater potential for illiquidity and price volatility than more developed markets. These markets also have a smaller number of issuers and participants and therefore may also be affected to a greater extent by the actions of a small number of issuers and investors. A significant change in cash flows investing in these markets could have a substantial effect on local stock prices. Some Middle Eastern countries prohibit or impose substantial restrictions on investments in their capital markets, particularly their equity markets, by foreign entities such as the Fund. For example, certain countries may require governmental approval prior to investment by foreign persons or limit the amount of investment by foreign persons in a particular issuer. They may also limit the investment by foreign persons to only a specific class of

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securities of an issuer that may have less advantageous terms (including price) than securities of the issuer available for purchase by nationals. The manner in which foreign investors may invest in companies in certain Middle Eastern countries, as well as limitations on those investments, may have an adverse impact on the operations of the Fund. For example, the Fund may be required in certain of these countries to invest initially through a local broker or other entity and then have the shares that were purchased re-registered in the name of the Fund. Re-registration in some instances may not be possible on a timely basis. This may result in a delay during which the Fund may be denied certain of its rights as an investor, including rights as to dividends or to be made aware of certain corporate actions. The legal systems in certain Middle Eastern countries may have an adverse impact on the Fund. For example, the potential liability of a shareholder in a U.S. corporation with respect to acts of the corporation generally is limited to the amount of the shareholder's investment. However, the notion of limited liability is less clear in certain Middle Eastern countries. The Fund therefore may be liable

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in certain Middle Eastern countries for the acts of a corporation in which it invests for an amount greater than the Fund's actual investment in that corporation. Similarly, the rights of investors in Middle Eastern issuers may be more limited than those of shareholders of a U.S. corporation. It may be difficult or impossible to obtain and/or enforce a judgment in a Middle Eastern country. These and other factors could have a negative impact on a Fund's performance.

**Investments In Singapore.** Certain of the International Funds may invest in companies organized and listed in Singapore. The economy of Singapore is heavily dependent on international trade and export. Conditions that weaken demand for such products worldwide or in the Asian region could have a negative and significant impact on the Singaporean economy as a whole. In addition, the economy of Singapore may be particularly vulnerable to external market changes because of its smaller size. These and other factors could have a negative impact on a Fund's performance.

**Investments In South Africa.** The Emerging Markets Equity Income Fund, Emerging Markets SmallCap Dividend Fund, Global Equity Income Fund and World ex-U.S. Growth Fund may invest in companies organized and listed in South Africa. Although South Africa is a developing country with a solid economic infrastructure (in some regards rivaling other developed countries) certain issues, such as unemployment, access to health care, limited economic opportunity, and other financial constraints, continue to present obstacles to full economic development. There can be no assurance that initiatives by the government to address these issues will achieve the desired results. South Africa's currency may be vulnerable to devaluation. These and other factors could have a negative impact on a Fund's performance.

**Investments In South Korea.** The Emerging Markets Equity Income Fund, Emerging Markets SmallCap Dividend Fund, Global Equity Income Fund and World ex-U.S. Growth Fund may invest in companies organized and listed in South Korea. The economy of South Korea is heavily dependent on exports and the demand for certain finished goods. South Korea's main industries include electronics, automobile production, chemicals, shipbuilding, steel, textiles, clothing, footwear, and food processing. Conditions that weaken demand for such products worldwide or in other Asian countries could have a negative impact on the South Korean economy as a whole. Relations with North Korea could also have a significant impact on the economy of South Korea. These and other factors could have a negative impact on a Fund's performance.

**Investments In Taiwan.** The Emerging Markets Equity Income Fund, Emerging Markets SmallCap Dividend Fund, Global Equity Income Fund and World ex-U.S. Growth Fund may invest in companies organized and listed in Taiwan. The economy of Taiwan is heavily dependent on exports. Currency fluctuations, increasing competition from Asia's other emerging economies, and conditions that weaken demand for Taiwan's export products worldwide could have a negative impact on the Taiwanese economy as a whole. Concerns over Taiwan's history of political contention and its current relationship with China may also have a significant impact on the economy of Taiwan. These and other factors could have a negative impact on a Fund's performance.

**Investments In The United Kingdom.** Certain of the International Funds invest in companies organized and listed in the United Kingdom. The United Kingdom has one of the largest economies in Europe and trades heavily with other European countries. The economy of the United Kingdom may be impacted by changes to the economic health of other European countries. These and other factors could have a negative impact on a Fund's performance.

**PARTICIPATION CERTIFICATES.** The Middle East Dividend Fund, India Earnings Fund, Emerging Markets Equity Income Fund, Emerging Markets SmallCap Dividend Fund, Global Equity Income Fund and World ex-U.S. Growth Fund may invest in participation certificates ( Participation Certificates ) as a substitute for investing directly in securities included in their respective WisdomTree Indexes. These instruments are also referred to as Participation Notes. Participation Certificates are certificates or notes issued by banks or broker-dealers and are designed to provide returns corresponding to the performance of an underlying equity security or market. Participation Certificates are subject to the risk that the issuer of the note will default on its obligation, in which case the Fund could lose the entire value of its investment. The use of Participation Certificates can increase tracking error relative to the Index. A holder of a Participation Certificate that is linked to an underlying security may receive any dividends paid in connection with the underlying security. However, a holder of a Participation Certificate does not have voting rights, as the holder would if it owned the underlying security directly. Investing in a Participation Certificate may subject the Funds to counterparty risk. In addition, there can be no assurance that the trading price of a Participation Certificate will be equal to the underlying value of the company or market that it seeks to replicate. The Fund will be relying on the creditworthiness of the counterparty issuing the Participation Certificate and would lose its investment if such counterparty became insolvent. The Fund will have no rights against the issuer of the underlying security. A Participation Certificate may also include transaction costs in addition to those applicable to a direct investment in securities. The markets on which the Participation Certificates are traded may be less liquid than the markets for other securities due to liquidity and transfer restrictions. The markets for Participation Certificates typically are over the counter and may be less transparent than the markets for listed securities. This may limit the availability of pricing information and may make it more difficult for the Fund to accurately value its investments in Participation Certificates. This may increase tracking error relative to the Index.



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**REAL ESTATE INVESTMENT TRUSTS.** Each Fund may invest in the securities of real estate investment trusts ( REITs ) to the extent allowed by law. Risks associated with investments in securities of REITs include: decline in the value of real estate, risks related to general and local economic conditions, overbuilding and increased competition, increases in property taxes and operating expenses, changes in zoning laws, casualty or condemnation losses, variations in rental income, changes in neighborhood values, the appeal of properties to tenants, and increases in interest rates. In addition, equity REITs may be affected by changes in the values of the underlying property owned by the trusts, while mortgage REITs may be affected by the quality of credit extended. REITs are dependent upon management skills, may not be diversified and are subject to the risks of financing projects. REITs are also subject to heavy cash-flow dependency, defaults by borrowers, self liquidation and the possibility of failing to qualify for tax-free pass-through of income and net gains under the Code, and to maintain exemption from the 1940 Act. If an issuer of debt securities collateralized by real estate defaults, it is conceivable that the REITs could end up holding the underlying real estate.

**REPURCHASE AGREEMENTS.** Each Fund may enter into repurchase agreements with counterparties that are deemed to present acceptable credit risks. A repurchase agreement is a transaction in which a Fund purchases securities or other obligations from a bank or securities dealer (or its affiliate) and simultaneously commits to resell them to a counterparty at an agreed-upon date or upon demand and at a price reflecting a market rate of interest unrelated to the coupon rate or maturity of the purchased obligations. A Fund maintains custody of the underlying obligations prior to their repurchase, either through its regular custodian or through a special triparty custodian or sub-custodian that maintains separate accounts for both the Fund and its counterparty. Thus, the obligation of the counterparty to pay the repurchase price on the date agreed to or upon demand is, in effect, secured by such obligations.

Repurchase agreements carry certain risks not associated with direct investments in securities, including a possible decline in the market value of the underlying obligations. If their value becomes less than the repurchase price, plus any agreed upon additional amount, the counterparty must provide additional collateral so that at all times the collateral is at least equal to the repurchase price plus any agreed upon additional amount. The difference between the total amount to be received upon repurchase of the obligations and the price that was paid by a Fund upon acquisition is accrued as interest and included in its net investment income. Repurchase agreements involving obligations other than U.S. government securities (such as commercial paper and corporate bonds) may be subject to special risks and may not have the benefit of certain protections in the event of the counterparty's insolvency. If the seller or guarantor becomes insolvent, the Fund may suffer delays, costs and possible losses in connection with the disposition of collateral.

**REVERSE REPURCHASE AGREEMENTS.** Each Fund may enter into reverse repurchase agreements, which involve the sale of securities held by a Fund subject to its agreement to repurchase the securities at an agreed upon date or upon demand and at a price reflecting a market rate of interest. Reverse repurchase agreements are subject to each Fund's limitation on borrowings and may be entered into only with banks or securities dealers or their affiliates. While a reverse repurchase agreement is outstanding, a Fund will maintain the segregation, either on its records or with the Trust's custodian, of cash or other liquid securities, marked to market daily, in an amount at least equal to its obligations under the reverse repurchase agreement.

Reverse repurchase agreements involve the risk that the buyer of the securities sold by a Fund might be unable to deliver them when that Fund seeks to repurchase. If the buyer of securities under a reverse repurchase agreement files for bankruptcy or becomes insolvent, the buyer or trustee or receiver may receive an extension of time to determine whether to enforce a Fund's obligation to repurchase the securities, and the Fund's use of the proceeds of the reverse repurchase agreement may effectively be restricted pending such decision.

**SECURITIES LENDING.** Each Fund may lend portfolio securities to certain creditworthy borrowers, including the Funds' securities lending agent. Loans of portfolio securities provide the Funds with the opportunity to earn additional income on the Fund's portfolio securities. All securities loans will be made pursuant to agreements requiring the loans to be continuously secured by collateral in cash, or money market instruments, or money market funds at least equal at all times to the market value of the loaned securities. The borrower pays to the Funds an amount equal to any dividends or interest received on loaned securities. The Funds retain all or a portion of the interest received on investment of cash collateral or receive a fee from the borrower. Lending portfolio securities involves risks of delay in recovery of the loaned securities or in some cases loss of rights in the collateral should the borrower fail financially. Furthermore, because of the risks of delay in recovery, the Fund may lose the opportunity to sell the securities at a desirable price. A Fund will generally not have the right to vote securities while they are being loaned.



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**TRACKING STOCKS.** Each Fund may invest in tracking stocks. A tracking stock is a separate class of common stock whose value is linked to a specific business unit or operating division within a larger company and which is designed to track the performance of such business unit or division. The tracking stock may pay dividends to shareholders independent of the parent company. The parent company, rather than the business unit or division, generally is the issuer of tracking stock. However, holders of the tracking stock may not have the same rights as holders of the company's common stock.

**FUTURE DEVELOPMENTS.** The Board may, in the future, authorize each Fund to invest in securities contracts and investments other than those listed in this SAI and in each Fund's Prospectus, provided they are consistent with the Fund's investment objective and do not violate any investment restrictions or policies.

**PROXY VOTING POLICY**

The Trust has adopted as its proxy voting policies for each Fund the proxy voting guidelines of Mellon Capital. The Trust has delegated to Mellon Capital the authority and responsibility for voting proxies on the portfolio securities held by each Fund. The remainder of this section discusses each Fund's proxy voting guidelines and Mellon Capital's role in implementing such guidelines.

Mellon Capital, through its participation on The Bank of New York Mellon (BNY Mellon) Corporation's Proxy Policy Committee (PPC), has adopted a Proxy Voting Policy, related procedures, and voting guidelines which are applied to those client accounts over which it has been delegated the authority to vote proxies. In voting proxies, Mellon Capital seeks to act solely in the best financial and economic interest of the applicable client. Mellon Capital will carefully review proposals that would limit shareholder control or could affect the value of a client's investment. It will generally oppose proposals designed to insulate an issuer's management unnecessarily from the wishes of a majority of shareholders. It will generally support proposals designed to provide management with short-term insulation from outside influences so as to enable management to negotiate effectively and otherwise achieve long-term

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goals. On questions of social responsibility where economic performance does not appear to be an issue, Mellon Capital will attempt to ensure that management reasonably responds to the social issues. Responsiveness will be measured by management's efforts to address the proposal including, where appropriate, assessment of the implications of the proposal to the ongoing operations of the company. The PPC will pay particular attention to repeat issues where management has failed in its commitment in the intervening period to take actions on issues. Mellon Capital recognizes its duty to vote proxies in the best interests of its clients. Mellon Capital seeks to avoid material conflicts of interest through its participation in the PPC, which applies detailed, pre-determined proxy voting guidelines (the Voting Guidelines) in an objective and consistent manner across client accounts, based on internal and external research and recommendations provided by a third party vendor, and without consideration of any client relationship factors. Further, Mellon Capital and its affiliates engage a third party as an independent fiduciary to vote all proxies for BNY Mellon securities and affiliated mutual fund securities.

Proxy voting proposals are reviewed, categorized, analyzed and voted in accordance with the Voting Guidelines. These guidelines are reviewed periodically and updated as necessary to reflect new issues and any changes in our policies on specific issues. Items that can be categorized under the Voting Guidelines will be voted in accordance with any applicable guidelines or referred to the PPC, if the applicable guidelines so require. Proposals that cannot be categorized under the Voting Guidelines will be referred to the PPC for discussion and vote. Additionally, the PPC may review any proposal where it has identified a particular company, industry or issue for special scrutiny. With regard to voting proxies of foreign companies, Mellon Capital may weigh the cost of voting, and potential inability to sell the securities (which may occur during the voting process) against the benefit of voting the proxies to determine whether or not to vote.

In evaluating proposals regarding incentive plans and restricted stock plans, the PPC typically employs a shareholder value transfer model. This model seeks to assess the amount of shareholder equity flowing out of the company to executives as options are exercised. After determining the cost of the plan, the PPC evaluates whether the cost is reasonable based on a number of factors, including industry classification and historical performance information. The PPC generally votes against proposals that permit the repricing or replacement of stock options without shareholder approval.

A complete copy of the Proxy Voting Policy may be obtained by calling 1-866-909-9473; or writing to: WisdomTree Trust, c/o ALPS Distributors, Inc., 1290 Broadway, Suite 1100, Denver, Colorado 80203.

The Trust is required to disclose annually the Funds' complete proxy voting record on Form N-PX covering the period from July 1 of one year through June 30 of the next and to file Form N-PX with the Securities and Exchange Commission (SEC) no later than August 31 of each year. The current Form N-PX for the Funds is available at no charge upon request by calling 1-866-909-9473 or through the Trust's website at www.wisdomtree.com. The Funds' Form N-PX is also available on the SEC's website at www.sec.gov.

**PORTFOLIO HOLDING DISCLOSURE POLICIES AND PROCEDURES**

The Trust has adopted a Portfolio Holdings Policy (the Policy) designed to govern the disclosure of Fund portfolio holdings and the use of material non-public information about Fund holdings. The Policy applies to all officers, employees, and agents of the Funds, including the WisdomTree Asset Management and Mellon Capital (together, the Advisers). The Policy is designed to ensure that the disclosure of information about each Fund's portfolio holdings is consistent with applicable legal requirements and otherwise in the best interest of each Fund.

As exchange traded funds, information about each Fund's portfolio holdings is made available on a daily basis in accordance with the provisions of any Order of the SEC applicable to the Funds, regulations of the Funds' Listing Exchange and other applicable SEC regulations, orders and no-action relief. Such information typically reflects all or a portion of a Fund's anticipated portfolio holdings as of the next Business Day. A Business Day with respect to each Fund is any day on which the national securities exchange on which the Fund is listed for trading (each a Listing Exchange) is open for business. This information is used in connection with the Creation and Redemption process and is disseminated on a daily basis through the facilities of the Listing Exchange, the National Securities Clearing Corporation (NSCC) and/or third party service providers.

Each Fund may disclose on the Funds' website at the start of each Business Day the identities and quantities of the securities and other assets held by each Fund that will form the basis of the Fund's calculation of its NAV on that Business Day. The portfolio holdings so disclosed will be based on information as of the close of business on the prior Business Day and/or trades that have been completed prior to the opening of business on that Business Day and that are expected to settle on that Business Day.

Daily access to each Fund's portfolio holdings is permitted to personnel of the Advisers, the Funds' distributor and the Funds' administrator, custodian and accountant and other agents or service providers of the Trust who have need of such information in connection with the ordinary course of their respective duties to the Funds. The Funds' Chief Compliance Officer may authorize disclosure of portfolio holdings.



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Each Fund may disclose its complete portfolio holdings or a portion of its portfolio holdings online at [www.wisdomtree.com](http://www.wisdomtree.com). Online disclosure of such holdings is publicly available at no charge.

Each Fund will disclose its complete portfolio holdings schedule in public filings with the SEC on a quarterly basis, based on the Fund's fiscal year, within sixty (60) days of the end of the quarter, and will provide that information to shareholders, as required by federal securities laws and regulations thereunder.

No person is authorized to disclose a Fund's portfolio holdings or other investment positions except in accordance with the Policy. The Trust's Board reviews the implementation of the Policy on a periodic basis.

### **DESCRIPTION OF THE WISDOMTREE INDEXES**

Brief descriptions of the Indexes on which the Funds are based and the equity markets in which the Funds invest are provided below. Additional information about each Index, including the components and weightings of the Indexes, as well as the rules that govern inclusion and weighting in each of the Indexes is available at [www.wisdomtree.com](http://www.wisdomtree.com).

*Component Selection Criteria.* In order to be included in one of the WisdomTree Dividend Indexes, a company must pay regular cash dividends on shares of its common stock. Companies must also meet certain liquidity requirements. For example, a company generally must have a minimum market capitalization of \$100 million as of the Index measurement date (defined below) and have an average daily dollar volume traded of at least \$100,000 for the three months prior to the Index measurement date. Some Indexes have higher minimum capitalization and liquidity requirements. To be included in one of the U.S. Dividend Indexes, a company must be incorporated in the United States (including Puerto Rico), and must list its shares on the New York Stock Exchange ( NYSE ), or the NASDAQ. To be included in one of the non-U.S. Indexes, a company must list its shares on a major non-U.S. stock exchange and be organized outside of the United States. Common stocks, real estate investment trusts, tracking stocks, and holding companies are eligible for inclusion in each Index. Limited partnerships, limited liability companies, mortgage REITS, royalty trusts, preferred stocks, closed-end funds, ETFs, PFICs and derivative securities, such as warrants and rights, are not eligible (though PFICs are eligible to be included in the International Real Estate Fund).

In order to be included in one of the WisdomTree Domestic Earnings Indexes, a company must: (i) be incorporated in the United States (including Puerto Rico), (ii) be listed on the NYSE, NASDAQ, (iii) have generated positive earnings on a cumulative basis in its most recent four fiscal quarters preceding the Index measurement date, (iv) have a market capitalization of at least \$100 million on the Index measurement date, (v) have an average daily dollar volume of at least \$200,000 for each of the six months prior to the Index measurement date, and (vi) have a price to earnings ratio ( P/E ratio ) of at least two as of the Index measurement date. Companies are weighted in the Index based on their earnings over their most recent four fiscal quarters preceding the Index measurement date. For these purposes, earnings are determined using a company's

Core Earnings. Core Earnings is a standardized calculation of earnings developed by S&P that is designed to include expenses, incomes and activities that reflect the actual profitability of a company's ongoing operations. Common stocks, tracking stocks, and holding companies are eligible for inclusion. REITS, ADRs, GDRs and EDRs are excluded, as are limited partnerships, limited liability companies, royalty trusts, preferred stocks, closed-end funds, ETFs and derivative securities, such as warrants and rights, are not eligible.

The WisdomTree DEFA International Hedged Equity Index, the WisdomTree India Earnings Index, the WisdomTree LargeCap Growth Index, and the LargeCap Value Index each use a slightly different approach from the indexes described above. These indexes are described in more detail below.

*Annual Index Reconstitution.* The WisdomTree Indexes are reconstituted on an annual basis. New securities are added to the Indexes only during the annual reconstitution. The annual reconstitution of the Domestic Dividend and Earnings Indexes takes place at the end of November and the beginning of December each year, except that the annual reconstitution of the WisdomTree LargeCap Growth and LargeCap Value Indexes takes place in March. The annual reconstitution of the International Indexes takes place at the end of May and the beginning of June each year, except that the annual reconstitution of the WisdomTree India Earnings Index takes place at the end of August and the beginning of September each year.

During the annual reconstitution, securities are screened to determine whether they comply with WisdomTree's proprietary Index methodology and are eligible to be included in an Index. This date is sometimes referred to as the Index measurement date or the Screening Point. Based on this screening, securities that meet Index requirements are added to the applicable Index and securities that do not meet such requirements are dropped from the applicable Index. A preliminary Index is made publicly available based on this information. The Weighting Date is the date when the final weights of each component security of each Index are established. This is determined after the close of trading on the third Wednesday of December for the Domestic Dividend and Earnings Indexes and after the close of trading on the third Wednesday of June for the International Indexes. The final index constituents and their respective weightings are made publicly available at this time. The final Index

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constituents and final constituent weightings go into effect immediately before the opening of trading on the Monday following the Weighting Date. This is sometimes referred to as the Reconstitution Date.

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*Index Maintenance.* Index maintenance occurs throughout the year and includes monitoring and implementing the adjustments for company additions and deletions, stock splits, corporate restructurings and other corporate actions. Corporate actions are generally implemented after the close of trading on the day prior to the ex-date of such corporate actions. To the extent reasonably practicable, such changes will be announced at least two days prior to their implementation.

Should any company achieve a weighting equal to or greater than 24% of an Index, its weighting will be reduced at the close of the current calendar quarter and other components in the Index will be rebalanced. Moreover, should the collective weight of Index component securities whose individual current weights equal or exceed 5% of an Index, when added together, exceed 50% of such Index, the weightings in those component securities will be reduced so that their collective weight equals 40% of the Index as of the close of the current calendar quarter, and other components in the Index will be rebalanced.

*Index Availability.* Each WisdomTree Index is calculated and disseminated throughout each day the NYSE is open for trading.

*Changes to the Index Methodology.* The WisdomTree Indexes are governed by a published, rules-based methodology. Changes to the methodology will be publicly disclosed at [www.wisdomtreeindexes.com](http://www.wisdomtreeindexes.com) prior to implementation. Sixty (60) days prior notice will be given prior to the implementation of any such change.

*Index Calculation Agent.* In order to minimize any potential for conflicts caused by the fact that WisdomTree Investments and its affiliates act as Index provider and investment adviser to the Funds, WisdomTree Investments has retained an unaffiliated third party to calculate each Index (the Calculation Agent). The Calculation Agent, using the rules-based methodology, will calculate, maintain and disseminate the Indexes on a daily basis. WisdomTree Investments will monitor the results produced by the Calculation Agent to help ensure that the Indexes are being calculated in accordance with the rules-based methodology. In addition, WisdomTree Investments and WisdomTree Asset Management have established policies and procedures designed to prevent non-public information about pending changes to the Indexes from being used or disseminated in an improper manner. Furthermore, WisdomTree Investments and WisdomTree Asset Management have established policies and procedures designed to prevent improper use and dissemination of non-public information about the Funds' portfolio strategies and to prevent the Funds' portfolio managers from having any influence on the construction of the Index methodology.

## **WISDOMTREE DOMESTIC DIVIDEND INDEXES**

### **WisdomTree Dividend Index**

*Number of Components:* approximately 1,122

*Index Description.* The WisdomTree Dividend Index measures the performance of U.S. companies that pay regular cash dividends on shares of their common stock. Each Domestic Dividend Index is derived from the WisdomTree Dividend Index.

### **WisdomTree Equity Income Index**

*Number of Components:* approximately 289

*Index Description.* The WisdomTree Equity Income Index measures the performance of the highest yielding stocks within the WisdomTree Dividend Index that meet specified requirements as of the Index measurement date. The Index is created by selecting from the WisdomTree Dividend Index those companies with market capitalizations of at least \$200 million and average daily trading volumes of at least \$200,000 for the three months prior to the Index measurement date. The top 30% of these companies ranked by dividend yield are included in the Index. Companies are weighted in the Index based on their projected cash dividends as of the Index measurement date. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

### **WisdomTree Dividend ex-Financials Index**

*Number of Components:* approximately 87

*Index Description.* The WisdomTree Dividend ex-Financials Index measures the performance of high dividend-yielding U.S. stocks outside the financial sector. Stocks selected for the Index are chosen from the 300 largest non-financial companies listed on major U.S. stock exchanges. To ensure that no one sector dominates the weight of the portfolio, the 10 highest dividend-yielding stocks from each of the remaining sectors are selected for inclusion. Components in the Index are weighted annually, based on dividend yield. The Index includes large-capitalization and

mid-capitalization securities.

**WisdomTree LargeCap Dividend Index**

*Number of Components:* approximately 289

*Index Description.* The WisdomTree LargeCap Dividend Index measures performance of companies that pay regular cash dividends from the large-capitalization segment of the WisdomTree Dividend Index. The Index consists of the 300 companies in the WisdomTree Dividend Index with the highest market capitalizations as of the Index measurement date. Companies in the Index are weighted based on their projected cash dividends as of the Index measurement date. The Index consists of large-capitalization securities.

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### **WisdomTree MidCap Dividend Index**

*Number of Components:* approximately 350

*Index Description.* The WisdomTree MidCap Dividend Index measures the performance of companies that pay regular cash dividends from the mid-capitalization segment of the WisdomTree Dividend Index. The Index is created by first removing the 300 companies with the highest market capitalizations as of the Index measurement date from the WisdomTree Dividend Index. Those companies that comprise the top 75% of the remaining market capitalization of the WisdomTree Dividend Index as of the Index measurement date are included in the WisdomTree MidCap Index. Companies are weighted in the Index based on their projected cash dividends as of the Index measurement date. The Index includes primarily mid-capitalization securities.

### **WisdomTree SmallCap Dividend Index**

*Number of Components:* approximately 483

*Index Description.* The WisdomTree SmallCap Dividend Index measures the performance of companies that pay regular cash dividends from the small-capitalization segment of the WisdomTree Dividend Index. The Index is created by first removing the 300 companies with the highest market capitalizations as of the Index measurement date from the WisdomTree Dividend Index. Those companies that comprise the bottom 25% of the remaining market capitalization of the Dividend Index as of the Index measurement date are included in the WisdomTree SmallCap Index. Companies are weighted in the Index based on their projected cash dividends as of the Index measurement date. The Index includes primarily small-capitalization securities.

## **WISDOMTREE EARNINGS INDEXES**

### **WisdomTree Earnings Index**

*Number of Components:* approximately 1,957

*Index Description.* The WisdomTree Earnings Index is a fundamentally weighted index that measures the performance of earnings-generating companies within the broad U.S. stock market. The Index consists of companies that: (i) are incorporated in the United States (including Puerto Rico), (ii) are listed on the NYSE, NASDAQ Global Select, or NASDAQ Global Market (the "NASDAQ Market"), (iii) have generated positive earnings on a cumulative basis in their most recent four fiscal quarters preceding the Index measurement date, (iv) have a market capitalization of at least \$100 million on the Index measurement date, (v) have an average daily dollar volume of at least \$200,000 for each of the six months prior to the Index measurement date, and (vi) have a price to earnings ratio ( "P/E ratio") of at least 2 as of the Index measurement date. Companies are weighted in the Index based on their earnings over their most recent four fiscal quarters preceding the Index measurement date. For these purposes, earnings are determined using a company's Core Earnings. Core Earnings is a standardized calculation of earnings developed by S&P that is designed to include expenses, incomes and activities that reflect the actual profitability of a company's ongoing operations. Companies are weighted in the Index based on their earnings over the four quarters preceding the Index measurement date. The Index includes large-capitalization, mid-capitalization and small-capitalization securities and is, in this sense, an earnings-weighted index for the broad U.S. market.

### **WisdomTree Earnings 500 Index**

*Number of Components:* approximately 494

*Index Description.* The WisdomTree Earnings 500 Index is a fundamentally weighted index that measures the performance of earnings-generating companies within the large-capitalization segment of the U.S. stock market. The Index consists of the 500 largest companies ranked by market capitalization in the WisdomTree Earnings Index as of the Index measurement date. Companies are weighted in the Index based on their earnings over their most recent four fiscal quarters preceding the Index measurement date. For these purposes, earnings are determined using a company's Core Earnings. Core Earnings is a standardized calculation of earnings developed by Standard & Poor's that is designed to include expenses, incomes and activities that reflect the actual profitability of a company's ongoing operations. The Index includes primarily large-capitalization securities.

### **WisdomTree Earnings Top 100 Index**



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*Number of Components:* approximately 100

*Index Description.* The WisdomTree Earnings Top 100 Index is a fundamentally weighted Index that measures the performance of 100 large-capitalization companies with relatively high earnings yields. The Index is created by selecting the 100 companies with the highest earnings yields from the 300 largest companies within the WisdomTree Earnings 500 Index. Unlike the other Earnings Indexes which weight companies based on aggregate earnings, the Index is weighted by earnings yield. A component company's weight in the Index at the Index measurement date is determined by its earnings yield. Earnings yield is calculated by dividing a company's trailing 12 months earnings by its market capitalization. This amount is then divided by the sum of all earnings yields for all the component companies in the Index. For these purposes, earnings are determined using a company's Core Earnings. Core Earnings is a standardized calculation of earnings developed by Standard & Poor's that is designed to include expenses, incomes and activities that reflect the actual profitability of a company's ongoing operations. The Index includes primarily large-capitalization securities.

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### **WisdomTree MidCap Earnings Index**

*Number of Components:* approximately 635

*Index Description.* The WisdomTree MidCap Earnings Index is a fundamentally weighted index that measures the performance of earnings-generating companies within the mid-capitalization segment of the U.S. stock market. The Index is created by first removing the 500 companies with the highest market capitalizations as of the Index measurement date from the WisdomTree Earnings Index. Those companies that comprise the top 75% of the remaining market capitalization of the WisdomTree Earnings Index are included in the WisdomTree MidCap Earnings Index. For these purposes, Companies are weighted in the Index based on their earnings over their most recent four fiscal quarters preceding the Index measurement date. For these purposes, earnings are determined using a company's Core Earnings. Core Earnings is a standardized calculation of earnings developed by Standard & Poor's that is designed to include expenses, incomes and activities that reflect the actual profitability of a company's ongoing operations. The Index includes primarily mid-capitalization securities.

### **WisdomTree SmallCap Earnings Index**

*Number of Components:* approximately 828

*Index Description.* The WisdomTree SmallCap Earnings Index is a fundamentally weighted index that measures the performance of earnings-generating companies within the small-capitalization segment of the U.S. stock market. The Index is created by first removing the 500 companies with the highest market capitalizations as of the Index measurement date from the WisdomTree Earnings Index. Those companies that comprise the bottom 25% of the remaining market capitalization of the WisdomTree Earnings Index are included in the WisdomTree SmallCap Earnings Index. Companies are weighted in the Index based on their earnings over their most recent four fiscal quarters preceding the Index measurement date. For these purposes, earnings are determined using a company's Core Earnings. Core Earnings is a standardized calculation of earnings developed by Standard & Poor's that is designed to include expenses, incomes and activities that reflect the actual profitability of a company's ongoing operations. The Index includes primarily small-capitalization securities.

### **WisdomTree LargeCap Value Index**

*Number of Components:* approximately 299

*Index Description.* The WisdomTree LargeCap Value Index is a fundamentally weighted index that measures the performance of large-capitalization value companies. The WisdomTree LargeCap Value Index consists of U.S. companies that have positive cumulative earnings over the past four fiscal quarters and that meet WisdomTree Investments' market capitalization, liquidity, and other requirements as of the Index measurement date. For these purposes, earnings are determined using a company's reported net income, excluding special items, applicable to common shareholders. WisdomTree Investments creates a value score for each company based on the company's Price to Earnings Ratio, Price to Sales Ratio, and Price to Book Value and 1-year change in stock price. The top 30% of companies with the highest value scores within the 1000 largest companies by market capitalization are included in the WisdomTree LargeCap Value Index. Companies are weighted in the WisdomTree LargeCap Value Index annually based on earnings.

**Table of Contents****WisdomTree LargeCap Growth Index**

*Number of Components:* approximately 299

*Index Description:* The WisdomTree LargeCap Growth Index is a fundamentally weighted index that measures the performance of growth companies within the broad U.S. stock market. The Index consists of companies that are listed on major exchanges in the United States and that pass WisdomTree Investments' market capitalization, liquidity and selection requirements. To be included in the Index, companies must have generated earnings on a cumulative basis in their prior four fiscal quarters. Of the eligible companies, the 1000 largest by market capitalization are ranked based on a score comprised of four growth metrics, which include: annual earnings per share growth; annual sales per share growth; annual book value per share growth; and annual stock price growth. The top 30% ranked by a composite of these four growth metrics are selected for inclusion. Companies are weighted in the Index based on their earnings over their most recent four fiscal quarters prior to the index measurement date, which occurs at the end of March. For these purposes, earnings are determined using a company's reported net income, excluding special items, applicable to common shareholders over their four most recent fiscal quarters.

**WISDOMTREE INTERNATIONAL DIVIDEND INDEXES****WisdomTree DEFA Index**

*Number of Components:* approximately 2,015

*Index Description.* The WisdomTree DEFA Index measures the performance of companies in developed markets outside of the U.S. and Canada that pay regular cash dividends on shares of common stock and that meet certain other requirements. To be included in the WisdomTree DEFA Index, companies must be incorporated in one of 16 developed-market European countries (Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, or the United Kingdom), Japan, Hong Kong, Singapore, or Australasia, and must be listed on a major securities exchange in one of those countries. Companies must have paid at least \$5 million in cash dividends on their common stock as of the most recent Index measurement date and must also satisfy specified liquidity and other requirements. Companies are weighted in the Index based on regular cash dividends paid. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

**WisdomTree DEFA Equity Income Index**

*Number of Components:* approximately 574

*Index Description.* The WisdomTree DEFA Equity Income Index measures the performance of the highest dividend yielding stocks within the WisdomTree DEFA Index that meet specified requirements as of the Index measurement date. The Index is created by selecting from the WisdomTree DEFA Index those companies with market capitalizations of at least \$200 million and average daily dollar trading volumes of at least \$200,000 for the three months prior to the Index measurement date. The top 30% of these companies ranked by dividend yield are included in the Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

**WisdomTree DEFA International Hedged Equity Index**

*Number of Components:* approximately 2,015

*Index Description.* The WisdomTree DEFA International Hedged Equity Index is designed to provide exposure to non-U.S. equity securities in developed markets outside of the U.S. and Canada, while at the same time minimizing exposure to fluctuations between the value of the U.S. dollar and non-U.S. currencies represented in the Index. For U.S. investors, international equity investments include two components of return. The first is the return attributable to stock prices in the non-U.S. market or markets in which an investment is made. The second is the return attributable to the value of non-U.S. currencies in these markets relative to the U.S. dollar. The WisdomTree DEFA International Hedged Equity Index seeks to measure the performance of dividend paying companies that is attributable solely to stock prices.

The Index and the Fund are designed to have higher returns than an equivalent non-currency hedged investment when the U.S. Dollar is going up in value relative to foreign currencies. Conversely, the Index and Fund are designed to have lower returns than an equivalent non-hedged investment when the U.S. dollar is falling in value relative to foreign currencies (e.g., the Euro is rising relative to the U.S. dollar). Of course, there can be no guarantee that the Index or Fund will achieve its respective objective.

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To be included in the WisdomTree DEFA International Hedged Equity Index, companies must be incorporated and listed for trading in one of 16 developed-market European countries represented by the WisdomTree Europe Dividend Index (Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, Netherlands, Norway, Portugal, Spain, Sweden, Switzerland and the United Kingdom), Japan, Hong Kong, Singapore, or Australasia. Companies must have paid at least \$5 million in cash dividends on their common stock in the annual cycle prior to the most recent Index measurement date and must also satisfy specified liquidity and other requirements. Companies are weighted in the Index based on regular cash dividends paid. The Index applies an applicable published WM/Reuters one-month currency forward rate to the total equity exposure of each country in the Index to adjust the value of each currency against the U.S. dollar.

### **WisdomTree International Dividend ex-Financials Index**

*Number of Components:* approximately 89

*Index Description.* The WisdomTree International Dividend ex-Financials Index measures the performance of high dividend-yielding stocks in the developed world ex-U.S. and Canada, outside the financial sector. Stocks selected for the Index are chosen from the 300 largest non-financial companies listed on major developed world stock exchanges. To ensure that no one sector dominates the weight of the portfolio, the 10 highest dividend-yielding stocks from each of the remaining sectors are selected for inclusion. Components in the Index are weighted annually, based on dividend yield. The Index includes large-capitalization and mid-capitalization securities.

### **WisdomTree International LargeCap Dividend Index**

*Number of Components:* approximately 300

*Index Description.* The WisdomTree International LargeCap Dividend Index measures the performance of companies that pay regular cash dividends from the large-capitalization segment of Europe, Far East Asia and Australasia. The Index is created by selecting from the WisdomTree DEFA Index the 300 companies in the Index with the highest market capitalizations as of the Index measurement date. Companies are weighted in the Index based on regular cash dividends paid. The Index includes primarily large-capitalization securities.

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### **WisdomTree International MidCap Dividend Index**

*Number of Components:* approximately 615

*Index Description.* The WisdomTree International MidCap Dividend Index measures the performance of companies that pay regular cash dividends from the mid-capitalization segment of markets in Europe, Far East Asia and Australasia. The Index is created by first removing from the WisdomTree DEFA Index the 300 companies with the highest market capitalizations as of the Index measurement date. Those companies that comprise the top 75% of the remaining market capitalization of this group are included in the WisdomTree International MidCap Dividend Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes primarily mid-capitalization securities.

### **WisdomTree International SmallCap Dividend Index**

*Number of Components:* approximately 1,100

*Index Description.* The WisdomTree International SmallCap Dividend Index measures the performance of companies that pay regular cash dividends from the small-capitalization segment of markets in Europe, Far East Asia and Australasia. The Index is created by first removing from the WisdomTree DEFA Index the 300 companies with the highest market capitalizations as of the Index measurement date. Those companies that comprise the bottom 25% of the remaining market capitalization of this group are included in the WisdomTree International SmallCap Dividend Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes primarily small-capitalization securities.

### **WisdomTree Europe Dividend Index**

*Number of Components:* approximately 891

*Index Description.* The WisdomTree Europe Dividend Index measures the performance of companies incorporated in 16 developed-market European countries that pay regular cash dividends on shares of common stock and meet certain other requirements. The Index is comprised of companies that are incorporated in and have their shares of common stock listed on a major stock exchange in one of the following countries: Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, or the United Kingdom. Companies must have paid at least \$5 million in cash dividends on shares of their common stock as of the most recent Index measurement date and must also satisfy specified liquidity and other requirements. Companies are weighted in the Index based on regular cash dividends paid. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

### **WisdomTree Europe SmallCap Dividend Index**

*Number of Components:* approximately 327

*Index Description.* The WisdomTree Europe SmallCap Dividend Index measures the performance of small-capitalization companies incorporated in Western Europe that pay regular cash dividends on shares of common stock and meet specified requirements as of the Index measurement date. The Index is created by first removing from the WisdomTree Europe Dividend Index the 300 companies with the highest market capitalizations as of the Index measurement date. Those companies that comprise the bottom 25% of the remaining market capitalization of this group are included in the WisdomTree Europe SmallCap Dividend Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes primarily small-capitalization securities. In this sense, it is a dividend-weighted small-cap index for the dividend-paying segment of Western Europe.

**Table of Contents****WisdomTree Global Equity Income Index**

*Number of Components:* approximately 502

*Index Description.* The WisdomTree Global Equity Income Index, also referred to as the Global High-Yielding Equity Index, is a fundamentally weighted index that measures the performance of high dividend-yielding companies in the U.S., developed and emerging markets. Companies in the WisdomTree Global Equity Income Index must pass WisdomTree Investments' market capitalization, liquidity, and other requirements. At the Global Equity Income Index measurement date, companies with market capitalizations of at least \$2 billion are ranked by dividend yield and those companies in the top 30% by dividend yield are selected for inclusion in the Index. Companies are weighted in the Index annually based on annual cash dividends paid. The Index is composed of primarily large-capitalization and mid-capitalization securities.

**WisdomTree Japan Dividend Index**

*Number of Components:* approximately 821

*Index Description.* The WisdomTree Japan Dividend Index measures the performance of companies incorporated in Japan that pay regular cash dividends on shares of common stock and meet certain other requirements. The Index is comprised of companies incorporated in Japan that list their shares on the Tokyo Stock Exchange. Companies must have paid at least \$5 million in cash dividends on their common stock as of the most recent Index measurement date and must also satisfy specified liquidity and other requirements. Companies are weighted in the Index based on regular cash dividends paid. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

**WisdomTree Japan SmallCap Dividend Index**

*Number of Components:* approximately 521

*Index Description.* The WisdomTree Japan SmallCap Dividend Index measures the performance of small-capitalization companies incorporated in Japan that pay regular cash dividends on shares of common stock and meet specified requirements as of the Index measurement date. The Index is created by first removing the 300 companies with the highest market capitalizations as of the Index measurement date from the WisdomTree Japan Dividend Index. The remaining companies are then weighted in the Index based on regular cash dividends paid. The Index includes primarily small-capitalization securities. In this sense, it is a dividend-weighted small-cap index for the dividend-paying segment of Japan.

**WisdomTree World ex-U.S. Growth Index**

*Number of Components:* approximately 300

*Index Description.* The WisdomTree World ex-U.S. Growth Index is a fundamentally weighted index that measures the performance of growth companies in the developed and emerging markets outside of the United States. The WisdomTree World ex-U.S. Growth Index consists of dividend paying companies that pass WisdomTree Investments' market capitalization, liquidity, and other requirements. WisdomTree Investments creates a growth score for each company based on the company's earnings per share, sales per share, book value per share and price per share. The top 30% of companies with the highest growth scores within the 1000 largest companies by market capitalization are included in the WisdomTree World ex-U.S. Growth Index. Companies are weighted in the WisdomTree World ex-U.S. Growth Index annually based on annual cash dividends paid.

**WisdomTree Pacific ex-Japan Equity Income Index**

*Number of Components:* approximately 83

*Index Description.* The WisdomTree Pacific ex-Japan Equity Income Index measures the performance of the highest dividend paying stocks within the WisdomTree Pacific ex-Japan Dividend Index that meet specified requirements as of the Index measurement date. The Index is created by selecting from the WisdomTree Pacific ex-Japan Dividend Index those companies with market capitalizations of at least \$200 million and average daily trading volumes of at least \$200,000 for the three months prior to the measurement date. The top 30% of these companies ranked by dividend yield are included in the Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.



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### **WisdomTree Pacific ex-Japan Dividend Index**

*Number of Components:* approximately 303

*Index Description.* The WisdomTree Pacific ex-Japan Dividend Index measures the performance of companies in Hong Kong, Singapore, and Australasia, that pay regular cash dividends on shares of common stock and meet certain other requirements. The WisdomTree Pacific ex-Japan Dividend Index is comprised of companies that are incorporated in and have their shares listed on a major stock exchange in Hong Kong, Singapore, or Australasia. Companies must have paid at least \$5 million in cash dividends on their common stock as of the most recent Index measurement date and must also satisfy specified liquidity and other requirements. Companies are weighted in the Index based on regular cash dividends paid. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

### **WisdomTree Emerging Markets Equity Income Index**

*Number of Components:* approximately 232

*Index Description.* The WisdomTree Emerging Markets Equity Income Index measures the performance of emerging market stocks with relatively high dividend yields. Companies in the Index must meet specified liquidity and other requirements as of the Index measurement date. The Index is created by selecting the top 30% of Index constituents ranked by dividend yield from the WisdomTree Emerging Markets Dividend Index. Companies eligible for inclusion in the Index must be incorporated in and have their shares listed on a major stock exchange in Argentina, Brazil, Chile, China, Czech Republic, Hungary, India, Indonesia, Israel, Malaysia, Mexico, Philippines, Poland, Russia, South Africa, South Korea, Taiwan, Thailand or Turkey. Companies must have paid at least \$5 million in cash dividends on their common stock in the 12 months prior to the most recent Index measurement date. Companies are weighted in the Index based on regular cash dividends paid. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

### **WisdomTree Emerging Markets SmallCap Dividend Index**

*Number of Components:* approximately 417

*Index Description.* The WisdomTree Emerging Markets SmallCap Dividend Index is a fundamentally weighted index that measures the performance of primarily small-capitalization stocks selected from the WisdomTree Emerging Markets Dividend Index. Companies included in the Index fall within the bottom 10% of total market capitalization of the WisdomTree Emerging Markets Dividend Index as of the annual Index measurement date. Companies eligible for inclusion in the Index must be incorporated in and have their shares listed on a major stock exchange in Argentina, Brazil, Chile, China, Czech Republic, Hungary, India, Indonesia, Israel, Malaysia, Mexico, Philippines, Poland, Russia, South Africa, South Korea, Taiwan, Thailand or Turkey. Companies must have paid at least \$5 million in cash dividends on their common stock in the 12 months prior to the most recent Index measurement date. Companies are weighted in the Index based on regular cash dividends paid. The Index is composed of primarily small-capitalization stocks.

### **WisdomTree Middle East Dividend Index**

*Number of Components:* approximately 76

*Index Description.* The WisdomTree Middle East Dividend Index is a fundamentally weighted index that measures the performance of companies in the Middle East region that pay regular cash dividends on shares of their common stock and that meet specified requirements as of the Index measurement date. Companies eligible for inclusion in the Index must be incorporated in and have their shares listed on a major stock exchange in Bahrain, Egypt, Jordan, Kuwait, Morocco, Oman, Qatar, or the United Arab Emirates (including Abu Dhabi and Dubai). As of the Index measurement date, shares of companies must be eligible to be purchased by foreign investors. Companies must have paid at least \$5 million in cash dividends on their common stock in the annual cycle prior to the most recent Index measurement date. Companies are ranked by market capitalization and the 100 largest companies by market capitalization are selected for inclusion. Companies are weighted in the Index based on regular cash dividends paid in the annual cycle prior to the Index measurement date. Country weights are capped so that no country's weight in the Index exceeds 33% at the annual Index measurement date.

## **WISDOMTREE INTERNATIONAL EARNINGS INDEX**

### **WisdomTree India Earnings Index**



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*Number of Components:* approximately 142

*Index Description.* The WisdomTree India Earnings Index is a fundamentally weighted index that measures the performance of profitable companies incorporated and traded in India that are eligible to be purchased by foreign investors and that meet specific other criteria developed by WisdomTree Investments. The Index consists of companies that: (i) are incorporated in India, (ii) are listed on a major stock exchange in India, (iii) have generated at least \$5 million in earnings in their fiscal year prior to the Index measurement date, (iv) have a market capitalization of at least \$200 million on the Index measurement date, (v) have an average daily dollar volume of at least \$200,000 for each of the six months prior to the Index measurement date, (vi) have traded at least 250,000 shares per month for each of the six months prior to the index measurement date, and (vii) have a price to earnings ratio ( P/E ratio )

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of at least 2 as of the Index measurement date. Companies are weighted in the Index based on earnings in their fiscal year prior to the Index measurement date adjusted for a factor that takes into account shares available to foreign investors. Earnings are determined using a company's reported net income. Only common stocks and holding companies, including real estate holding companies, are eligible for inclusion in the Index. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

### **WISDOMTREE INTERNATIONAL SECTOR INDEXES**

#### **WisdomTree International Basic Materials Sector Index**

*Number of Components:* approximately 175

*Index Description.* The WisdomTree International Basic Materials Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe, Far East Asia and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Basic Materials Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the Basic Materials sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: chemicals, forest products and paper, iron/steel, and mining. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

#### **WisdomTree International Communications Sector Index**

*Number of Components:* approximately 35

*Index Description.* The WisdomTree International Communications Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe, Far East Asia and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Communications Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the Communications sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: advertising, internet, media, and telecom. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

#### **WisdomTree International Consumer Discretionary Sector Index**

*Number of Components:* approximately 346

*Index Description.* The WisdomTree International Consumer Discretionary Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe, Far East Asia and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Consumer Discretionary Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the Consumer Discretionary sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: airlines, apparel, automobiles and parts, entertainment, food service, home builders, housewares, leisure time, lodging, office furnishings, retail, textiles, and toys/games. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

#### **WisdomTree International Consumer Staples Sector Index**

*Number of Components:* approximately 191

*Index Description.* The WisdomTree International Consumer Staples Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe, Far East Asia and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Consumer Staples Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the Consumer Staples sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: agriculture, tobacco, beverages, biotechnology, commercial services, cosmetics/personal care, food, health care, pharmaceuticals, and household products. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

#### **WisdomTree International Energy Sector Index**

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*Number of Components:* approximately 54

*Index Description.* The WisdomTree International Energy Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe, Far East Asia

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and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Energy Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the Energy sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: oil and gas producers, oil and gas services, pipelines, alternative energy sources, and coal. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

### **WisdomTree International Financial Sector Index**

*Number of Components:* approximately 355

*Index Description.* The WisdomTree International Financial Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe, Far East Asia and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Financial Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the Financial sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: banks, savings and loans, insurance companies, investment companies, real estate companies, and diversified financial service companies. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

### **WisdomTree International Health Care Sector Index**

*Number of Components:* approximately 95

*Index Description.* The WisdomTree International Health Care Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe, Far East Asia and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Health Care Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the Health Care sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: health care products, health care services, pharmaceuticals, and biotechnology. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

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### **WisdomTree International Industrial Sector Index**

*Number of Components:* approximately 554

*Index Description.* The WisdomTree International Industrial Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe, Far East Asia and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Industrial Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the Industrial sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: aerospace and defense, building materials, electronic components and equipment, engineering and construction, hand and machine tools, machinery, metal fabrication, packaging and containers, shipbuilding, transportation, and trucking and leasing. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

### **WisdomTree International Technology Sector Index**

*Number of Components:* approximately 139

*Index Description.* The WisdomTree International Technology Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe, Far East Asia and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Technology Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the Technology sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: computers, office and business equipment, semiconductors, and software. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

### **WisdomTree International Utilities Sector Index**

*Number of Components:* approximately 71

*Index Description.* The WisdomTree International Utilities Sector Index is derived from the WisdomTree DEFA Index. The WisdomTree DEFA Index measures the performance of companies in developed markets outside the U.S. (i.e., Europe, Far East Asia and Australasia) that pay regular cash dividends and meet certain other requirements. The WisdomTree International Utilities Sector Index measures the performance of companies that WisdomTree Investments classifies as being in the Utilities sector of the WisdomTree DEFA Index. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: gas, electric, and water. The Index includes large-capitalization, mid-capitalization and small-capitalization securities.

### **WisdomTree International Real Estate Index**

*Number of Components:* approximately 158

*Index Description.* The WisdomTree International Real Estate Index measures the performance of companies in developed markets outside of the U.S. and Canada that pay regular cash dividends on shares of common stock that WisdomTree Investments classifies as being part of the International Real Estate sector. Companies in the Index must meet specified requirements as of the Index measurement date. To be included in the Index, companies must be incorporated in one of 16 developed-market European countries, Japan, Hong Kong, Singapore, or Australasia, and must be listed on a major securities exchange in one of those countries. Companies must have paid at least \$5 million in cash dividends on their common stock in the 12 months prior to the most recent Index measurement date and must also satisfy specified liquidity and other requirements. Companies are weighted in the Index based on regular cash dividends paid. The Index includes the following types of companies: real estate operating companies, real estate development companies, and diversified REITs. The Index also includes companies that may be classified as PFICs.

## **INVESTMENT LIMITATIONS**

The following fundamental investment policies and limitations supplement those set forth in each Fund's Prospectus. Unless otherwise noted, whenever a fundamental investment policy or limitation states a maximum percentage of a Fund's assets that may be invested in any security or other asset, or sets forth a policy regarding quality standards, such standard or percentage limitation will be determined immediately after and as a result of the Fund's acquisition of such security or other asset. Accordingly, other than with respect to a Fund's limitations on borrowings, any

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subsequent change in values, net assets, or other circumstances will not be considered when determining whether the investment complies with a Fund's investment policies and limitations.

Each Fund's fundamental investment policies cannot be changed without the approval of the holders of a majority of that Fund's outstanding voting securities as defined under the 1940 Act. Each Fund, however, may change the non-fundamental investment policies described below, its investment objective, and its underlying Index without a shareholder vote provided that it obtains Board approval and notifies its shareholders with at least sixty (60) days prior written notice of any such change.

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**Fundamental Policies.** The following investment policies and limitations are fundamental and may NOT be changed without shareholder approval.

Each Fund, as a fundamental investment policy, may not:

### ***Senior Securities***

Issue senior securities, except as permitted under the 1940 Act.

### ***Borrowing***

Borrow money, except as permitted under the 1940 Act.

### ***Underwriting***

Act as an underwriter of another issuer's securities, except to the extent that each Fund may be considered an underwriter within the meaning of the Securities Act of 1933 in the disposition of portfolio securities.

### ***Concentration***

Purchase the securities of any issuer (other than securities issued or guaranteed by the U.S. Government or any of its agencies or instrumentalities) if, as a result, more than 25% of the Fund's total assets would be invested in the securities of companies whose principal business activities are in the same industry, except that each Fund will invest more than 25% of its total assets in securities of the same industry to approximately the same extent that each Fund's underlying Index concentrates in the securities of a particular industry or group of industries.

### ***Real Estate***

Purchase or sell real estate unless acquired as a result of ownership of securities or other instruments (but this shall not prevent the Fund from investing in securities or other instruments backed by real estate, real estate investment trusts or securities of companies engaged in the real estate business).

### ***Commodities***

Purchase or sell physical commodities unless acquired as a result of ownership of securities or other instruments (but this shall not prevent each Fund from purchasing or selling options and futures contracts or from investing in securities or other instruments backed by physical commodities).

### ***Loans***

Lend any security or make any other loan except as permitted under the 1940 Act.

This means that no more than 33<sup>1</sup>/<sub>3</sub>% of its total assets would be lent to other parties. This limitation does not apply to purchases of debt securities or to repurchase agreements, or to acquisitions of loans, loan participations or other forms of debt instruments, permissible under each Fund's investment policies.

**Non-Fundamental Policies.** The following investment policy is not fundamental and may be changed without shareholder approval.

Each Fund has adopted a non-fundamental investment policy in accordance with Rule 35d-1 under the 1940 Act to invest, under normal circumstances, at least 80% of the value of its net assets, plus the amount of any borrowings for investment purposes, in the types of securities suggested by the Fund's name, including investments that are tied economically to the particular country or geographic region suggested by the Fund's name. If, subsequent to an investment, the 80% requirement is no longer met, a Fund's future investments will be made in a manner that will bring the Fund into compliance with this policy.

## **CONTINUOUS OFFERING**

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The method by which Creation Unit Aggregations of shares are created and traded may raise certain issues under applicable securities laws. Because new Creation Unit Aggregations of shares are issued and sold by the Funds on an ongoing basis, at any point a distribution, as such term is used in the Securities Act, may occur. Broker-dealers and other persons are cautioned that some activities on their part may, depending on the circumstances, result in their being deemed participants in a distribution in a manner which could render them statutory underwriters and subject them to the prospectus delivery requirement and liability provisions of the Securities Act.



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For example, a broker-dealer firm or its client may be deemed a statutory underwriter if it takes Creation Unit Aggregations after placing an order with the Funds distributor, breaks them down into constituent shares, and sells such shares directly to customers, or if it chooses to couple the creation of a supply of new shares with an active selling effort involving solicitation of secondary market demand for shares. A determination of whether one is an underwriter for purposes of the Securities Act must take into account all the facts and circumstances pertaining to the activities of the broker-dealer or its client in the particular case, and the examples mentioned above should not be considered a complete description of all the activities that could lead to a categorization as an underwriter.

Broker-dealer firms should also note that dealers who are not underwriters but are effecting transactions in shares, whether or not participating in the distribution of shares, generally are required to deliver a prospectus. This is because the prospectus delivery exemption in Section 4(3) of the Securities Act is not available in respect of such transactions as a result of Section 24(d) of the 1940 Act. Firms that incur a prospectus delivery obligation with respect to shares of the Funds are reminded that, pursuant to Rule 153 under the Securities Act, a prospectus delivery obligation under Section 5(b)(2) of the Securities Act owed to an exchange member in connection with the sale on the Listing Exchange is satisfied by the fact that the prospectus is available at the Listing Exchange upon request. The prospectus delivery mechanism provided in Rule 153 is only available with respect to transactions on an exchange.

**MANAGEMENT OF THE TRUST****Trustees and Officers**

The Board of Trustees has responsibility for the overall management and operations of the Funds, including general supervision of the duties performed by WisdomTree Asset Management and other service providers. The Board of Trustees elects the officers of the Trust who are responsible for administering the Trust's day-to-day operations. Each Trustee serves until his or her successor is duly elected or appointed and qualified.

The address of each Trustee and Officer is c/o WisdomTree Asset Management, Inc., 380 Madison Avenue, 21st Floor, New York, NY 10017.

**Interested Trustee and Officers**

| Name (year of birth)         | Position                              | Term of                              | Principal Occupation(s) During   | Number of     | Other       |
|------------------------------|---------------------------------------|--------------------------------------|--|---------------|-------------|
|                              |                                       | office                               |  |               |             |
|                              |                                       | and                                  |  |               |             |
|                              |                                       | Length                               |  | of Fund       | Held by     |
|                              |                                       | of Time                              |  | Complex       | Trustee and |
|                              |                                       |                                      | the Past 5 Years   | Overseen      | Officers    |
|                              |                                       | Served                               |  | by Trustee    |             |
|                              |                                       | Trustee and                          |  | and Officers+ |             |
| Jonathan Steinberg<br>(1964) | Trustee,<br>President*                | Trustee and<br>Officer since<br>2005 | Chief Executive Officer of<br>WisdomTree Investments, Inc.<br>and Director of WisdomTree<br>Investments, Inc. since 1989.  | 51            | None.       |
| Amit Muni<br>(1969)          | Treasurer,<br>Assistant<br>Secretary* | Officer since<br>2008                | Chief Financial Officer and<br>Assistant Secretary of<br>WisdomTree Investments, Inc.<br>since March 2008; Controller and<br>Chief Accounting Officer of<br>International Securities Exchange<br>Holdings, Inc. (ISE), from 2003 to<br>2008. | 51            | None.       |
| Richard Morris               | Secretary,                            | Officer since<br>2005                | General Counsel of WisdomTree<br>Asset Management, Inc. since  | 51            | None.       |

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(1967)

Chief  
Legal

Officer\*

September 2009; Deputy General  
Counsel of WisdomTree  
Investments, Inc. since 2005;  
Senior Counsel at Barclays Global  
Investors, N.A. from 2002 to  
2005.

+ As of May 27, 2009.

\* Elected by and serves at the pleasure of the Board of Trustees.

**Table of Contents****Independent Trustees**

| <b>Name (year of birth)</b>    | <b>Position</b>                            | <b>Term of office and Length of Time Served</b> | <b>Principal Occupation(s) During the Past 5 Years</b>  | <b>Number of Portfolios in Fund Complex Overseen by Trustee+</b> | <b>Other Directorships Held by Trustee</b>                           |
|--------------------------------|--|---|---|--|--|
| Gregory Barton<br><br>(1961)** | Trustee                                    | Trustee since 2006                              | Executive Vice President of Legal and Business Affairs and General Counsel and Secretary of TheStreet.com, 2009 to present; General Counsel and Secretary of Martha Stewart Living Omnimedia, Inc. 2007-2008; Executive Vice President of Licensing and Legal Affairs, General Counsel and Secretary of Ziff Davis Media Inc. 2003 to 2007; Executive Vice President of Legal Affairs, General Counsel and Secretary of Ziff Davis Media Inc. from 2002 to 2003; President (2001 to 2002), Chief Financial Officer (2000 to 2002), Vice President of Business Development (1999 to 2001) and General Counsel and Secretary (1998 to 2002) of WisdomTree Investments, Inc. | 51   | None.  |
| Toni Massaro<br><br>(1955)***  | Trustee                                    | Trustee since 2006                              | Dean Emerita at the University of Arizona James E. Rogers College of Law ( Rogers College of Law ) since July 2009; Dean at the Rogers College of Law from 1999 to 2009; Regents Professor since 2006; Milton O. Riepe Chair in Constitutional Law since 1997; Professor at the Rogers College of Law since 1990.   | 51   | None.  |
| Victor Ugolyn<br><br>(1947)    | Trustee, Chairman of the Board of Trustees | Trustee since 2006                              | Private Investor 2005 to present; President and Chief Executive Officer of William D. Witter, Inc. 2005 to August 2006; Consultant to AXA Enterprise in 2004; Chairman, President and Chief Executive Officer of Enterprise   | 51   | Trustee on Board of Trustees of Naismith Memorial Basketball Hall of |

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Capital Management (subsidiary of The MONY Group, Inc.) and Enterprise Group of Funds, Chairman of MONY Securities Corporation, and Chairman of the Fund Board of Enterprise Group of Funds from 1991 to 2004.

Fame;  
Member of the Board of Overseers of Stanford University's Hoover Institution.

+ As of May 27, 2009.

\*\* Chair of the Audit Committee.

\*\*\* Chair of the Governance and Nominating Committee.

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The following table sets forth, as of December 31, 2008 the dollar range of equity securities beneficially owned by each Trustee in the Funds and in other registered investment companies overseen by the Trustee within the same family of investment companies as the Trust.

| Name of Trustee              | Dollar Range of Equity Securities in the Funds | Aggregate Dollar Range of Equity Securities in All Registered Investment Companies Overseen by Trustee in Family of Investment Companies |           |                |           |
|------------------------------|--|--|-----------|----------------|-----------|
|                              |  |  |           |                |           |
| <b>Interested Trustee:</b>   |  |  |           |                |           |
| Jonathan Steinberg           | Emerging Markets Equity Income Fund            | \$10,001   | \$50,000  | \$50,001       | \$100,000 |
|                              | DEFA Equity Income Fund                        | \$10,001   | \$50,000  |                |           |
|                              | SmallCap Earnings Fund                         | \$10,001   | \$50,000  |                |           |
| <b>Independent Trustees:</b> |  |  |           |                |           |
| Gregory Barton               | Total Dividend Fund                            | \$50,001   | \$100,000 | Over \$100,000 |           |
|                              | DEFA Fund                                      | \$1  | \$10,000  |                |           |
| Toni Massaro                 | International Dividend ex-Financials           | \$1  | \$10,000  | \$1            | \$10,000  |
|                              | Japan SmallCap Dividend Fund                   | \$1  | \$10,000  |                |           |
|                              | Dividend ex-Financials Fund                    | \$1  | \$10,000  |                |           |
| Victor Ugolyn                | LargeCap Dividend Fund                         | \$10,001   | \$50,000  | \$50,001       | \$100,000 |
|                              | International LargeCap Dividend Fund           | \$10,001   | \$50,000  |                |           |

As of December 31, 2008 none of the Trustees who are not interested persons (as defined in the 1940 Act) of the Trust ( Independent Trustees ) or their immediate family members owned beneficially or of record any securities of WisdomTree Asset Management, the Sub-Adviser, the Funds Distributor, or any person controlling, controlled by or under control with WisdomTree Asset Management, the Sub-Adviser or the Funds Distributor.

The Board of Trustees of the Trust met eight times during the fiscal year ended March 31, 2009.

**Committees of the Board of Trustees**

**Audit Committee.** Each Independent Trustee is a member of the Trust's Audit Committee (the Audit Committee). The principal responsibilities of the Audit Committee are the appointment, compensation and oversight of the Trust's independent auditors, including the resolution of disagreements regarding financial reporting between Trust management and such independent auditors. The Audit Committee's responsibilities include, without limitation, to (i) oversee the accounting and financial reporting processes of the Trust and its internal control over financial reporting and, as the Committee deems appropriate, to inquire into the internal control over financial reporting of certain third-party service providers; (ii) oversee the quality and integrity of the Funds' financial statements and the independent audits thereof; (iii) oversee, or, as appropriate, assist Board oversight of, the Trust's compliance with legal and regulatory requirements that relate to the Trust's accounting and financial reporting, internal control over financial reporting and independent audits; (iv) approve prior to appointment the engagement of the Trust's independent auditors and, in connection therewith, to review and evaluate the qualifications, independence and performance of the Trust's independent auditors; and (v) act as a liaison between the Trust's independent auditors and the full Board. The Board of the Trust has adopted a written charter for the Audit Committee. The Audit Committee has retained independent legal counsel to assist it in connection with these duties. During the fiscal year ended March 31, 2009, the Audit Committee held five meetings.

**Governance and Nominating Committee.** Each Independent Trustee is also a member of the Trust's Governance and Nominating Committee. The principal responsibilities of the Governance and Nominating Committee are to (i) oversee Fund governance matters and (ii) identify individuals qualified to serve as Independent Trustees of the Trust and to recommend its nominees for consideration by the full Board. While the Governance and Nominating Committee is solely responsible for the selection and nomination of the Trust's Independent Trustees, the

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Nominating Committee may consider nominations for the office of Trustee made by Trust stockholders as it deems appropriate. The Governance and Nominating Committee considers nominees recommended by shareholders if such nominees are submitted in accordance with Rule 14a-8 of the Securities Exchange Act of 1934 (the 1934 Act ), in conjunction with a shareholder meeting to consider the election of Trustees. Trust stockholders who wish to recommend a nominee should send nominations to the Secretary of the Trust that include biographical information and set forth the qualifications of the proposed nominee. During the fiscal year ended March 31, 2009, the Nominating Committee held one meeting.

*Remuneration of Trustees.* Pursuant to its Investment Advisory Agreement with the Trust, WisdomTree Asset Management pays all compensation of officers and employees of the Trust as well as the fees of all Trustees of the Trust who are affiliated persons of WisdomTree Investments or its subsidiaries.

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Each Independent Trustee receives annual compensation of \$100,000. The Audit Committee Chairman will be paid an additional 10% and the Independent Chairman of the Board will be paid an additional 50% of this amount. The Trust also reimburses each Trustee for travel and other out-of-pocket expenses incurred by him/her in connection with attending meetings.

The following table sets forth the fees paid to each Trustee for the fiscal year-ended March 31, 2009.

| Name of Interested Trustee | Aggregate Compensation from the Trust | Pension or Retirement Benefits Accrued as Part of Company Expenses | Estimated Annual Benefits upon Retirement | Total Compensation from the Funds and Fund Complex |
|----------------------------|---------------------------------------|--|---|--|
| Jonathan Steinberg         | None                                  | None   | None                                      | None   |

  

| Name of Independent Trustee | Aggregate Compensation from the Trust | Pension or Retirement Benefits Accrued as Part of Company Expenses | Estimated Annual Benefits upon Retirement | Total Compensation from the Funds and Fund Complex |
|-----------------------------|---------------------------------------|--|---|--|
| Gregory Barton              | \$ 123,200                            | None   | None                                      | \$ 123,200   |
| Toni Massaro                | \$ 113,478                            | None   | None                                      | \$ 113,478   |
| Victor Ugolyn               | \$ 171,497                            | None   | None                                      | \$ 171,497   |

Trustees and officers of the Trust collectively owned less than 1% of each of the Trust's outstanding shares as of June 30, 2009.

**Control Persons and Principal Holders of Securities.**

Although the Trust does not have information concerning the beneficial ownership of shares held in the names of Depository Trust Company participants ( DTC Participants ), as of June 30, 2009, the name and percentage ownership of each DTC Participant that owned of record 5% or more of the outstanding shares of a Fund is set forth in the table below:

| Name                 | DTC Participant Name   | Percentage of Ownership |
|----------------------|------------------------|-------------------------|
| WisdomTree DEFA Fund | TD AMERITRADE          | 25.62%                  |
|                      | C/O ADP PROXY SERVICES |                         |
|                      | 51 MERCEDES WAY        |                         |
|                      | EDGEWOOD NY 11717      |                         |
|                      | CHARLES SCHWAB         | 12.74%                  |
|                      | ATTN PROXY DEPARTMENT  |                         |
|                      | 211 MAIN STREET        |                         |
|                      | SAN FRANCISCO CA 94105 |                         |
|                      | CURIAN LLC             | 8.61%                   |
|                      | PO BOX 173919          |                         |
|                      | DENVER, CO 80217-3919  |                         |
|                      | ML SFKPG               | 6.21%                   |

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101 HUDSON ST 9TH FL

JERSEY CITY NJ 07302

NFS LLC

6.79%

200 LIBERTY STREET

NEW YORK NY 10281

UBS FINANCIAL

6.64%

1200 HARBOR BLVD

WEEHAWKEN NJ 07086



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| Name  | DTC Participant Name   | Percentage of Ownership |
|---|------------------------|-------------------------|
| <b>WisdomTree DEFA Equity Income Fund</b>             | CHARLES SCHWAB         | 22.49%                  |
|   | ATTN PROXY DEPARTMENT  |                         |
|   | 211 MAIN STREET        |                         |
|   | SAN FRANCISCO CA 94105 |                         |
|   | BONY/SPDR              | 12.68%                  |
|   | 101 BARCLAY ST.        |                         |
|   | NEW YORK NY 10286      |                         |
|   | NFS LLC                | 8.42%                   |
|   | 200 LIBERTY STREET     |                         |
|   | NEW YORK NY 10281      |                         |
| ML SFKPG  | 7.41%                  |                         |
| 101 HUDSON ST 9TH FL                                  |                        |                         |
| JERSEY CITY NJ 07302                                  |                        |                         |
| TD AMERITRADE   | 6.36%                  |                         |
| C/O ADP PROXY SERVICES                                |                        |                         |
| 51 MERCEDES WAY                                       |                        |                         |
| EDGEWOOD NY 11717                                     |                        |                         |
| CITIGROUP   | 5.60%                  |                         |
| 333 W. 34TH STREET                                    |                        |                         |
| NEW YORK NY 10001                                     |                        |                         |
| PERSHING  | 5.34%                  |                         |
| 1 PERSHING PLAZA                                      |                        |                         |
| JERSEY CITY NJ 07399                                  |                        |                         |
| <b>WisdomTree Pacific ex-Japan Equity Income Fund</b> | MERRILL LYNCH          | 24.81%                  |
|   | 101 HUDSON ST. 9TH FL. |                         |
|   | JERSEY CITY NJ 07302   |                         |
| NFS LLC   | 10.89%                 |                         |
| 200 LIBERTY STREET                                    |                        |                         |

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|                        |        |
|------------------------|--------|
| NEW YORK NY 10281      |        |
| CHARLES SCHWAB         | 10.39% |
| ATTN PROXY DEPARTMENT  |        |
| 211 MAIN STREET        |        |
| SAN FRANCISCO CA 94105 |        |
| ML SFKPG               | 7.69%  |
| 101 HUDSON ST 9TH FL   |        |
| JERSEY CITY NJ 07302   |        |
| CITIGROUP              | 6.99%  |
| 333 W. 34TH STREET     |        |
| NEW YORK NY 10001      |        |
| GOLDMAN LP             | 6.41%  |
| 30 HUDSON STREET       |        |
| JERSEY CITY NJ 07302   |        |
| PERSHING               | 5.92%  |
| 1 PERSHING PLAZA       |        |
| JERSEY CITY NJ 07399   |        |

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| <b>Name</b>  | <b>DTC Participant Name</b>  | <b>Percentage of Ownership</b> |
|--|------------------------------|--------------------------------|
| <b>WisdomTree Pacific ex-Japan Total Dividend Fund</b> | BONY/SPDR                    | 52.36%                         |
|  | 101 BARCLAY ST               |                                |
|  | NEW YORK NY 10286            |                                |
|  | CHARLES SCHWAB               | 10.14%                         |
|  | ATTN PROXY DEPARTMENT        |                                |
|  | 211 MAIN STREET              |                                |
|  | SAN FRANCISCO CA 94105       |                                |
|  | ML SFKPG                     | 6.23%                          |
|  | 101 HUDSON ST 9TH FL         |                                |
|  | JERSEY CITY NJ 07302         |                                |
|  | PERSHING                     | 6.06%                          |
|  | 1 PERSHING PLAZA             |                                |
|  | JERSEY CITY NJ 07399         |                                |
|  | NFS LLC                      | 5.27%                          |
|  | 200 LIBERTY STREET           |                                |
|  | NEW YORK NY 10281            |                                |
| <b>WisdomTree Europe Total Dividend Fund</b>           | BONY/SPDR                    | 92.08%                         |
|  | 101 BARCLAY ST.              |                                |
|  | NEW YORK NY 10286            |                                |
| <b>WisdomTree Global Equity Income Fund</b>            | MSC RETAIL                   | 47.95%                         |
|  | MORGAN STANLEY RETAIL        |                                |
|  | HARBOURSIDE FINANCIAL CENTER |                                |
|  | PLAZA 3, 1ST FLOOR           |                                |
|  | JERSEY CITY NJ 07311         |                                |
|  | NFS LLC                      | 6.36%                          |
|  | 200 LIBERTY STREET           |                                |
|  | NEW YORK NY 10281            |                                |
|  | CHARLES SCHWAB               | 5.02%                          |

ATTN PROXY DEPARTMENT

211 MAIN STREET

SAN FRANCISCO CA 94105

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| <b>Name</b>                                     | <b>DTC Participant Name</b> | <b>Percentage of Ownership</b> |
|---|-----------------------------|--------------------------------|
| <b>WisdomTree Europe SmallCap Dividend Fund</b> | NFS LLC                     | 17.46%                         |
|   | 200 LIBERTY STREET          |                                |
|   | NEW YORK NY 10281           |                                |
|   | PERSHING                    | 13.20%                         |
|   | 1 PERSHING PLAZA            |                                |
|   | JERSEY CITY NJ 07399        |                                |
|   | CHARLES SCHWAB              | 13.05%                         |
|   | ATTN PROXY DEPARTMENT       |                                |
|   | 211 MAIN STREET             |                                |
|   | SAN FRANCISCO CA 94105      |                                |
|   | GOLDMAN                     | 10.55%                         |
|   | 30 HUDSON STREET            |                                |
|   | JERSEY CITY NJ 07302        |                                |
| <b>WisdomTree Japan Total Dividend Fund</b>     | CITIGROUP                   | 73.35%                         |
|   | 333 W. 34th STREET          |                                |
|   | NEW YORK NY 10001           |                                |
| <b>WisdomTree World ex-U.S. Growth Fund</b>     | CHARLES SCHWAB              | 27.92%                         |
|   | ATTN PROXY DEPARTMENT       |                                |
|   | 211 MAIN STREET             |                                |
|   | SAN FRANCISCO CA 94105      |                                |
|   | ML SFKPG                    | 11.21%                         |
|   | 101 HUDSON ST 9TH FL        |                                |
|   | JERSEY CITY NJ 07302        |                                |
|   | JPMORGAN CHASE (JPMC) CLEAR | 10.41%                         |
|   | 1 PERSHING PLAZA            |                                |
|   | JERSEY CITY NJ 07399        |                                |
|   | GOLDMAN SKPG                | 6.54%                          |
|   | 30 HUDSON STREET            |                                |

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JERSEY CITY NJ 07302

NFS LLC

5.70%

200 LIBERTY STREET

NEW YORK NY 10281

GS (GOLDMAN SACHS) INT L

5.34%

85 BROAD ST.

NEW YORK NY 10004

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| <b>Name</b>  | <b>DTC Participant Name</b> | <b>Percentage of Ownership</b> |
|--|-----------------------------|--------------------------------|
| <b>WisdomTree Japan SmallCap Dividend Fund</b>         | ML SFKPG                    | 41.53%                         |
|  | 101 HUDSON ST 9TH FL        |                                |
|  | JERSEY CITY NJ 07302        |                                |
|  | CHARLES SCHWAB              | 10.44%                         |
|  | ATTN PROXY DEPARTMENT       |                                |
|  | 211 MAIN STREET             |                                |
|  | SAN FRANCISCO CA 94105      |                                |
|  | NFS LLC                     | 5.31%                          |
|  | 200 LIBERTY STREET          |                                |
| <b>WisdomTree International LargeCap Dividend Fund</b> | NEW YORK NY 10281           |                                |
|  | WILMING TRUST               | 11.28%                         |
|  | RODNEY SQUARE NORTH         |                                |
|  | 1100 NORTH MARKET STREET    |                                |
|  | WILMINGTON DE 19890-2212    |                                |
|  | CHARLES SCHWAB              | 10.98%                         |
|  | ATTN PROXY DEPARTMENT       |                                |
|  | 211 MAIN STREET             |                                |
|  | SAN FRANCISCO CA 94105      |                                |
|  | PERSHING                    | 10.70%                         |
|  | 101 BARCLAY STREET          |                                |
|  | NEW YORK NY 10286           |                                |
|  | BANK OF NEW YORK            | 10.34%                         |
|  | 101 BARCLAY STREET          |                                |
|  | NEW YORK NY 10286           |                                |
|  | ML SFKPG                    | 8.57%                          |
|  | 101 HUDSON ST 9TH FL        |                                |
|  | JERSEY CITY NJ 07302        |                                |
|  | NFS LLC                     | 8.21%                          |

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200 LIBERTY STREET

NEW YORK NY 10281

GOLDMAN

6.43%

30 HUDSON STREET

JERSEY CITY NJ 07302



**Table of Contents**

| <b>Name</b>   | <b>DTC Participant Name</b> | <b>Percentage of Ownership</b> |
|---|-----------------------------|--------------------------------|
| <b>WisdomTree International Dividend ex-Financials Fund</b> | CHARLES SCHWAB              | 12.08%                         |
|   | ATTN PROXY DEPARTMENT       |                                |
|   | 211 MAIN STREET             |                                |
|   | SAN FRANCISCO CA 94105      |                                |
|   | NFS LLC                     | 11.62%                         |
|   | 200 LIBERTY STREET          |                                |
|   | NEW YORK NY 10281           |                                |
|   | GOLDMAN SACHS INTL          | 11.00%                         |
|   | 85 BROAD ST                 |                                |
|   | NEW YORK NY 10004           |                                |
|   | ML SFKPG                    | 10.86%                         |
|   | 101 HUDSON ST 9TH FL        |                                |
| JERSEY CITY NJ 07302  |                             |                                |
| FIRST CLEAR   | 9.11%                       |                                |
| 10700 WHEAT FIRST DRIVE, WS 1024                            |                             |                                |
| GLEN ALLEN VA 23060   |                             |                                |
| CITIGROUP   | 5.91%                       |                                |
| 333 W. 34TH STREET  |                             |                                |
| NEW YORK NY 10001   |                             |                                |
| <b>WisdomTree International MidCap Dividend Fund</b>        | CHARLES SCHWAB              | 30.25%                         |
|   | ATTN PROXY DEPARTMENT       |                                |
|   | 211 MAIN STREET             |                                |
|   | SAN FRANCISCO CA 94105      |                                |
|   | NFS LLC                     | 12.74%                         |
| 200 LIBERTY STREET  |                             |                                |
| NEW YORK NY 10281   |                             |                                |
| <b>WisdomTree International SmallCap Dividend Fund</b>      | CHARLES SCHWAB              | 25.94%                         |
|   | ATTN PROXY DEPARTMENT       |                                |

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211 MAIN STREET

SAN FRANCISCO CA 94105

NFS LLC

14.39%

200 LIBERTY STREET

NEW YORK NY 10281

SEI PRIVATE

8.24%

1 FREEDOM VALLEY DRIVE

OAKS PA 19456

FIDELITY TRUST

6.19%

82 DEVONSHIRE ST.

BOSTON MA 02109

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| <b>Name</b>   | <b>DTC Participant Name</b> | <b>Percentage of Ownership</b> |
|---|-----------------------------|--------------------------------|
| <b>WisdomTree Emerging Markets Equity Income Fund</b>     | NFS LLC                     | 16.37%                         |
|   | 200 LIBERTY STREET          |                                |
|   | NEW YORK NY 10281           |                                |
|   | CHARLES SCHWAB              | 13.92%                         |
|   | 211 MAIN STREET             |                                |
|   | SAN FRANCISCO CA 94105      |                                |
|   | ML SFKPG                    | 9.64%                          |
|   | 101 HUDSON ST 9TH FL        |                                |
|   | JERSEY CITY NJ 07302        |                                |
|   | PERSHING                    | 6.90%                          |
| 1 PERSHING PLAZA  |                             |                                |
| JERSEY CITY NJ 07399                                      |                             |                                |
|   | CITIGROUP                   | 5.50%                          |
|   | 333 W. 34TH STREET          |                                |
|   | NEW YORK NY 10001           |                                |
| <b>WisdomTree Emerging Markets SmallCap Dividend Fund</b> | NFS LLC                     | 15.58%                         |
|   | 200 LIBERTY STREET          |                                |
|   | NEW YORK NY 10281           |                                |
|   | CHARLES SCHWAB              | 14.52%                         |
|   | 211 MAIN STREET             |                                |
|   | SAN FRANCISCO CA 94105      |                                |
|   | SEI PRIVATE                 | 5.62%                          |
|   | 1 FREEDOM VALLEY DRIVE      |                                |
|   | OAKS PA 19456               |                                |
|   | TD AMERITRADE               | 5.94%                          |
| C/O ADP PROXY SERVICES                                    |                             |                                |
| 51 MERCEDES WAY   |                             |                                |
| EDGEWOOD NY 11717   |                             |                                |

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|                                       |                        |        |
|---------------------------------------|------------------------|--------|
|                                       | FIRST CLEAR            | 5.08%  |
|                                       | 333 W. 34TH STREET     |        |
|                                       | NEW YORK NY 10001      |        |
| <b>WisdomTree India Earnings Fund</b> | NFS LLC                | 13.73% |
|                                       | 200 LIBERTY STREET     |        |
|                                       | NEW YORK NY 10281      |        |
|                                       | CHARLES SCHWAB         | 14.03% |
|                                       | 211 MAIN STREET        |        |
|                                       | SAN FRANCISCO CA 94105 |        |
|                                       | MERRILL LYNCH          | 5.64%  |
|                                       | 101 HUDSON ST. 9TH FL. |        |
|                                       | JERSEY CITY NJ 07302   |        |
|                                       | TD AMERITRADE          | 5.14%  |
|                                       | C/O ADP PROXY SERVICES |        |
|                                       | 51 MERCEDES WAY        |        |
|                                       | EDGEWOOD NY 11717      |        |

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| Name  | DTC Participant Name             | Percentage of Ownership |
|---|----------------------------------|-------------------------|
| <b>WisdomTree Middle East Dividend Fund</b> | CHARLES SCHWAB                   | 25.08%                  |
|   | 211 MAIN ST                      |                         |
|   | SAN FRANCISCO CA 94105           |                         |
|   | NFS LLC                          | 13.54%                  |
|   | 200 LIBERTY STREET               |                         |
|   | NEW YORK NY 10281                |                         |
|   | ML SFKPG                         | 10.87%                  |
|   | 101 HUDSON ST 9TH FL             |                         |
|   | JERSEY CITY NJ 07302             |                         |
|   | MERRILL LYNCH                    | 10.58%                  |
|   | 101 HUDSON ST. 9TH FL.           |                         |
|   | JERSEY CITY NJ 07302             |                         |
|   | FIRST CLEAR                      | 7.36%                   |
|   | 333 W. 34TH STREET               |                         |
|   | NEW YORK NY 10001                |                         |
|   | BROWN BROS                       | 6.92%                   |
|   | 140 BROADWAY                     |                         |
|   | NEW YORK NY 10005                |                         |
| <b>WisdomTree Total Dividend Fund</b>       | NFS LLC                          | 14.40%                  |
|   | 200 LIBERTY STREET               |                         |
|   | NEW YORK NY 10281                |                         |
|   | FIRST CLEAR                      | 10.62%                  |
|   | 10700 WHEAT FIRST DRIVE, WS 1024 |                         |
|   | GLEN ALLEN VA 23060              |                         |
|   | CHARLES SCHWAB                   | 10.43%                  |
|   | ATTN PROXY DEPARTMENT            |                         |
|   | 211 MAIN STREET                  |                         |
|   | SAN FRANCISCO CA 94105           |                         |

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PERSHING 7.69%

1 PERSHING PLAZA

JERSEY CITY NJ 07399

ML SFKPG 6.87%

101 HUDSON ST 9TH FL

JERSEY CITY NJ 07302

CITIGROUP 6.16%

333 W. 34TH STREET

NEW YORK NY 10001

UBS FINANCIAL 5.72%

1200 HARBOR BLVD

WEEHAWKEN NJ 07086

LPL FINANCIAL CO. 5.58%

ONE BEACON ST., 22ND FLOOR

BOSTON MA 02108

TD AMERITRADE 5.44%

C/O ADP PROXY SERVICES

51 MERCEDES WAY

EDGEWOOD NY 11717

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| <b>Name</b>                                   | <b>DTC Participant Name</b>  | <b>Percentage of Ownership</b> |
|---|------------------------------|--------------------------------|
| <b>WisdomTree Equity Income Fund</b>          | CHARLES SCHWAB               | 27.40%                         |
|   | ATTN PROXY DEPARTMENT        |                                |
|   | 211 MAIN STREET              |                                |
|   | SAN FRANCISCO CA 94105       |                                |
|   | NFS LLC                      | 9.70%                          |
|   | 200 LIBERTY STREET           |                                |
|   | NEW YORK NY 10281            |                                |
|   | MSC (MORGAN STANLEY) RETAIL  | 7.11%                          |
|   | HARBOURSIDE FINANCIAL CENTER |                                |
|   | PLAZA 3, 1ST FLOOR           |                                |
| JERSEY CITY NJ 07311                          |                              |                                |
| PERSHING                                      | 6.09%                        |                                |
| 1 PERSHING PLAZA                              |                              |                                |
| JERSEY CITY NJ 07399                          |                              |                                |
| CITIGROUP                                     | 5.81%                        |                                |
| 333 W. 34TH STREET                            |                              |                                |
| NEW YORK NY 10001                             |                              |                                |
| BANK OF NEW YORK                              | 5.48%                        |                                |
| 101 BARCLAY ST                                |                              |                                |
| NEW YORK NY 10286                             |                              |                                |
| FIRST CLEAR                                   | 5.33%                        |                                |
| 10700 WHEAT FIRST DRIVE, WS 1024              |                              |                                |
| GLEN ALLEN VA 23060                           |                              |                                |
| <b>WisdomTree Dividend Ex-Financials Fund</b> | CHARLES SCHWAB               | 20.89%                         |
|   | ATTN PROXY DEPARTMENT        |                                |
|   | 211 MAIN STREET              |                                |
|   | SAN FRANCISCO CA 94105       |                                |
|   | NFS LLC                      | 18.98%                         |

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|                                  |       |
|----------------------------------|-------|
| 200 LIBERTY STREET               |       |
| NEW YORK NY 10281                |       |
| ML SFKPG                         | 8.54% |
| 101 HUDSON ST 9TH FL             |       |
| JERSEY CITY NJ 07302             |       |
| PERSHING                         | 6.62% |
| 1 PERSHING PLAZA                 |       |
| JERSEY CITY NJ 07399             |       |
| CITIGROUP                        | 5.44% |
| 333 W. 34TH STREET               |       |
| NEW YORK NY 10001                |       |
| FIRST CLEAR                      | 5.02% |
| 10700 WHEAT FIRST DRIVE, WS 1024 |       |
| GLEN ALLEN VA 23060              |       |



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| <b>Name</b>                              | <b>DTC Participant Name</b>            | <b>Percentage of Ownership</b> |
|--|--|--------------------------------|
| <b>WisdomTree LargeCap Dividend Fund</b> | PNC BANK                               | 20.77%                         |
|  | 2600 LIBERTY AVENUE                    |                                |
|  | PITTSBURGH PA 15222                    |                                |
|  | CHARLES SCHWAB                         | 18.18%                         |
|  | ATTN PROXY DEPARTMENT                  |                                |
|  | 211 MAIN STREET                        |                                |
|  | SAN FRANCISCO CA 94105                 |                                |
|  | NFS LLC                                | 12.31%                         |
|  | 200 LIBERTY STREET                     |                                |
|  | NEW YORK NY 10281                      |                                |
| UBS FINANCIAL                            |  | 10.14%                         |
|  | 1200 HARBOR BLVD                       |                                |
|  | WEEHAWKEN NJ 07086                     |                                |
|  | FIRST CLEAR                            | 7.27%                          |
|  | 10700 WHEAT FIRST DRIVE, WS 1024       |                                |
| GLEN ALLEN VA 23060                      |  |                                |
|  | MSC RETAIL                             | 5.93%                          |
|  | MORGAN STANLEY RETAIL                  |                                |
|  | HARBOURSIDE FINANCIAL CENTER           |                                |
|  | PLAZA 3, 1ST FLOOR                     |                                |
| JERSEY CITY NJ 07311                     |  |                                |
|  | <b>WisdomTree MidCap Dividend Fund</b> |                                |
|  | CHARLES SCHWAB                         | 21.61%                         |
|  | ATTN PROXY DEPARTMENT                  |                                |
|  | 211 MAIN STREET                        |                                |
| SAN FRANCISCO CA 94105                   |  |                                |
|  | NFS LLC                                | 17.63%                         |
|  | 200 LIBERTY STREET                     |                                |
|  | NEW YORK NY 10281                      |                                |

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|                                  |       |
|----------------------------------|-------|
| BANK OF NEW YORK                 | 8.71% |
| 101 BARCLAY ST                   |       |
| NEW YORK NY 10286                |       |
| CITIGROUP                        | 7.57% |
| 333 W. 34TH STREET               |       |
| NEW YORK NY 10001                |       |
| FIRST CLEAR                      | 6.52% |
| 10700 WHEAT FIRST DRIVE, WS 1024 |       |
| GLEN ALLEN VA 23060              |       |
| PERSHING                         | 5.11% |
| 1 PERSHING PLAZA                 |       |
| JERSEY CITY NJ 07399             |       |

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| <b>Name</b>                              | <b>DTC Participant Name</b>      | <b>Percentage of Ownership</b> |
|--|----------------------------------|--------------------------------|
| <b>WisdomTree SmallCap Dividend Fund</b> | NFS LLC                          | 19.34%                         |
|  | 200 LIBERTY STREET               |                                |
|  | NEW YORK NY 10281                |                                |
|  | CHARLES SCHWAB                   | 11.66%                         |
|  | ATTN PROXY DEPARTMENT            |                                |
|  | 211 MAIN STREET                  |                                |
|  | SAN FRANCISCO CA 94105           |                                |
|  | CITIGROUP                        | 9.78%                          |
|  | 333 W. 34TH STREET               |                                |
|  | NEW YORK NY 10001                |                                |
|  | ML SFKPG                         | 7.53%                          |
|  | 101 HUDSON ST 9TH FL             |                                |
|  | JERSEY CITY NJ 07302             |                                |
|  | BANK OF NEW YORK                 | 6.56%                          |
|  | 101 BARCLAY STREET               |                                |
|  | NEW YORK NY 10286                |                                |
|  | FIRST CLEAR                      | 6.07%                          |
|  | 10700 WHEAT FIRST DRIVE, WS 1024 |                                |
|  | GLEN ALLEN VA 23060              |                                |
|  | TD AMERITRADE                    | 5.67%                          |
|  | C/O ADP PROXY SERVICES           |                                |
|  | 51 MERCEDES WAY                  |                                |
|  | EDGEWOOD NY 11717                |                                |
|  | PERSHING                         | 5.37%                          |
|  | 1 PERSHING PLAZA                 |                                |
|  | JERSEY CITY NJ 07399             |                                |
|  | LPL FINANCIAL CO.                | 5.27%                          |
|  | ONE BEACON ST., 22ND FLOOR       |                                |

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|                                       |                             |        |
|---------------------------------------|-----------------------------|--------|
|                                       | BOSTON MA 02108             |        |
| <b>WisdomTree Total Earnings Fund</b> | BANK OF NEW YORK            | 23.09% |
|                                       | 101 BARCLAY STREET          |        |
|                                       | NEW YORK NY 10286           |        |
|                                       | NFS LLC                     | 18.53% |
|                                       | 200 LIBERTY STREET          |        |
|                                       | NEW YORK NY 10281           |        |
|                                       | PERSHING                    | 13.40% |
|                                       | 1 PERSHING PLAZA            |        |
|                                       | JERSEY CITY NJ 07399        |        |
|                                       | TD AMERITRADE               | 9.27%  |
|                                       | C/O ADP PROXY SERVICES      |        |
|                                       | 51 MERCEDES WAY             |        |
|                                       | EDGEWOOD NY 11717           |        |
|                                       | CHARLES SCHWAB              | 6.81%  |
|                                       | ATTN PROXY DEPARTMENT       |        |
|                                       | 211 MAIN STREET             |        |
|                                       | SAN FRANCISCO CA 94105      |        |
|                                       | JPMORGAN CHASE (JPMC) CLEAR | 5.47%  |
|                                       | 1 PERSHING PLAZA            |        |
|                                       | JERSEY CITY NJ 07399        |        |

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| <b>Name</b>                            | <b>DTC Participant Name</b>      | <b>Percentage of Ownership</b> |
|--|----------------------------------|--------------------------------|
| <b>WisdomTree Earnings 500 Fund</b>    | CHARLES SCHWAB                   | 35.26%                         |
|  | ATTN PROXY DEPARTMENT            |                                |
|  | 211 MAIN STREET                  |                                |
|  | SAN FRANCISCO CA 94105           |                                |
|  | NFS LLC                          | 14.35%                         |
|  | 200 LIBERTY STREET               |                                |
|  | NEW YORK NY 10281                |                                |
|  | TD AMERITRADE                    | 8.56%                          |
|  | C/O ADP PROXY SERVICES           |                                |
|  | 51 MERCEDES WAY                  |                                |
| EDGEWOOD NY 11717                      |                                  |                                |
| MERRILL LYNCH                          | 6.34%                            |                                |
| 101 HUDSON ST 9TH FL                   |                                  |                                |
| JERSEY CITY NJ 07302                   |                                  |                                |
| PERSHING                               | 5.00%                            |                                |
| 1 PERSHING PLAZA                       |                                  |                                |
| JERSEY CITY NJ 07399                   |                                  |                                |
| <b>WisdomTree MidCap Earnings Fund</b> | MERRILL LYNCH                    | 24.46%                         |
|  | 101 HUDSON ST 9TH FL             |                                |
|  | JERSEY CITY NJ 07302             |                                |
|  | CHARLES SCHWAB                   | 14.02%                         |
|  | ATTN PROXY DEPARTMENT            |                                |
|  | 211 MAIN STREET                  |                                |
|  | SAN FRANCISCO CA 94105           |                                |
|  | FIRST CLEAR                      | 7.38%                          |
|  | 10700 WHEAT FIRST DRIVE, WS 1024 |                                |
|  | GLEN ALLEN VA 23060              |                                |
| NFS LLC                                | 6.62%                            |                                |

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|  |                                  |        |
|--|----------------------------------|--------|
|  | 200 LIBERTY STREET               |        |
|  | NEW YORK NY 10281                |        |
|  | UBS                              | 6.36%  |
|  | 1200 HARBOR BLVD                 |        |
|  | WEEHAWKEN NJ 07086               |        |
| <b>WisdomTree SmallCap Earnings Fund</b> | NFS LLC                          | 18.89% |
|  | 200 LIBERTY STREET               |        |
|  | NEW YORK NY 10281                |        |
|  | FIRST CLEAR                      | 15.23% |
|  | 10700 WHEAT FIRST DRIVE, WS 1024 |        |
|  | GLEN ALLEN VA 23060              |        |
|  | CHARLES SCHWAB                   | 12.78% |
|  | ATTN PROXY DEPARTMENT            |        |
|  | 211 MAIN STREET                  |        |
|  | SAN FRANCISCO CA 94105           |        |
|  | PENSION FINANCIAL SERVICES       | 12.32% |
|  | 1301 YORK RD                     |        |
|  | LUTHERVILLE MD 21093             |        |
|  | PERSHING SECURITIES CORPORATION  | 8.57%  |
|  | 1 PERSHING PLAZA                 |        |
|  | JERSEY CITY NJ 07399             |        |

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| <b>Name</b>                             | <b>DTC Participant Name</b>      | <b>Percentage of Ownership</b> |
|---|----------------------------------|--------------------------------|
| <b>WisdomTree Earnings Top 100 Fund</b> | NFS LLC                          | 18.49%                         |
|   | 200 LIBERTY STREET               |                                |
|   | NEW YORK NY 10281                |                                |
|   | MERRILL LYNCH                    | 15.85%                         |
|   | 101 HUDSON ST 9TH FL             |                                |
|   | JERSEY CITY NJ 07302             |                                |
|   | FIRST CLEAR                      | 10.46%                         |
|   | 10700 WHEAT FIRST DRIVE, WS 1024 |                                |
|   | GLEN ALLEN VA 23060              |                                |
|   | BANK OF NEW YORK                 | 7.74%                          |
| ONE WALL STREET                         |                                  |                                |
| NEW YORK NY 10286                       |                                  |                                |
| <b>WisdomTree LargeCap Value Fund</b>   | ML SFKPG                         | 6.43%                          |
|   | 101 HUDSON ST 9TH FL             |                                |
|   | JERSEY CITY NJ 07302             |                                |
|   | CHARLES SCHWAB                   | 5.52%                          |
|   | ATTN PROXY DEPARTMENT            |                                |
| 211 MAIN STREET                         |                                  |                                |
| SAN FRANCISCO CA 94105                  |                                  |                                |
| <b>WisdomTree LargeCap Value Fund</b>   | MERRILL LYNCH                    | 23.93%                         |
|   | 101 HUDSON ST 9TH FL             |                                |
|   | JERSEY CITY NJ 07302             |                                |
|   | PERSHING                         | 14.98%                         |
|   | 1 PERSHING PLAZA                 |                                |
|   | JERSEY CITY NJ 07399             |                                |
| <b>WisdomTree LargeCap Value Fund</b>   | NFS LLC                          | 13.04%                         |
|   | 200 LIBERTY STREET               |                                |
|   | NEW YORK NY 10281                |                                |

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|  |                                  |        |
|--|----------------------------------|--------|
|  | CHARLES SCHWAB                   | 8.06%  |
|  | ATTN PROXY DEPARTMENT            |        |
|  | 211 MAIN STREET                  |        |
|  | SAN FRANCISCO CA 94105           |        |
|  | CITIGROUP                        | 6.27%  |
|  | 333 W. 34TH STREET               |        |
|  | NEW YORK NY 10001                |        |
| <b>WisdomTree LargeCap Growth Fund</b> | BARCLAYS BANK                    | 36.36% |
|  | 200 PARK AVE.                    |        |
|  | NEW YORK NY 10166                |        |
|  | FIRST CLEAR                      | 22.66% |
|  | 10700 WHEAT FIRST DRIVE, WS 1024 |        |
|  | GLEN ALLEN VA 23060              |        |
|  | NFS LLC                          | 7.84%  |
|  | 200 LIBERTY STREET               |        |
|  | NEW YORK NY 10281                |        |
|  | UBS                              | 7.28%  |
|  | 1200 HARBOR BLVD                 |        |
|  | WEEHAWKEN NJ 07086               |        |



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| <b>Name</b>   | <b>DTC Participant Name</b>      | <b>Percentage of Ownership</b> |
|---|----------------------------------|--------------------------------|
| <b>WisdomTree International Basic Materials Sector Fund</b> | NFS LLC                          | 22.17%                         |
|   | 200 LIBERTY STREET               |                                |
|   | NEW YORK NY 10281                |                                |
|   | CHARLES SCHWAB                   | 12.20%                         |
|   | ATTN PROXY DEPARTMENT            |                                |
|   | 211 MAIN STREET                  |                                |
|   | SAN FRANCISCO CA 94105           |                                |
|   | ML SFKPG                         | 8.19%                          |
|   | 101 HUDSON ST 9TH FL             |                                |
|   | JERSEY CITY NJ 07302             |                                |
|   | TD AMERITRADE                    | 6.77%                          |
|   | C/O ADP PROXY SERVICES           |                                |
|   | 51 MERCEDES WAY                  |                                |
|   | EDGEWOOD NY 11717                |                                |
|   | CITIGROUP                        | 6.35%                          |
|   | 333 W. 34TH STREET               |                                |
|   | NEW YORK NY 10001                |                                |
|   | FIRST CLEAR                      | 5.66%                          |
|   | 10700 WHEAT FIRST DRIVE, WS 1024 |                                |
|   | GLEN ALLEN VA 23060              |                                |
| <b>WisdomTree International Communications Sector Fund</b>  | JPMORGAN CHASE                   | 53.38%                         |
|   | PROXY SERVICES                   |                                |
|   | 14201 DALLAS PKWAY               |                                |
|   | DALLAS TX 75254                  |                                |
|   | ML SFKPG                         | 6.07%                          |
|   | 101 HUDSON ST 9TH FL             |                                |
|   | JERSEY CITY NJ 07302             |                                |
|   | GOLDMAN                          | 5.81%                          |

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|  |                                  |        |
|--|----------------------------------|--------|
|  | 30 HUDSON STREET                 |        |
|  | JERSEY CITY NJ 07302             |        |
|  | NFS LLC                          | 5.22%  |
|  | 200 LIBERTY STREET               |        |
|  | NEW YORK NY 10281                |        |
| <b>WisdomTree International Consumer Discretionary Sector Fund</b> | NFS LLC                          | 37.05% |
|  | 200 LIBERTY STREET               |        |
|  | NEW YORK NY 10281                |        |
|  | ML SFKPG                         | 22.53% |
|  | 101 HUDSON ST, 9TH FL            |        |
|  | JERSEY CITY NJ 07302             |        |
|  | JPMORGAN CHASE (JPMC) CLEAR      | 8.50%  |
|  | PROXY SERVICES                   |        |
|  | 14201 DALLAS PKWAY               |        |
|  | DALLAS TX 75254                  |        |
|  | CIBC WORLD                       | 7.39%  |
|  | 425 LEXINGTON AVE.               |        |
|  | NEW YORK NY 10017                |        |
|  | FIRST CLEAR                      | 6.35%  |
|  | 10700 WHEAT FIRST DRIVE, WS 1024 |        |
|  | GLEN ALLEN VA 23060              |        |

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| <b>Name</b>  | <b>DTC Participant Name</b>                        | <b>Percentage of Ownership</b> |
|--|--|--------------------------------|
| <b>WisdomTree International Consumer Staples Sector Fund</b> | GOLDMAN  | 20.56%                         |
|  | 30 HUDSON STREET                                   |                                |
|  | JERSEY CITY NJ 07302                               |                                |
|  | ML SFKPG   | 19.39%                         |
|  | 101 HUDSON ST 9TH FL                               |                                |
|  | JERSEY CITY NJ 07302                               |                                |
|  | NFS LLC  | 10.69%                         |
|  | 200 LIBERTY STREET                                 |                                |
|  | NEW YORK NY 10281                                  |                                |
|  | CITIGROUP  | 6.07%                          |
|  | 333 W. 34TH STREET                                 |                                |
|  | NEW YORK NY 10001                                  |                                |
|  | FIRST CLEAR  | 5.83%                          |
|  | 10700 WHEAT FIRST DRIVE, WS 1024                   |                                |
|  | GLEN ALLEN VA 23060                                |                                |
|  | MERRILL LYNCH                                      | 5.60%                          |
|  | 101 HUDSON ST 9TH FL                               |                                |
|  | JERSEY CITY NJ 07302                               |                                |
|  | CIBC WORLD   | 5.01%                          |
|  | 425 LEXINGTON AVE.                                 |                                |
|  | NEW YORK NY 10017                                  |                                |
|  | <b>WisdomTree International Energy Sector Fund</b> | NFS LLC                        |
| 200 LIBERTY STREET   |  |                                |
| NEW YORK NY 10281  |  |                                |
|  | CHARLES SCHWAB                                     | 15.04%                         |
|  | ATTN PROXY DEPARTMENT                              |                                |
|  | 211 MAIN STREET                                    |                                |
|  | SAN FRANCISCO CA 94105                             |                                |

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|  |                                  |        |
|--|----------------------------------|--------|
|  | ML SFKPG                         | 10.54% |
|  | 101 HUDSON ST 9TH FL             |        |
|  | JERSEY CITY NJ 07302             |        |
|  | FIRST CLEAR                      | 6.03%  |
|  | 10700 WHEAT FIRST DRIVE, WS 1024 |        |
|  | GLEN ALLEN VA 23060              |        |
|  | PERSHING                         | 5.74%  |
|  | 1 PERSHING PLAZA                 |        |
|  | JERSEY CITY NJ 07399             |        |
| <b>WisdomTree International Industrial Sector Fund</b> | UBS FINANCIAL                    | 41.26% |
|  | 1200 HARBOR BLVD                 |        |
|  | WEEHAWKEN NJ 07086               |        |
|  | BROWN BROTHERS                   | 14.97% |
|  | 140 BROADWAY                     |        |
|  | NEW YORK NY 10005                |        |
|  | GOLDMAN                          | 5.47%  |
|  | 30 HUDSON STREET                 |        |
|  | JERSEY CITY NJ 07302             |        |
|  | NFS LLC                          | 5.05%  |
|  | 200 LIBERTY STREET               |        |
|  | NEW YORK NY 10281                |        |
|  | JPMORGAN CHASE (JPMC) CLEAR      | 5.03%  |
|  | 1 PERSHING PLAZA                 |        |
|  | JERSEY CITY NJ 07399             |        |
|  | FIRST CLEAR                      | 5.01%  |
|  | 10700 WHEAT FIRST DRIVE, WS 1024 |        |
|  | GLEN ALLEN VA 23060              |        |

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| <b>Name</b>  | <b>DTC Participant Name</b> | <b>Percentage of Ownership</b> |
|--|-----------------------------|--------------------------------|
| <b>WisdomTree International Financial Sector Fund</b>  | NFS LLC                     | 19.08%                         |
|  | 200 LIBERTY STREET          |                                |
|  | NEW YORK NY 10281           |                                |
|  | ML SFKPG                    | 10.23%                         |
|  | 101 HUDSON ST 9TH FL        |                                |
|  | JERSEY CITY NJ 07302        |                                |
|  | BROWN BROTHERS              | 8.94%                          |
|  | 140 BROADWAY                |                                |
|  | NEW YORK NY 10005           |                                |
|  | CHARLES SCHWAB              | 7.94%                          |
| ATTN PROXY DEPARTMENT                                  |                             |                                |
| 211 MAIN STREET  |                             |                                |
| SAN FRANCISCO CA 94105                                 |                             |                                |
| FIRST CLEAR  | 7.53%                       |                                |
| 10700 WHEAT FIRST DRIVE, WS 1024                       |                             |                                |
| GLEN ALLEN VA 23060                                    |                             |                                |
| GOLDMAN  | 7.46%                       |                                |
| 30 HUDSON STREET                                       |                             |                                |
| JERSEY CITY NJ 07302                                   |                             |                                |
| CITIGROUP  | 6.51%                       |                                |
| 333 W. 34TH STREET                                     |                             |                                |
| NEW YORK NY 10001                                      |                             |                                |
| CIBC WORLD   | 5.54%                       |                                |
| 425 LEXINGTON AVE.                                     |                             |                                |
| NEW YORK NY 10017                                      |                             |                                |
| <b>WisdomTree International Technology Sector Fund</b> | CHARLES SCHWAB              | 23.87%                         |
|  | ATTN PROXY DEPARTMENT       |                                |
|  | 211 MAIN STREET             |                                |

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|   |                                  |        |
|---|----------------------------------|--------|
|   | SAN FRANCISCO CA 94105           |        |
|   | ML SFKPG                         | 16.60% |
|   | 101 HUDSON ST 9TH FL             |        |
|   | JERSEY CITY NJ 07302             |        |
|   | CITIGROUP                        | 10.73% |
|   | 333 W. 34TH STREET               |        |
|   | NEW YORK NY 10001                |        |
|   | FIRST CLEAR                      | 7.34%  |
|   | 10700 WHEAT FIRST DRIVE, WS 1024 |        |
|   | GLEN ALLEN VA 23060              |        |
|   | CIBC WORLD                       | 7.32%  |
|   | 425 LEXINGTON AVE.               |        |
|   | NEW YORK NY 10017                |        |
|   | CURIAN LLC                       | 5.45%  |
|   | PO BOX 173919                    |        |
|   | DENVER CO 80217-3919             |        |
| <b>WisdomTree International Utilities Sector Fund</b> | NFS LLC                          | 14.19% |
|   | 200 LIBERTY STREET               |        |
|   | NEW YORK NY 10281                |        |
|   | GOLDMAN                          | 10.26% |
|   | 30 HUDSON STREET                 |        |
|   | JERSEY CITY NJ 07302             |        |
|   | ML SFKPG                         | 10.24% |
|   | 101 HUDSON ST 9TH FL             |        |
|   | JERSEY CITY NJ 07302             |        |
|   | BROWN BROTHERS                   | 9.15%  |
|   | 140 BROADWAY                     |        |
|   | NEW YORK NY 10005                |        |
|   | TD AMERITRADE                    | 7.97%  |
|   | C/O ADP PROXY SERVICES           |        |
|   | 51 MERCEDES WAY                  |        |

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|                                  |       |
|----------------------------------|-------|
| EDGEWOOD NY 11717                |       |
| CHARLES SCHWAB                   | 6.89% |
| ATTN PROXY DEPARTMENT            |       |
| 211 MAIN STREET                  |       |
| SAN FRANCISCO CA 94105           |       |
| FIRST CLEAR                      | 6.64% |
| 10700 WHEAT FIRST DRIVE, WS 1024 |       |
| GLEN ALLEN VA 23060              |       |
| PERSHING                         | 5.96% |
| 1 PERSHING PLAZA                 |       |
| JERSEY CITY NJ 07399             |       |
| CITIGROUP                        | 5.46% |
| 333 W. 34TH STREET               |       |
| NEW YORK NY 10001                |       |

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| <b>Name</b>   | <b>DTC Participant Name</b> | <b>Percentage of Ownership</b> |
|---|-----------------------------|--------------------------------|
| <b>WisdomTree International Health Care Sector Fund</b> | CITIGROUP                   | 10.55%                         |
|   | 333 W. 34TH STREET          |                                |
|   | NEW YORK NY 10001           |                                |
|   | MERRILL LYNCH               | 10.54%                         |
|   | 101 HUDSON ST 9TH FL        |                                |
|   | JERSEY CITY NJ 07302        |                                |
|   | ML SFKPG                    | 10.33%                         |
|   | 101 HUDSON ST 9TH FL        |                                |
|   | JERSEY CITY NJ 07302        |                                |
|   | CHARLES SCHWAB              | 9.85%                          |
| ATTN PROXY DEPARTMENT                                   |                             |                                |
| 211 MAIN STREET   |                             |                                |
| SAN FRANCISCO CA 94105                                  |                             |                                |
| PERSHING  | 8.18%                       |                                |
| 1 PERSHING PLAZA  |                             |                                |
| JERSEY CITY NJ 07399                                    |                             |                                |
| GOLDMAN   | 8.07%                       |                                |
| 30 HUDSON STREET  |                             |                                |
| JERSEY CITY NJ 07302                                    |                             |                                |
| CURIAN LLC  | 6.81%                       |                                |
| PO BOX 173919   |                             |                                |
| DENVER CO 80217-3919                                    |                             |                                |
| NFS LLC   | 6.31%                       |                                |
| 200 LIBERTY STREET                                      |                             |                                |
| NEW YORK NY 10281                                       |                             |                                |
| <b>WisdomTree International Real Estate Fund</b>        | CHARLES SCHWAB              | 18.98%                         |
|   | ATTN PROXY DEPARTMENT       |                                |
|   | 211 MAIN STREET             |                                |



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|                        |  |        |
|------------------------|--|--------|
| SAN FRANCISCO CA 94105 |  |        |
| NFS LLC                |  | 12.84% |
| 200 LIBERTY STREET     |  |        |
| NEW YORK NY 10281      |  |        |
| FIDELITY TRUST         |  |        |
|                        |  | 9.99%  |
| 82 DEVONSHIRE ST.      |  |        |
| BOSTON MA 02109        |  |        |
| TD AMERITRADE          |  | 6.87%  |
| C/O ADP PROXY SERVICES |  |        |
| 51 MERCEDES WAY        |  |        |
| EDGEWOOD NY 11717      |  |        |
| CITIGROUP              |  |        |
|                        |  | 6.65%  |
| 333 W. 34TH STREET     |  |        |
| NEW YORK NY 10001      |  |        |
| ML SFKPG               |  | 5.39%  |
| 101 HUDSON ST 9TH FL   |  |        |
| JERSEY CITY NJ 07302   |  |        |

*Investment Adviser.* WisdomTree Asset Management serves as investment adviser to each Fund pursuant to an Investment Advisory Agreement between the Trust and WisdomTree Asset Management. WisdomTree Asset Management is a Delaware corporation registered as an investment adviser under the Investment Advisers Act of 1940, as amended (the Advisers Act), and has offices located at 380 Madison Avenue, 21st Floor, New York, NY 10017.

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Under the Investment Advisory Agreement, WisdomTree Asset Management has overall responsibility for the general management and administration of the Trust. WisdomTree Asset Management provides an investment program for each Fund. WisdomTree Asset Management also arranges for sub-advisory, transfer agency, custody, fund administration and all other non-distribution related services necessary for the Funds to operate.

Each Fund pays WisdomTree Asset Management the Management Fee indicated below.

| <b>Name of Fund</b>   | <b>Management Fee</b> |
|---|-----------------------|
| WisdomTree Total Dividend Fund                              | 0.28%                 |
| WisdomTree Equity Income Fund                               | 0.38%                 |
| WisdomTree Dividend ex-Financials Fund                      | 0.38%                 |
| WisdomTree LargeCap Dividend Fund                           | 0.28%                 |
| WisdomTree MidCap Dividend Fund                             | 0.38%                 |
| WisdomTree SmallCap Dividend Fund                           | 0.38%                 |
| WisdomTree Total Earnings Fund                              | 0.28%                 |
| WisdomTree Earnings 500 Fund                                | 0.28%                 |
| WisdomTree Earnings Top 100 Fund                            | 0.38%                 |
| WisdomTree MidCap Earnings Fund                             | 0.38%                 |
| WisdomTree SmallCap Earnings Fund                           | 0.38%                 |
| WisdomTree LargeCap Value Fund                              | 0.38%                 |
| WisdomTree LargeCap Growth Fund                             | 0.38%                 |
| WisdomTree DEFA Fund  | 0.48%                 |
| WisdomTree DEFA Equity Income Fund                          | 0.58%                 |
| WisdomTree International Hedged Equity Fund                 | 0.48%                 |
| WisdomTree International Dividend ex-Financials Fund        | 0.58%                 |
| WisdomTree International LargeCap Dividend Fund             | 0.48%                 |
| WisdomTree International MidCap Dividend Fund               | 0.58%                 |
| WisdomTree International SmallCap Dividend Fund             | 0.58%                 |
| WisdomTree Europe Total Dividend Fund                       | 0.48%                 |
| WisdomTree Europe SmallCap Dividend Fund                    | 0.58%                 |
| WisdomTree Global Equity Income Fund                        | 0.58%                 |
| WisdomTree Japan Total Dividend Fund                        | 0.48%                 |
| WisdomTree Japan SmallCap Dividend Fund                     | 0.58%                 |
| WisdomTree World ex-U.S. Growth Fund                        | 0.58%                 |
| WisdomTree Pacific ex-Japan Equity Income Fund              | 0.58%                 |
| WisdomTree Pacific ex-Japan Total Dividend Fund             | 0.48%                 |
| WisdomTree Emerging Markets Equity Income Fund              | 0.63%                 |
| WisdomTree Emerging Markets SmallCap Dividend Fund          | 0.63%                 |
| WisdomTree Middle East Dividend Fund                        | 0.68%                 |
| WisdomTree India Earnings Fund                              | 0.68%                 |
| WisdomTree International Basic Materials Sector Fund        | 0.58%                 |
| WisdomTree International Communications Sector Fund         | 0.58%                 |
| WisdomTree International Consumer Discretionary Sector Fund | 0.58%                 |
| WisdomTree International Consumer Staples Sector Fund       | 0.58%                 |
| WisdomTree International Energy Sector Fund                 | 0.58%                 |
| WisdomTree International Financial Sector Fund              | 0.58%                 |
| WisdomTree International Health Care Sector Fund            | 0.58%                 |
| WisdomTree International Industrial Sector Fund             | 0.58%                 |
| WisdomTree International Technology Sector Fund             | 0.58%                 |
| WisdomTree International Utilities Sector Fund              | 0.58%                 |
| WisdomTree International Real Estate Fund                   | 0.58%                 |

With respect to each Fund (other than the India Earnings Fund, the International Hedged Equity Fund and the Middle East Dividend Fund) WisdomTree Asset Management has agreed to pay all expenses of the Trust, except for: (i) brokerage expenses and other expenses (such as stamp taxes) connected with the execution of portfolio transactions or in connection with creation and redemption transactions; (ii) legal fees or expenses in connection with any arbitration, litigation or pending or threatened arbitration or litigation, including any settlements in connection therewith; (iii) compensation and expenses of each Independent Trustee; (iv) compensation and expenses of counsel to the Independent Trustees;

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(v) compensation and expenses of the Trust's chief compliance officer; (vi) extraordinary expenses;

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(vii) distribution fees and expenses paid by the Trust under any distribution plan adopted pursuant to Rule 12b-1 under the 1940 Act; and (viii) the advisory fee payable to WisdomTree Asset Management. WisdomTree Asset Management has contractually agreed to cap the operating expenses of the India Earnings Fund and Middle East Dividend Fund through March 31, 2010 as described in each Fund's prospectus. Pursuant to a separate contractual arrangement with respect to each Fund through March 31, 2010, WisdomTree Asset Management arranges for the provision of chief compliance officer ( CCO ) services and is liable and responsible for, and administers, payments to the CCO, the Independent Trustees and counsel to the Independent Trustees, in exchange for a fee paid by each Fund of up to 0.0044% of the Fund's average daily net assets.

The Portfolio is advised by WisdomTree Asset Management. WisdomTree Asset Management does not receive any additional compensation for advising the Portfolio.

For the following periods, the Adviser received the following fees:

| Name  | Commencement of Operations | Advisory Fee Period Ended March 31, 2007 | Advisory Fee Period Ended March 31, 2008 | Advisory Fee Period Ended March 31, 2009 |
|---|----------------------------|--|--|--|
| WisdomTree Total Dividend Fund                              | 6/16/06                    | \$ 113,719                               | \$ 269,768                               | \$ 239,125                               |
| WisdomTree Equity Income Fund                               | 6/16/06                    | 295,809                                  | 736,971                                  | 455,969                                  |
| WisdomTree DEFA Fund  | 6/16/06                    | 199,673                                  | 1,415,559                                | 1,848,890                                |
| WisdomTree DEFA Equity Income Fund                          | 6/16/06                    | 317,496                                  | 1,445,109                                | 953,597                                  |
| WisdomTree Pacific ex-Japan Equity Income Fund              | 6/16/06                    | 160,899                                  | 584,781                                  | 237,509                                  |
| WisdomTree Pacific ex-Japan Total Dividend Fund             | 6/16/06                    | 105,496                                  | 774,010                                  | 412,230                                  |
| WisdomTree Europe Total Dividend Fund                       | 6/16/06                    | 67,833                                   | 237,566                                  | 149,014                                  |
| WisdomTree Global Equity Income Fund                        | 6/16/06                    | 122,153                                  | 312,747                                  | 196,526                                  |
| WisdomTree Europe SmallCap Dividend Fund                    | 6/16/06                    | 221,137                                  | 595,194                                  | 166,054                                  |
| WisdomTree Japan Total Dividend Fund                        | 6/16/06                    | 103,330                                  | 214,941                                  | 138,164                                  |
| WisdomTree World ex-U.S. Growth Fund                        | 6/16/06                    | 133,841                                  | 304,862                                  | 165,967                                  |
| WisdomTree Japan SmallCap Dividend Fund                     | 6/16/06                    | 128,531                                  | 465,970                                  | 444,535                                  |
| WisdomTree Dividend ex-Financials Fund                      | 6/16/06                    | 233,421                                  | 773,212                                  | 525,849                                  |
| WisdomTree LargeCap Dividend Fund                           | 6/16/06                    | 326,902                                  | 887,614                                  | 816,625                                  |
| WisdomTree MidCap Dividend Fund                             | 6/16/06                    | 103,769                                  | 373,656                                  | 287,660                                  |
| WisdomTree SmallCap Dividend Fund                           | 6/16/06                    | 152,022                                  | 410,425                                  | 310,449                                  |
| WisdomTree International LargeCap Dividend Fund             | 6/16/06                    | 156,254                                  | 688,454                                  | 565,944                                  |
| WisdomTree International Dividend ex-Financials Fund        | 6/16/06                    | 469,927                                  | 2,391,354                                | 1,419,403                                |
| WisdomTree International MidCap Dividend Fund               | 6/16/06                    | 230,677                                  | 1,481,831                                | 904,766                                  |
| WisdomTree International SmallCap Dividend Fund             | 6/16/06                    | 398,322                                  | 3,016,342                                | 2,152,738                                |
| WisdomTree International Basic Materials Sector Fund        | 10/13/06                   | 15,338                                   | 480,261                                  | 350,673                                  |
| WisdomTree International Communications Sector Fund         | 10/13/06                   | 32,387                                   | 172,291                                  | 144,384                                  |
| WisdomTree International Consumer Discretionary Sector Fund | 10/13/06                   | 15,129                                   | 34,905                                   | 22,411                                   |
| WisdomTree International Consumer Staples Sector Fund       | 10/13/06                   | 42,549                                   | 153,549                                  | 131,670                                  |
| WisdomTree International Energy Sector Fund                 | 10/13/06                   | 41,504                                   | 250,529                                  | 264,650                                  |
| WisdomTree International Financial Sector Fund              | 10/13/06                   | 16,936                                   | 127,465                                  | 77,611                                   |
| WisdomTree International Industrial Sector Fund             | 10/13/06                   | 26,520                                   | 253,102                                  | 179,453                                  |
| WisdomTree International Technology Sector Fund             | 10/13/06                   | 13,947                                   | 61,828                                   | 43,436                                   |
| WisdomTree International Utilities Sector Fund              | 10/13/06                   | 46,704                                   | 295,876                                  | 326,429                                  |
| WisdomTree International Health Care Sector Fund            | 10/13/06                   | 41,870                                   | 137,305                                  | 127,248                                  |
| WisdomTree Total Earnings Fund                              | 2/23/07                    | 6,912                                    | 48,010                                   | 55,796                                   |
| WisdomTree Earnings 500 Fund                                | 2/23/07                    | 5,511                                    | 108,747                                  | 183,806                                  |
| WisdomTree MidCap Earnings Fund                             | 2/23/07                    | 1,867                                    | 83,454                                   | 88,226                                   |
| WisdomTree SmallCap Earnings Fund                           | 2/23/07                    | 3,386                                    | 58,025                                   | 63,145                                   |
| WisdomTree Earnings Top 100 Fund                            | 2/23/07                    | 9,423                                    | 59,796                                   | 45,833                                   |
| WisdomTree LargeCap Value Fund                              | 2/23/07                    | 9,375                                    | 88,570                                   | 90,370                                   |
| WisdomTree LargeCap Growth Fund                             | 12/04/08                   | N/A                                      | N/A                                      | 6,736                                    |
| WisdomTree International Real Estate Fund                   | 6/5/07                     | N/A                                      | 336,686                                  | 496,086                                  |
| WisdomTree Emerging Markets Equity Income Fund              | 7/13/07                    | N/A                                      | 474,220                                  | 1,185,419                                |

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|  |          |     |        |         |
|--|----------|-----|--------|---------|
| WisdomTree Emerging Markets SmallCap Dividend Fund | 10/30/07 | N/A | 90,419 | 349,344 |
|--|----------|-----|--------|---------|

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| <b>Name</b>                                   | <b>Commencement<br/>of Operations</b> | <b>Advisory Fee<br/>Period Ended<br/>March 31, 2007</b> | <b>Advisory Fee<br/>Period Ended<br/>March 31, 2008</b> | <b>Advisory Fee<br/>Period Ended<br/>March 31, 2009</b> |
|---|---------------------------------------|---|---|---|
| WisdomTree India Earnings Fund                | 2/22/08                               | N/A   | 66,315  | 1,399,891   |
| WisdomTree Middle East Dividend Fund          | 7/16/08                               | N/A   | N/A   | 55,970  |
| WisdomTree International Hedged Equity Fund** | N/A                                   | N/A   | N/A   | N/A   |

\*\* The WisdomTree International Hedged Equity Fund had not yet commenced operations as of the date of this SAI.

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The Advisory Agreement with respect to each Fund continues in effect for two years from its effective date, and thereafter is subject to annual approval by (i) the Board of Trustees of the Trust or (ii) the vote of a majority of the outstanding voting securities (as defined in the 1940 Act) of the Fund, provided that in either event such continuance also is approved by a vote of a majority of the Trustees of the Trust who are not interested persons (as defined in the 1940 Act) of the Fund, by a vote cast in person at a meeting called for the purpose of voting on such approval. If the shareholders of any Fund fail to approve the Advisory Agreement, WisdomTree Asset Management may continue to serve in the manner and to the extent permitted by the 1940 Act and rules and regulations thereunder.

The Advisory Agreement with respect to any Fund is terminable without any penalty, by vote of the Board of Trustees of the Trust or by vote of a majority of the outstanding voting securities (as defined in the 1940 Act) of that Fund, or by WisdomTree Asset Management, in each case on not less than 30 days nor more than 60 days prior written notice to the other party; provided, that a shorter notice period shall be permitted for a Fund in the event its shares are no longer listed on a national securities exchange. The Investment Advisory Agreement will terminate automatically and immediately in the event of its assignment (as defined in the 1940 Act).

*Sub-Adviser.* Mellon Capital, a registered investment adviser, with its principal office is located at 50 Fremont Street, San Francisco, CA 94105 serves as Sub-Adviser for each Fund. As of June 30, 2009, Mellon Capital managed approximately \$153 billion for institutions. Mellon Capital is a wholly-owned indirect subsidiary of The Bank of New York Mellon Corporation, a publicly traded financial holding company. The Sub-Adviser chooses each Fund's portfolio investments and places orders to buy and sell the Fund's portfolio investments. WisdomTree Asset Management pays the Sub-Adviser for providing sub-advisory services to the Funds as described below.

*Sub-Adviser's Fees for the Domestic Funds*

The Sub-Adviser is entitled to receive the fees indicated below for acting as Sub-Adviser to the Domestic Funds:

3 basis points (0.03%) of the first \$2 billion in combined daily net assets of all Domestic Funds;

2 basis points (0.02%) of the next \$3 billion in combined daily net assets of all Domestic Funds; and

1.5 basis points (0.015%) of the combined daily net assets of all Domestic Funds in excess of \$5 billion.

*Sub-Adviser's Fees for the International Funds*

The Sub-Adviser is entitled to receive the fees indicated below for acting as Sub-Adviser to the International Funds:

7.5 basis points (0.075%) of the first \$1 billion in combined daily net assets of all International Equity Funds;

5 basis points (0.05%) of the next \$1 billion in combined daily net assets of all International Equity Funds;

3 basis points (0.03%) of the next \$3 billion in combined daily net assets of all International Equity Funds; and

2 basis points (0.02%) of the combined daily net assets of all International Equity Funds in excess of \$5 billion.

The Portfolio is sub-advised by Mellon Capital. Mellon Capital does not receive any additional compensation for sub-advising the Portfolio.

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For the following periods, the Adviser paid the Sub-Adviser the following fees:

| Name  | Commencement<br>of Operations | Sub-Advisory                   | Sub-Advisory                    | Sub-Advisory                   |
|---|-------------------------------|--------------------------------|---------------------------------|--------------------------------|
|   |                               | Fee                            | Fee                             | Fee                            |
|   |                               | Period Ended<br>March 31, 2007 | Period Ended<br>March 31, 2008* | Period Ended<br>March 31, 2009 |
| WisdomTree Total Dividend Fund                              | 6/16/2006                     | \$ 7,575                       | 29,398                          | 25,894                         |
| WisdomTree Equity Income Fund                               | 6/16/2006                     | 17,145                         | 60,657                          | 35,810                         |
| WisdomTree Dividend ex-Financials Fund                      | 6/16/2006                     | 14,521                         | 63,016                          | 41,271                         |
| WisdomTree LargeCap Dividend                                | 6/16/2006                     | 14,521                         | 98,175                          | 87,180                         |
| WisdomTree MidCap Dividend Fund                             | 6/16/2006                     | 14,028                         | 30,482                          | 25,529                         |
| WisdomTree SmallCap Dividend Fund                           | 6/16/2006                     | 23,512                         | 33,237                          | 25,545                         |
| WisdomTree Total Earnings Fund                              | 2/23/2007                     | N/A                            | 16,695                          | 24,983                         |
| WisdomTree Earnings 500 Fund                                | 2/23/2007                     | N/A                            | 16,695                          | 24,983                         |
| WisdomTree Earnings Top 100 Fund                            | 2/23/2007                     | N/A                            | 16,695                          | 24,983                         |
| WisdomTree MidCap Earnings Fund                             | 2/23/2007                     | N/A                            | 16,695                          | 24,983                         |
| WisdomTree SmallCap Earnings Fund                           | 2/23/2007                     | N/A                            | 16,695                          | 24,983                         |
| WisdomTree LargeCap Value Fund                              | 2/23/2007                     | N/A                            | 16,695                          | 24,983                         |
| WisdomTree LargeCap Growth Fund                             | 12/4/2008                     | N/A                            | N/A                             | 16,440                         |
| WisdomTree DEFA Fund  | 6/16/2006                     | 19,410                         | 171,666                         | 211,436                        |
| WisdomTree DEFA Equity Income Fund                          | 6/16/2006                     | 26,790                         | 148,432                         | 87,998                         |
| WisdomTree International Hedged Equity Fund**               | N/A                           | N/A                            | N/A                             | N/A                            |
| WisdomTree International Dividend ex-Financials Fund        | 6/16/2006                     | 40,587                         | 249,005                         | 129,525                        |
| WisdomTree International LargeCap Dividend Fund             | 6/16/2006                     | 14,521                         | 85,075                          | 63,844                         |
| WisdomTree International MidCap Dividend Fund               | 6/16/2006                     | 18,258                         | 159,459                         | 83,970                         |
| WisdomTree International SmallCap Dividend Fund             | 6/16/2006                     | 36,444                         | 318,761                         | 201,021                        |
| WisdomTree Europe Total Dividend Fund                       | 6/16/2006                     | 14,521                         | 48,338                          | 49,966                         |
| WisdomTree Europe SmallCap Dividend Fund                    | 6/16/2006                     | 8,914                          | 71,440                          | 49,966                         |
| WisdomTree Global Equity Income Fund                        | 6/16/2006                     | 14,521                         | 48,409                          | 49,966                         |
| WisdomTree Japan Total Dividend Fund                        | 6/16/2006                     | 18,790                         | 50,137                          | 49,966                         |
| WisdomTree Japan SmallCap Fund                              | 6/16/2006                     | 7,260                          | 54,706                          | 51,725                         |
| WisdomTree World ex-U.S. Growth Fund                        | 6/16/2006                     | 14,521                         | 50,137                          | 49,966                         |
| WisdomTree Pacific ex-Japan Equity Income Fund              | 6/16/2006                     | 14,521                         | 65,743                          | 49,966                         |
| WisdomTree Pacific ex-Japan Total Dividend Fund             | 6/16/2006                     | 14,521                         | 92,315                          | 56,505                         |
| WisdomTree Emerging Markets Equity Income Fund              | 7/13/2007                     | N/A                            | 17,770                          | 104,126                        |
| WisdomTree Emerging Markets SmallCap Dividend Fund          | 10/30/2007                    | N/A                            | 8,197                           | 49,966                         |
| WisdomTree Middle East Dividend Fund                        | 7/16/2008                     | N/A                            | N/A                             | 24,932                         |
| WisdomTree India Earnings Fund                              | 2/22/2008                     | N/A                            | 474                             | 101,508                        |
| WisdomTree International Basic Materials Sector Fund        | 10/13/2006                    | N/A                            | 52,381                          | 50,084                         |
| WisdomTree International Communications Sector Fund         | 10/13/2006                    | N/A                            | 48,459                          | 49,966                         |
| WisdomTree International Consumer Discretionary Sector Fund | 10/13/2006                    | N/A                            | 48,459                          | 49,966                         |
| WisdomTree International Consumer Staples Sector Fund       | 10/13/2006                    | N/A                            | 48,459                          | 49,966                         |
| WisdomTree International Energy Sector Fund                 | 10/13/2006                    | N/A                            | 48,459                          | 49,966                         |
| WisdomTree International Financial Sector Fund              | 10/13/2006                    | N/A                            | 48,459                          | 49,966                         |
| WisdomTree International Health Care Sector Fund            | 10/13/2006                    | N/A                            | 48,459                          | 49,966                         |
| WisdomTree International Industrial Sector Fund             | 10/13/2006                    | N/A                            | 48,459                          | 49,966                         |
| WisdomTree International Technology Sector Fund             | 10/13/2006                    | N/A                            | 48,459                          | 49,966                         |
| WisdomTree International Utilities Sector Fund              | 10/13/2006                    | N/A                            | 48,459                          | 49,966                         |
| WisdomTree International Real Estate Fund                   | 6/5/2007                      | N/A                            | 13,618                          | 54,409                         |

\* Amounts shown have been revised to reflect information available after March 31, 2008.

\*\* The WisdomTree International Hedged Equity Fund had not yet commenced operations as of the date of this SAI.



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Mellon Capital believes that it may perform Sub-Advisory and related services for the Trust without violating applicable banking laws or regulations. However, the legal requirements and interpretations about the permissible activities of banks and their affiliates may change in the future. These changes could prevent Mellon Capital from continuing to perform services for the Trust. If this happens, the Board would consider selecting other qualified firms. Any new investment Sub-Advisory agreement would be subject to shareholder approval.

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*Portfolio Manager.* Each Fund is managed by Mellon Capital's Equity Index Strategies portfolio management team. The individual members of the team responsible for the day-to-day management of each Fund's portfolio are Karen Q. Wong, Richard A. Brown, and Thomas J. Durante.

Including the WisdomTree ETFs, as of June 30, 2009, the Index Fund Management team managed 130 registered investment companies with approximately \$24 billion in assets; fifty two pooled investment vehicles with approximately \$44 billion in assets and 81 other accounts with approximately \$25 billion in assets.

*Portfolio Manager Fund Ownership*

As of June 30, 2009, the dollar range of securities beneficially owned by the following Portfolio Managers in the Trust is as follows:

| <b>Portfolio Manager</b> | <b>Dollar Range of Securities<br/>Beneficially Owned</b> |
|--------------------------|--|
| Karen Q. Wong            | None   |
| Richard A. Brown         | None   |
| Thomas J. Durante        | None   |

*Portfolio Manager Compensation*

Mellon Capital's portfolio managers responsible for managing the Funds are paid by Mellon Capital and not by the Funds.

As of June 30, 2009, the portfolio managers' cash compensation is comprised primarily of a market-based base salary and (variable) incentives (annual and long term). A portfolio managers' base salary is determined by the employees' experience and performance in the role, taking into account the ongoing compensation benchmark analyses. A portfolio manager's base salary is generally a fixed amount that may change as a result of an annual review, upon assumption of new duties, or when a market adjustment of the position occurs. Funding for the Mellon Capital Annual Incentive Plan and Long Term Incentive Plan is through a pre-determined fixed percentage of overall Mellon Capital profitability. Therefore, all bonus awards are based initially on Mellon Capital's financial performance. The employees are eligible to receive annual cash bonus awards from the Annual Incentive Plan. Annual incentive opportunities are pre-established for each individual, expressed as a percentage of base salary (target awards). These targets are derived based on a review of competitive market data for each position annually. Annual awards are determined by applying multiples to this target award. Awards are 100% discretionary. Factors considered in awards include individual performance, team performance, investment performance of the associated portfolio(s) and qualitative behavioral factors. Other factors considered in determining the award are the asset size and revenue growth/retention of the products managed. Awards are paid in cash on an annual basis.

All key staff of Mellon Capital are also eligible to participate in the Mellon Capital Long Term Incentive Plan. These positions have a high level of accountability and a large impact on the success of the business due to the position's scope and overall responsibility. In addition, the participants have demonstrated a long-term performance track record and have the potential for a continued leadership role. This plan provides for an annual award, payable in cash after a three-year cliff vesting period. The value of the award increases during the vesting period based upon the growth in Mellon Capital's net income.

The portfolio managers are also eligible for the standard retirement benefits and health and welfare benefits available to all Mellon Capital employees. Certain portfolio managers may be eligible for additional retirement benefits under several supplemental retirement plans that Mellon Capital provides to restore dollar-for-dollar the benefits of management employees that had been cut back solely as a result of certain limits due to the tax laws. These plans are structured to provide the same retirement benefits as the standard retirement benefits. In addition, portfolio managers whose compensation exceeds certain limits may elect to defer a portion of their salary and/or bonus under The Bank of New York Mellon Corporation Deferred Compensation Plan for Employees.

*Description of Material Conflicts of Interest*

Because the portfolio managers manage multiple portfolios for multiple clients, the potential for conflicts of interest exists. Each portfolio manager generally manages portfolios having substantially the same investment style as the Funds. However, the portfolios managed by a portfolio manager may not have portfolio compositions identical to those of the Funds managed by the portfolio manager due, for example, to specific investment limitations or guidelines present in some portfolios or accounts, but not others. The portfolio managers may purchase securities for one portfolio and not another portfolio, and the performance of securities purchased for one portfolio may vary from the performance of securities purchased for other portfolios. A portfolio manager may place transactions on behalf of other accounts that are directly

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or indirectly contrary to investment decisions made on behalf of the Fund, or make investment decisions that are similar to those made for the Fund, both of which have the potential to adversely impact the Fund depending on market conditions. For example, a portfolio manager may purchase a security in one portfolio while appropriately selling that same security in another portfolio. In addition, some of these portfolios have fee structures that are or have the potential to

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be higher than the advisory fees paid by the Fund, which can cause potential conflicts in the allocation of investment opportunities between the Fund and the other accounts. However, the compensation structure for portfolio managers does not generally provide incentive to favor one account over another because that part of a manager's bonus based on performance is not based on the performance of one account to the exclusion of others. There are many other factors considered in determining the portfolio manager's bonus and there is no formula that is applied to weight the factors listed. In addition, current trading practices do not allow Mellon Capital Management Corporation to intentionally favor one portfolio over another as trades are executed or as trade orders are received. Portfolio rebalancing dates also generally vary between fund families. Program trades created from the portfolio rebalance are executed at market close.

*Code of Ethics.* The Trust, WisdomTree Asset Management, the Sub-Adviser and the Funds' distributor have each adopted a Codes of Ethics pursuant to Rule 17j-1 under the 1940 Act. The Codes of Ethics permit personnel subject to the Codes of Ethics to invest in securities for their personal investment accounts, subject to certain limitations, including securities that may be purchased or held by the Funds. The Codes of Ethics are on public file with, and are available from, the SEC.

*Administrator, Custodian, Transfer Agent and Securities Lending Agent.* The Bank of New York Mellon (BNYM) serves as administrator, custodian and transfer agent for the Funds. BNYM's principal address is One Wall Street, New York, New York 10286. Under the Fund Administration and Accounting Agreement with the Trust, BNYM provides necessary administrative, legal, tax, accounting services and financial reporting for the maintenance and operations of the Trust and each Fund. In addition, BNYM makes available the office space, equipment, personnel and facilities required to provide such services. Under the custody agreement with the Trust, BNYM maintains in separate accounts cash, securities and other assets of the Trust and each Fund, keeps all necessary accounts and records, and provides other services. BNYM is required, upon the order of the Trust, to deliver securities held by BNYM and to make payments for securities purchased by the Trust for each Fund. Also, under a Delegation Agreement, BNYM is authorized to appoint certain foreign custodians or foreign custody managers for Fund investments outside the United States. Pursuant to a Transfer Agency and Service Agreement with the Trust, BNYM acts as transfer agent for each Fund's authorized and issued shares of beneficial interest, and as dividend disbursing agent of the Trust. As compensation for the foregoing services, BNYM receives certain out of pocket costs, transaction fees and asset-based fees which are accrued daily and paid monthly by the Trust from the Trust's custody account with BNYM. BNYM serves as the Fund's securities lending agent. As compensation for providing such services, BNYM receives a portion of the income earned by the Funds on collateral investments in connection with the lending program.

BNYM serves as the Portfolio's custodian. BNYM does not receive any additional compensation for performing these services.

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For the following periods the Adviser paid the Administrator the following fees:

| Name  | Commencement<br>of Operations | Administration<br>Fee for the<br>Period Ended<br>March 31, 2007 | Administration<br>Fee for the<br>Period Ended<br>March 31, 2008* | Administration<br>Fee for the<br>Period Ended<br>March 31, 2009 |
|---|-------------------------------|---|--|---|
| WisdomTree Total Dividend Fund                              | 6/16/2006                     | \$ 11,551   | 54,996   | 73,308  |
| WisdomTree Equity Income Fund                               | 6/16/2006                     | 22,767  | 119,709  | 100,938   |
| WisdomTree Dividend ex-Financials Fund                      | 6/16/2006                     | 7,612   | 126,609  | 115,224   |
| WisdomTree LargeCap Dividend                                | 6/16/2006                     | 7,484   | 195,347  | 249,779   |
| WisdomTree MidCap Dividend Fund                             | 6/16/2006                     | 18,472  | 61,626   | 63,349  |
| WisdomTree SmallCap Dividend Fund                           | 6/16/2006                     | 34,785  | 66,800   | 69,687  |
| WisdomTree Total Earnings Fund                              | 2/23/2007                     | 552   | 10,532   | 16,764  |
| WisdomTree Earnings 500 Fund                                | 2/23/2007                     | 440   | 24,922   | 55,785  |
| WisdomTree Earnings Top 100 Fund                            | 2/23/2007                     | 556   | 9,612  | 9,966   |
| WisdomTree MidCap Earnings Fund                             | 2/23/2007                     | 110   | 14,335   | 19,079  |
| WisdomTree SmallCap Earnings Fund                           | 2/23/2007                     | 237   | 9,843  | 13,964  |
| WisdomTree LargeCap Value Fund                              | 2/23/2007                     | 553   | 14,575   | 20,178  |
| WisdomTree LargeCap Growth Fund                             | 12/4/2008                     | N/A   | N/A  | 1,796   |
| WisdomTree DEFA Fund  | 6/16/2006                     | 11,928  | 189,007  | 320,587   |
| WisdomTree DEFA Equity Income Fund                          | 6/16/2006                     | 16,262  | 156,372  | 132,072   |
| WisdomTree International Hedged Equity Fund**               | N/A                           | N/A   | N/A  | N/A   |
| WisdomTree International Dividend ex-Financials Fund        | 6/16/2006                     | 24,454  | 259,341  | 193,354   |
| WisdomTree International LargeCap Dividend Fund             | 6/16/2006                     | 9,781   | 90,783   | 96,021  |
| WisdomTree International MidCap Dividend Fund               | 6/16/2006                     | 12,087  | 161,216  | 126,469   |
| WisdomTree International SmallCap Dividend Fund             | 6/16/2006                     | 21,693  | 328,507  | 303,559   |
| WisdomTree Europe Total Dividend Fund                       | 6/16/2006                     | 4,082   | 31,142   | 25,053  |
| WisdomTree Europe SmallCap Dividend Fund                    | 6/16/2006                     | 11,785  | 62,119   | 22,510  |
| WisdomTree Global Equity Income Fund                        | 6/16/2006                     | 5,941   | 33,615   | 27,341  |
| WisdomTree Japan Total Dividend Fund                        | 6/16/2006                     | 12,071  | 27,734   | 24,604  |
| WisdomTree Japan SmallCap Fund                              | 6/16/2006                     | 7,931   | 49,368   | 66,569  |
| WisdomTree World ex-U.S. Growth Fund                        | 6/16/2006                     | 6,561   | 31,326   | 24,608  |
| WisdomTree Pacific ex-Japan Equity Income Fund              | 6/16/2006                     | 7,025   | 63,096   | 51,966  |
| WisdomTree Pacific ex-Japan Total Dividend Fund             | 6/16/2006                     | 8,506   | 101,572  | 47,943  |
| WisdomTree Emerging Markets Equity Income Fund              | 7/13/2007                     | N/A   | 42,153   | 158,373   |
| WisdomTree Emerging Markets SmallCap Dividend Fund          | 10/30/2007                    | N/A   | 9,604  | 46,416  |
| WisdomTree Middle East Dividend Fund                        | 7/16/2008                     | N/A   | N/A  | 7,692   |
| WisdomTree India Earnings Fund                              | 2/22/2008                     | N/A   | 6,728  | 170,783   |
| WisdomTree International Basic Materials Sector Fund        | 10/13/2006                    | 698   | 53,763   | 46,958  |
| WisdomTree International Communications Sector Fund         | 10/13/2006                    | 1,705   | 18,789   | 20,840  |
| WisdomTree International Consumer Discretionary Sector Fund | 10/13/2006                    | 686   | 3,920  | 3,162   |
| WisdomTree International Consumer Staples Sector Fund       | 10/13/2006                    | 1,962   | 16,791   | 18,826  |
| WisdomTree International Energy Sector Fund                 | 10/13/2006                    | 1,992   | 27,600   | 35,891  |
| WisdomTree International Financial Sector Fund              | 10/13/2006                    | 964   | 13,770   | 10,779  |
| WisdomTree International Health Care Sector Fund            | 10/13/2006                    | 1,917   | 14,970   | 18,894  |
| WisdomTree International Industrial Sector Fund             | 10/13/2006                    | 1,384   | 27,885   | 24,252  |
| WisdomTree International Technology Sector Fund             | 10/13/2006                    | 627   | 7,033  | 6,137   |
| WisdomTree International Utilities Sector Fund              | 10/13/2006                    | 2,345   | 32,899   | 45,507  |
| WisdomTree International Real Estate Fund                   | 6/5/2007                      | N/A   | 38,079   | 68,227  |

\* Amounts shown have been revised to reflect information available after March 31, 2008.

\*\* The WisdomTree International Hedged Equity Fund had not yet commenced operations as of the date of this SAI.

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*Distributor.* The principal address of ALPS Distributors, Inc. is 1290 Broadway, Suite 1100, Denver, Colorado 80203. The Distributor has entered into a Distribution Agreement with the Trust pursuant to which it distributes shares of each Fund. The Distribution Agreement will continue for two years from its effective date and is renewable annually. Shares are continuously offered for sale by the Funds through the Distributor only in Creation Unit Aggregations, as described in the applicable Prospectus and below

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in the Creation and Redemption of Creation Units Aggregations section. Shares in less than Creation Unit Aggregations are not distributed by the Distributor. The Distributor will deliver the applicable Prospectus and, upon request, this SAI to persons purchasing Creation Unit Aggregations and will maintain records of both orders placed with it and confirmations of acceptance furnished by it. The Distributor is a broker-dealer registered under the 1934 Act and a member of the Financial Industry Regulatory Authority ( FINRA ). The Distributor is not affiliated with WisdomTree Investments, WisdomTree Asset Management, nor any stock exchange.

The Distribution Agreement for each Fund will provide that it may be terminated at any time, without the payment of any penalty, on at least sixty (60) days prior written notice to the other party (i) by vote of a majority of the Independent Trustees or (ii) by vote of a majority of the outstanding voting securities (as defined in the 1940 Act) of the relevant Fund. The Distribution Agreement will terminate automatically in the event of its assignment (as defined in the 1940 Act).

The Distributor may also enter into agreements with securities dealers ( Soliciting Dealers ) who will solicit purchases of Creation Unit Aggregations of shares. Such Soliciting Dealers may also be Authorized Participants (as defined below) or DTC Participants (as defined below).

WisdomTree Asset Management may, from time to time and from its own resources, pay, defray or absorb costs relating to distribution, including payments out of its own resources to the Distributor, or to otherwise promote the sale of shares.

### **BROKERAGE TRANSACTIONS**

The Sub-Adviser assumes general supervision over placing orders on behalf of each Fund for the purchase and sale of portfolio securities. In selecting the brokers or dealers for any transaction in portfolio securities, the Sub-Adviser's policy is to make such selection based on factors deemed relevant, including but not limited to, the breadth of the market in the security, the price of the security, the reasonableness of the commission or mark-up or mark-down, if any, execution capability, settlement capability, back office efficiency and the financial condition of the broker or dealer, both for the specific transaction and on a continuing basis. The overall reasonableness of brokerage commissions paid is evaluated by the Sub-Adviser based upon its knowledge of available information as to the general level of commissions paid by other institutional investors for comparable services. Brokers may also be selected because of their ability to handle special or difficult executions, such as may be involved in large block trades, less liquid securities, broad distributions, or other circumstances. The Sub-Adviser does not consider the provision or value of research, products or services a broker or dealer may provide, if any, as a factor in the selection of a broker or dealer or the determination of the reasonableness of commissions paid in connection with portfolio transactions. The Trust has adopted policies and procedures that prohibit the consideration of sales of a Fund's shares as a factor in the selection of a broker or a dealer to execute its portfolio transactions.

**Table of Contents****Brokerage Commissions.**

The table below sets forth the brokerage commissions paid by each Fund for the fiscal years ended March 31, 2007, 2008, and 2009.

| Name  | Commissions Paid<br>for Fiscal Year Ended<br>March 31, 2007 | Commissions Paid<br>for Fiscal Year Ended<br>March 31, 2008 | Commissions Paid<br>for Fiscal Year Ended<br>March 31, 2009 |
|---|---|---|---|
| WisdomTree Total Dividend Fund                              | \$ 3,648  | \$ 5,192  | \$ 9,873  |
| WisdomTree Equity Income Fund                               | 7,502   | 15,509  | 26,060  |
| WisdomTree DEFA Fund  | 6,687   | 24,215  | 101,507   |
| WisdomTree DEFA Equity Income Fund                          | 14,180  | 32,649  | 54,980  |
| WisdomTree Pacific ex-Japan Equity Income Fund              | 2,670   | 15,584  | 21,511  |
| WisdomTree Pacific ex-Japan Total Dividend Fund             | 6,681   | 21,337  | 29,183  |
| WisdomTree Europe Total Dividend Fund                       | 4,498   | 6,111   | 9,056   |
| WisdomTree Global Equity Income Fund                        | 6,629   | 11,126  | 13,576  |
| WisdomTree Europe SmallCap Dividend Fund                    | 30,281  | 19,507  | 14,101  |
| WisdomTree Japan Total Dividend Fund                        | 1,752   | 585   | 2,714   |
| WisdomTree World ex-U.S. Growth Fund                        | 1,968   | 7,316   | 11,101  |
| WisdomTree Japan SmallCap Dividend Fund                     | 8,864   | 3,033   | 10,016  |
| WisdomTree Dividend ex-Financials Fund                      | 7,919   | 10,982  | 24,700  |
| WisdomTree LargeCap Dividend Fund                           | 9,823   | 11,925  | 28,157  |
| WisdomTree MidCap Dividend Fund                             | 2,679   | 15,032  | 15,376  |
| WisdomTree SmallCap Dividend Fund                           | 8,570   | 32,394  | 61,734  |
| WisdomTree International LargeCap Dividend Fund             | 4,068   | 17,368  | 31,631  |
| WisdomTree International Dividend ex-Financials Fund        | 8,459   | 84,742  | 131,780   |
| WisdomTree International MidCap Dividend Fund               | 33,778  | 42,786  | 45,210  |
| WisdomTree International SmallCap Dividend Fund             | 49,713  | 80,563  | 131,701   |
| WisdomTree International Basic Materials Sector Fund        | 23  | 8,127   | 26,369  |
| WisdomTree International Communications Sector Fund         | 56  | 5,988   | 15,288  |
| WisdomTree International Consumer Discretionary Sector Fund | 136   | 1,478   | 1,498   |
| WisdomTree International Consumer Staples Sector Fund       | 393   | 1,934   | 9,693   |
| WisdomTree International Energy Sector Fund                 | 169   | 5,659   | 16,739  |
| WisdomTree International Financial Sector Fund              | 528   | 2,781   | 6,637   |
| WisdomTree International Industrial Sector Fund             | 120   | 3,989   | 12,055  |
| WisdomTree International Technology Sector Fund             | 90  | 1,143   | 4,706   |
| WisdomTree International Utilities Sector Fund              | 225   | 6,027   | 25,105  |
| WisdomTree International Health Care Sector Fund            | 364   | 896   | 6,101   |
| WisdomTree Total Earnings Fund                              | 263   | 1,067   | 384   |
| WisdomTree Earnings 500 Fund                                | 43  | 1,538   | 1,001   |
| WisdomTree MidCap Earnings Fund                             | 2   | 5,476   | 1,639   |
| WisdomTree SmallCap Earnings Fund                           | 11  | 5,339   | 2,467   |
| WisdomTree Earnings Top 100 Fund                            | 135   | 935   | 369   |
| WisdomTree LargeCap Value Fund                              | 109   | 2,450   | 694   |
| WisdomTree LargeCap Growth Fund                             | N/A   | N/A   | 2   |
| WisdomTree International Real Estate Fund                   | N/A   | 10,462  | 35,319  |
| WisdomTree Emerging Markets Equity Income Fund              | N/A   | 97,204  | 291,508   |
| WisdomTree Emerging Markets SmallCap Dividend Fund          | N/A   | 22,943  | 81,406  |
| WisdomTree India Earnings Fund                              | N/A   | 172,783   | 334,325   |
| WisdomTree Middle East Dividend Fund                        | N/A   | N/A   | 85,711  |
| WisdomTree International Hedged Equity Fund*                | N/A   | N/A   | N/A   |

\* The WisdomTree International Hedged Equity Fund had not yet commenced operations as of the date of this SAI.



*Affiliated Brokers*

During the fiscal year ended March 31, 2009, the Funds did not pay any commissions to any affiliated brokers.

**Table of Contents****Regular Broker-Dealers**

The following table lists each Fund that acquired securities of its regular brokers or dealers (as defined in the 1940 Act) or of their parents during the fiscal year ended March 31, 2009, the name of each such broker or dealer and the value of each Fund's aggregate holdings of the securities of each issuer as of March 31, 2009.

| <b>Fund</b>                            | <b>Name of Broker or Dealer</b>     | <b>Aggregate Value of Holdings as of March 31, 2009</b> |
|--|-------------------------------------|---|
| WisdomTree Total Dividend Fund         | BANK OF AMERICA CORP.               | \$ 1,623,160  |
|  | BANK OF NEW YORK MELLON CORP. (THE) | 450,842   |
|  | GOLDMAN SACHS GROUP, INC. (THE)     | 308,624   |
|  | JPMORGAN CHASE & CO.                | 1,895,287   |
| WisdomTree Equity Income Fund          | BANK OF AMERICA CORP.               | \$ 4,432,604  |
|  | JPMORGAN CHASE & CO.                | 5,189,585   |
| WisdomTree LargeCap Dividend Fund      | BANK OF AMERICA CORP.               | \$ 6,494,195  |
|  | BANK OF NEW YORK MELLON CORP. (THE) | 1,802,124   |
|  | GOLDMAN SACHS GROUP, INC. (THE)     | 1,251,778   |
|  | JPMORGAN CHASE & CO.                | 7,600,258   |
| WisdomTree Dividend ex-Financials Fund | BANK OF AMERICA CORP.               | \$ 2,080,189  |
|  | JPMORGAN CHASE & CO.                | 950,501   |
| WisdomTree Total Earnings Fund         | BANK OF AMERICA CORP.               | \$ 50,898   |
|  | BANK OF NEW YORK MELLON CORP. (THE) | 43,731  |
|  | GOLDMAN SACHS GROUP, INC. (THE)     | 217,659   |
|  | JPMORGAN CHASE & CO.                | 131,013   |
| WisdomTree Earnings 500 Fund           | BANK OF AMERICA CORP.               | \$ 210,670  |
|  | BANK OF NEW YORK MELLON CORP. (THE) | 183,258   |
|  | GOLDMAN SACHS GROUP, INC. (THE)     | 909,652   |
|  | JPMORGAN CHASE & CO.                | 543,454   |
| WisdomTree Earnings Top 100 Fund       | GOLDMAN SACHS GROUP, INC. (THE)     | \$ 206,951  |
| WisdomTree LargeCap Value Fund         | GOLDMAN SACHS GROUP, INC. (THE)     | \$ 613,008  |
| WisdomTree LargeCap Growth Fund        | BANK OF NEW YORK MELLON CORP. (THE) | \$ 133,763  |

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| <b>Fund</b>                            | <b>Name of Broker or Dealer</b> | <b>Aggregate Value of Holdings as of March 31, 2009</b> |
|--|---------------------------------|---|
| WisdomTree DEFA Fund                   | DEUTSCHE BANK AG                | \$ 1,855,054  |
|  | CREDIT SUISSE GROUP AG          | 1,708,172   |
|  | SOCIETE GENERALE                | 923,013   |
| WisdomTree DEFA Equity Income Fund     | DEUTSCHE BANK AG                | \$ 781,937  |
|  | CREDIT SUISSE GROUP AG          | 1,066,883   |
| Wisdom Tree Europe Total Dividend Fund | DEUTSCHE BANK AG                | \$ 110,510  |
|  | CREDIT SUISSE GROUP AG          | 113,059   |

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| <b>Fund</b>                                    | <b>Name of Broker or Dealer</b> | <b>Aggregate Value of Holdings as of March 31, 2009</b> |
|--|---------------------------------|---|
| WisdomTree International Financial Sector Fund | DEUTSCHE BANK AG                | \$ 180,388  |
|  | CREDIT SUISSE GROUP AG          | 201,976   |

***Portfolio Turnover.***

Portfolio turnover may vary from year to year, as well as within a year. High turnover rates are likely to result in comparatively greater brokerage expenses. The overall reasonableness of brokerage commissions is evaluated by the Adviser based upon its knowledge of available information as to the general level of commissions paid by the other institutional investors for comparable services.

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The table below sets forth the portfolio turnover rates of each Fund for the fiscal years ended March 31, 2007, 2008, and 2009.

| Name  | Portfolio Turnover Rate<br>for Fiscal Year Ended<br>March 31, 2007 | Portfolio Turnover Rate<br>for Fiscal Year Ended<br>March 31, 2008 | Portfolio Turnover Rate<br>for Fiscal Year Ended<br>March 31, 2009 |
|---|--|--|--|
| WisdomTree Total Dividend Fund                              | 12%  | 10%  | 23%  |
| WisdomTree Equity Income Fund                               | 11   | 19   | 45   |
| WisdomTree DEFA Fund  | 11   | 10   | 30   |
| WisdomTree DEFA Equity Income Fund                          | 19   | 16   | 40   |
| WisdomTree International Hedged Equity Fund*                | N/A  | N/A  | N/A  |
| WisdomTree Pacific ex-Japan Equity Income Fund              | 7  | 16   | 55   |
| WisdomTree Pacific ex-Japan Total Dividend Fund             | 21   | 12   | 31   |
| WisdomTree Europe Total Dividend Fund                       | 24   | 15   | 35   |
| WisdomTree Global Equity Income Fund                        | 24   | 21   | 47   |
| WisdomTree Europe SmallCap Dividend Fund                    | 47   | 22   | 63   |
| WisdomTree Japan Total Dividend Fund                        | 6  | 1  | 11   |
| WisdomTree World ex-U.S. Growth Fund                        | 6  | 1  | 47   |
| WisdomTree Japan SmallCap Dividend Fund                     | 25   | 3  | 16   |
| WisdomTree Dividend ex-Financials Fund                      | 21   | 16   | 53   |
| WisdomTree LargeCap Dividend Fund                           | 13   | 8  | 25   |
| WisdomTree MidCap Dividend Fund                             | 12   | 30   | 43   |
| WisdomTree SmallCap Dividend Fund                           | 16   | 34   | 65   |
| WisdomTree International LargeCap Dividend Fund             | 8  | 15   | 30   |
| WisdomTree International Dividend ex-Financials Fund        | 8  | 24   | 55   |
| WisdomTree International MidCap Dividend Fund               | 44   | 18   | 32   |
| WisdomTree International SmallCap Dividend Fund             | 39   | 17   | 43   |
| WisdomTree International Basic Materials Sector Fund        | 0**  | 11   | 53   |
| WisdomTree International Communications Sector Fund         | 0**  | 19   | 67   |
| WisdomTree International Consumer Discretionary Sector Fund | 3  | 21   | 46   |
| WisdomTree International Consumer Staples Sector Fund       | 2  | 8  | 53   |
| WisdomTree International Energy Sector Fund                 | 1  | 13   | 38   |
| WisdomTree International Financial Sector Fund              | 5  | 15   | 57   |
| WisdomTree International Industrial Sector Fund             | 1  | 11   | 43   |
|   | 2  | 14   | 79   |

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|  |     |     |    |
|--|-----|-----|----|
| WisdomTree International Technology Sector Fund    |     |     |    |
| WisdomTree International Utilities Sector Fund     | 1   | 13  | 50 |
| WisdomTree International Health Care Sector Fund   | 3   | 4   | 29 |
| WisdomTree Total Earnings Fund                     | 1   | 11  | 23 |
| WisdomTree Earnings 500 Fund                       | 1   | 8   | 21 |
| WisdomTree MidCap Earnings Fund                    | 0** | 45  | 39 |
| WisdomTree SmallCap Earnings Fund                  | 0** | 37  | 51 |
| WisdomTree Earnings Top 100 Fund                   | 2   | 13  | 50 |
| WisdomTree LargeCap Value Fund                     | 1   | 20  | 54 |
| WisdomTree LargeCap Growth Fund                    | N/A | N/A | 1  |
| WisdomTree International Real Estate Fund          | N/A | 15  | 35 |
| WisdomTree Emerging Markets Equity Income Fund     | N/A | 3   | 67 |
| WisdomTree Emerging Markets SmallCap Dividend Fund | N/A | 6   | 64 |
| WisdomTree India Earnings Fund                     | N/A | 0** | 42 |
| WisdomTree Middle East Dividend Fund               | N/A | N/A | 26 |

\* The WisdomTree International Hedged Equity Fund had not yet commenced operations as of the date of this SAI.

\*\* Amount represents less than 1%.

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**ADDITIONAL INFORMATION CONCERNING THE TRUST**

**Shares.** The Trust was established as a Delaware statutory trust on December 15, 2005, and consists of multiple series of Funds. Each Fund issues shares of beneficial interest, with \$0.001 par value. The Board may designate additional Funds. The Trust is registered with the SEC as an open-end management investment company.

Each share issued by a Fund has a pro rata interest in the assets of that Fund. Shares have no preemptive, exchange, subscription or conversion rights and are freely transferable. Each share is entitled to participate equally in dividends and distributions declared by the Board of Trustees with respect to the relevant Fund, and in the net distributable assets of such Fund on liquidation.

Each share has one vote with respect to matters upon which a shareholder vote is required consistent with the requirements of the 1940 Act and the rules promulgated thereunder. Shares of all Funds vote together as a single class except that, if the matter being voted on affects only a particular Fund, and, if a matter affects a particular Fund differently from other Funds, that Fund will vote separately on such matter.

Under Delaware law, the Trust is not required to hold an annual meeting of shareholders unless required to do so under the 1940 Act. The policy of the Trust is not to hold an annual meeting of shareholders unless required to do so under the 1940 Act. All shares (regardless of the Fund) have noncumulative voting rights for the Board. Under Delaware law, Trustees of the Trust may be removed by vote of the shareholders.

Following the creation of the initial Creation Unit Aggregation(s) of shares of a Fund and immediately prior to the commencement of trading in such Fund's shares, a holder of shares may be a control person of the Fund, as defined in the 1940 Act. A Fund cannot predict the length of time for which one or more shareholders may remain a control person of the Fund.

Shareholders may make inquiries by writing to the Trust, c/o ALPS Distributors, Inc. at 1290 Broadway, Suite 1100, Denver, Colorado 80203.

Absent an applicable exemption or other relief from the SEC or its staff, beneficial owners of more than 5% of the shares of a Fund may be subject to the reporting provisions of Section 13 of the 1934 Act and the SEC's rules promulgated thereunder. In addition, absent an applicable exemption or other relief from the SEC staff, officers and Trustees of a Fund and beneficial owners of 10% of the shares of a Fund (Insiders) may be subject to the insider reporting, short-swing profit and short sale provisions of Section 16 of the 1934 Act and the SEC's rules promulgated thereunder. Beneficial owners and Insiders should consult with their own legal counsel concerning their obligations under Sections 13 and 16 of the 1934 Act.

**Termination of the Trust or a Fund.** The Trust or a Fund may be terminated by a majority vote of the Board of Trustees or the affirmative vote of a super majority of the holders of the Trust or such Fund entitled to vote on termination. Although the shares are not automatically redeemable upon the occurrence of any specific event, the Trust's organizational documents provide that the Board will have the unrestricted power to alter the number of shares in a Creation Unit Aggregation. In the event of a termination of the Trust or a Fund, the Board, in its sole discretion, could determine to permit the shares to be redeemable in aggregations smaller than Creation Unit Aggregations or to be individually redeemable. In such circumstance, the Trust may make redemptions in-kind, for cash, or for a combination of cash or securities.

**Role of DTC.** DTC acts as Securities Depository for the Shares of the Trust. Shares of each Fund are represented by securities registered in the name of DTC or its nominee and deposited with, or on behalf of, DTC.

DTC, a limited-purpose trust company, was created to hold securities of its participants (DTC Participants) and to facilitate the clearance and settlement of securities transactions among the DTC Participants in such securities through electronic book-entry changes in accounts of the DTC Participants, thereby eliminating the need for physical movement of securities certificates. DTC Participants include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations, some of whom (and/or their representatives) own DTC. More specifically, DTC is owned by a number of its DTC Participants and by the NYSE, the AMEX and FINRA. Access to the DTC system is also available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a DTC Participant, either directly or indirectly (Indirect Participants).

Beneficial ownership of shares is limited to DTC Participants, Indirect Participants and persons holding interests through DTC Participants and Indirect Participants. Ownership of beneficial interests in shares (owners of such beneficial interests are referred to herein as Beneficial Owners) is shown on, and the transfer of ownership is effected only through, records maintained by DTC (with respect to DTC Participants) and on the records of DTC Participants (with respect to Indirect Participants and Beneficial Owners that are not DTC Participants). Beneficial Owners will receive from or through the DTC Participant a written confirmation relating to their purchase of shares. No Beneficial Owner shall have the right to receive a certificate representing such shares.





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Conveyance of all notices, statements and other communications to Beneficial Owners is effected as follows. Pursuant to the Depositary Agreement between the Trust and DTC, DTC is required to make available to the Trust upon request and for a fee to be charged to the Trust a listing of the shares of each Fund held by each DTC Participant. The Trust shall inquire of each such DTC Participant as to the number of Beneficial Owners holding shares, directly or indirectly, through such DTC Participant. The Trust shall provide each such DTC Participant with copies of such notice, statement or other communication, in such form, number and at such place as such DTC Participant may reasonably request, in order that such notice, statement or communication may be transmitted by such DTC Participant, directly or indirectly, to such Beneficial Owners. In addition, the Trust shall pay to each such DTC Participant a fair and reasonable amount as reimbursement for the expenses attendant to such transmittal, all subject to applicable statutory and regulatory requirements.

Share distributions shall be made to DTC or its nominee, Cede & Co., as the registered holder of all shares of the Trust. DTC or its nominee, upon receipt of any such distributions, shall credit immediately DTC Participants' accounts with payments in amounts proportionate to their respective beneficial interests in shares of each Fund as shown on the records of DTC or its nominee. Payments by DTC Participants to Indirect Participants and Beneficial Owners of shares held through such DTC Participants will be governed by standing instructions and customary practices, as is now the case with securities held for the accounts of customers in bearer form or registered in a street name, and will be the responsibility of such DTC Participants.

The Trust has no responsibility or liability for any aspect of the records relating to or notices to Beneficial Owners, or payments made on account of beneficial ownership interests in such shares, or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests, or for any other aspect of the relationship between DTC and the DTC Participants or the relationship between such DTC Participants and the Indirect Participants and Beneficial Owners owning through such DTC Participants. DTC may decide to discontinue providing its service with respect to shares of the Trust at any time by giving reasonable notice to the Trust and discharging its responsibilities with respect thereto under applicable law. Under such circumstances, the Trust shall take action to find a replacement for DTC to perform its functions at a comparable cost.

### **CREATION & REDEMPTION OF CREATION UNIT AGGREGATIONS**

*Creation.* The Trust issues and sells shares of each Fund only in Creation Unit Aggregations on a continuous basis through the Distributor, without a sales load, at the NAV next determined after receipt, on any Business Day (as defined below), of an order in proper form.

A Business Day with respect to each Fund is any day on which the national securities exchange on which the Fund is listed for trading (each a Listing Exchange) is open for business. As of the date of this SAI, each Listing Exchange observes the following holidays: New Year's Day, Martin Luther King, Jr. Day, Presidents' Day, Good Friday, Memorial Day (observed), Independence Day, Labor Day, Thanksgiving Day and Christmas Day.

*Fund Deposit.* The consideration for purchase of Creation Unit Aggregations of a Fund generally consists of the in-kind deposit of a designated portfolio of equity securities (the Deposit Securities) and an amount of cash (the Cash Component) computed as described below. The Deposit Securities generally consist of a representative sample of the securities in a Fund's Underlying Index. Together, the Deposit Securities and the Cash Component constitute the Fund Deposit, which represents the minimum initial and subsequent investment amount for a Creation Unit Aggregation of any Fund.

The Cash Component is sometimes also referred to as the Balancing Amount. The Cash Component is an amount equal to the difference between the NAV of the shares (per Creation Unit Aggregation) and the value of Deposit Securities. If the Cash Component is a positive number, the Authorized Participant will deliver the Cash Component. If the Cash Component is a negative number, the Authorized Participant will receive the Cash Component. The Cash Component does not include any stamp duty tax or other similar fees and expenses payable upon transfer of beneficial ownership of the Deposit Securities. These are the sole responsibility of the Authorized Participant.

Each Fund, through the National Securities Clearing Corporation makes available on each Business Day, prior to the opening of business on the applicable Listing Exchange (currently 9:30 a.m., Eastern time), the list of the names and the required number of shares of each Deposit Security to be included in the current Fund Deposit (based on information at the end of the previous Business Day) for each Fund.

Such Deposit Securities are applicable, subject to any adjustments as described below, in order to effect creations of Creation Unit Aggregations of a given Fund until such time as the next-announced composition of the Deposit Securities is made available.

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The identity and number of shares of the Deposit Securities required for a Fund Deposit for each Fund changes from time to time based on changes to a Fund's Underlying Index and other factors.

In addition, the Trust reserves the right to permit or require the substitution of an amount of cash (i.e., a cash in lieu amount) to be added to the Cash Component at its discretion. For example, cash may be substituted to replace any Deposit Security that may not be available in sufficient quantity for delivery or that may not be eligible for transfer through the systems of DTC or the Clearing Process (discussed below). The Trust also reserves the right to permit or require a cash in lieu amount where the delivery of the Deposit Security by the Authorized Participant (as described below) would be restricted under the securities laws or where the delivery of the Deposit Security to the Authorized Participant would result in the disposition of the Deposit Security by the Authorized Participant becoming restricted under the securities laws, or in other situations deemed appropriate by the Trust. The WisdomTree India Earnings Fund and WisdomTree Middle East Dividend Fund intend to issue and redeem Creation Unit Aggregations solely for cash in an amount equal to the NAV per Creation Unit Aggregation. The other Funds reserve the right to use this approach.

*Procedures for Creation of Creation Unit Aggregations.* To be eligible to place orders with the Distributor and to create a Creation Unit Aggregation of a Fund, an entity must be: (i) a Participating Party, i.e., a broker-dealer or other participant in the clearing process through the Continuous Net Settlement System of the NSCC (the Clearing Process), a clearing agency that is registered with the SEC; or (ii) a DTC Participant, and, in each case, must have executed an agreement with the Distributor with respect to creations and redemptions of Creation Unit Aggregations (Participant Agreement). A Participating Party and DTC Participant are collectively referred to as an Authorized Participant. Investors should contact the Distributor for the names of Authorized Participants that have signed a Participant Agreement. All shares of a Fund, however created, will be entered on the records of DTC in the name of Cede & Co. for the account of a DTC Participant.

All orders to create shares must be placed for one or more Creation Unit Aggregations. Orders to create Creation Unit Aggregations of the International Funds cannot be placed through the Clearing Process. Except as described herein, all orders to create Creation Unit Aggregations must be received by the Distributor no later than the closing time of the regular trading session on the applicable Listing Exchange (Closing Time) (ordinarily 4:00 p.m., Eastern time) on the date such order is placed in order for creation of Creation Unit Aggregations to be effected based on the NAV of shares of the applicable Fund as next determined on such date after receipt of the order in proper form. The date on which an order to create Creation Unit Aggregations is placed is referred to as the Transmittal Date. Orders must be transmitted by an Authorized Participant by telephone or other transmission method acceptable to the Distributor pursuant to procedures set forth in the Participant Agreement, as described below. Economic or market disruptions or changes, or telephone or other communication failure, may impede the ability to reach the Distributor or an Authorized Participant.

All orders to create Creation Unit Aggregations through an Authorized Participant shall be placed with an Authorized Participant, in the form required by such Authorized Participant. In addition, the Authorized Participant may request the investor to make certain representations or enter into agreements with respect to the order, e.g., to provide for payments of cash, when required. Investors should be aware that their particular broker may not have executed a Participant Agreement and, therefore, orders to create Creation Unit Aggregations of a Fund have to be placed by the investor's broker through an Authorized Participant that has executed a Participant Agreement. In such cases, there may be additional charges to such investor. At any given time, there may be only a limited number of broker-dealers that have executed a Participant Agreement and only a small number of such Authorized Participants may have international capabilities.

Those placing orders for Creation Unit Aggregations of Domestic Funds through the Clearing Process should afford sufficient time to permit proper submission of the order to the Distributor prior to the Closing Time on the Transmittal Date. Orders for Creation Unit Aggregations of Domestic Funds that are effected outside the Clearing Process are likely to require transmittal by the DTC Participant earlier on the Transmittal Date than orders effected using the Clearing Process. Those persons placing orders outside the Clearing Process should ascertain the deadlines applicable to DTC and the Federal Reserve Bank wire system by contacting the operations department of the broker or depository institution effectuating such transfer of Deposit Securities and Cash Component.

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Those placing orders for Creation Unit Aggregations of International Funds should ascertain the applicable deadline for cash transfers by contacting the operations department of the broker or depository institution making the transfer of the Cash Component. This deadline is likely to be significantly earlier than the closing time of the regular trading session on the applicable Listing Exchange. Investors should be aware that the Authorized Participant may require orders for Creation Units placed with it to be in the form required by the individual Authorized Participant, which form may not be the same as the form of purchase order specified by the Trust that the Authorized Participant must deliver to the Distributor.

*Placement of Creation Orders for Domestic Funds Using the Clearing Process.* The Clearing Process is a process commonly used to create or redeem Creation Unit Aggregations of Domestic Funds. Fund Deposits made through the Clearing Process must be delivered through a Participating Party that has executed a Participant Agreement. The Participant Agreement authorizes the Distributor to transmit through BNYM to NSCC, on behalf of the Participating Party, such trade instructions as are necessary to effect the Participating Party's creation order. Pursuant to such trade instructions to NSCC, the Participating Party agrees to deliver the requisite Deposit Securities and the Cash Component to the Trust, together with such additional information as may be required by the Distributor. An order to create Creation Unit Aggregations through the Clearing Process is deemed received by the Distributor on the Transmittal Date if: (i) such order is received by the Distributor not later than the Closing Time on such Transmittal Date; and (ii) all other procedures set forth in the Participant Agreement are properly followed.

*Placement of Creation Orders for Domestic Funds Outside the Clearing Process.* Fund Deposits made outside the Clearing Process must be delivered through a DTC Participant that has executed a Participant Agreement. A DTC participant who wishes to place an order creating Creation Unit Aggregations to be effected outside the Clearing Process does not need to be a Participating Party, but such orders must state that the DTC Participant is not using the Clearing Process and that the creation of Creation Unit Aggregations will instead be effected through a transfer of securities and cash directly through DTC. The Fund Deposit transfer must be ordered by the DTC Participant on the Transmittal Date in a timely fashion so as to ensure the delivery of the requisite number of Deposit Securities through DTC to the account of the Fund by no later than 2:00 p.m., Eastern time, on the Settlement Date. The Settlement Date is typically the third Business Day following the Transmittal Date. Each Fund reserves the right to settle transactions on a basis other than T+3 (T plus three Business Days (i.e., days on which the NYSE is open) (T+3)). In certain cases Authorized Participants will create and redeem Creation Unit Aggregations of the same Fund on the same trade date. In these instances, the Trust reserves the right to settle these transactions on a net basis.

All questions as to the number of Deposit Securities to be delivered, and the validity, form and eligibility (including time of receipt) for the deposit of any tendered securities, will be determined by the Trust, whose determination shall be final and binding. The amount of cash equal to the Cash Component must be transferred directly to BNYM through the Federal Reserve Bank wire transfer system in a timely manner so as to be received by BNYM no later than 2:00 p.m., Eastern time, on the Settlement Date. An order to create Creation Unit Aggregations outside the Clearing Process is deemed received by the Distributor on the Transmittal Date if: (i) such order is received by the Distributor not later than the Closing Time on such Transmittal Date; and (ii) all other procedures set forth in the Participant Agreement are properly followed. However, if BNYM does not receive both the required Deposit Securities and the Cash Component by 2:00 p.m. on the Settlement Date, such order may be canceled. Upon written notice to the Distributor, such canceled order may be resubmitted the following Business Day using a Fund Deposit as newly constituted to reflect the then current NAV of the Fund. The delivery of Creation Unit Aggregations so created generally will occur no later than the Settlement Date.

Creation Unit Aggregations of Domestic Funds may be created in advance of receipt by the Trust of all or a portion of the applicable Deposit Securities as described below. In these circumstances, the initial deposit will have a value greater than the NAV of the shares on the date the order is placed in proper form since, in addition to available Deposit Securities, cash must be deposited in an amount equal to the sum of (i) the Cash Component, plus (ii) at least 102%, which the Trust may change from time to time, of the market value of the undelivered Deposit Securities (the Additional Cash Deposit) with the Fund pending delivery of any missing Deposit Securities.

If an Authorized Participant determines to post an additional cash deposit as collateral for any undelivered Deposit Securities, such Authorized Participant must deposit with BNYM the appropriate amount of federal funds by 2:00 p.m., Eastern time, on the date of requested settlement. If the Authorized Participant does not place its purchase order by the closing time or BNYM does not receive federal funds in the appropriate amount by such time, then the order may be deemed to be rejected and the Authorized Participant shall be liable to the Fund for losses, if any, resulting therefrom. An additional amount of cash shall be required to be deposited with BNYM, pending delivery of the missing Deposit Securities to the extent necessary to maintain the Additional Cash Deposit with the Trust in an amount at least equal to 102%, which the Trust may change from time to time, of the daily marked to market value of the missing Deposit Securities. To the extent that missing Deposit Securities are not received by 2:00 p.m., Eastern time, on the Settlement Date or in the event a marked-to-market payment is not made within one Business Day following notification by the Distributor that such a payment is required, the Trust may use the cash on deposit to purchase the missing Deposit Securities.



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Authorized Participants will be liable to the Trust for the costs incurred by the Trust in connection with any such purchases. These costs will be deemed to include the amount by which the actual purchase price of the Deposit Securities exceeds the market value of such Deposit Securities on the transmittal date plus the brokerage and related transaction costs associated with such purchases. The Trust will return any unused portion of the Additional Cash Deposit once all of the missing Deposit Securities have been properly received by BNYM or purchased by the Trust and deposited into the Trust. In addition, a transaction fee, as listed below, will be charged in all cases. The delivery of Creation Unit Aggregations so created generally will occur no later than the Settlement Date.

*Placement of Creation Orders for International Funds.* Fund Deposits in connection with the International Funds use a different process. For each International Fund, BNYM shall cause the sub-custodian of the Funds to maintain an account into which the Authorized Participant shall deliver the securities included in the designated Fund Deposit (or the cash value of all or part of such securities, in the case of a permitted or required cash purchase or cash in lieu amount), with any appropriate adjustments as advised by the Trust. Deposit Securities must be delivered to an account maintained at the applicable local sub-custodian(s). Except as described herein, orders to purchase Creation Unit Aggregations must be received by the Distributor from an Authorized Participant on its own or another investor's behalf by the closing time of the regular trading session on the applicable Listing Exchange on the relevant Business Day. However, when a relevant local market is closed due to local market holidays, the local market settlement process will not commence until the end of the local holiday period. Settlement must occur by 2:00 p.m., Eastern time, on the contractual settlement date.

The Authorized Participant must also make available no later than 2:00 p.m., Eastern time, on the contractual settlement date, by means satisfactory to the Trust, immediately-available or same-day funds estimated by the Trust to be sufficient to pay the Cash Component next determined after acceptance of the purchase order, together with the applicable purchase transaction fee. Any excess funds will be returned following settlement of the issue of the Creation Unit Aggregation.

To the extent contemplated by the applicable Participant Agreement, Creation Unit Aggregations of International Funds will be issued to such Authorized Participant notwithstanding the fact that the corresponding Fund Deposits have not been received in part or in whole, in reliance on the undertaking of the Authorized Participant to deliver the missing Deposit Securities as soon as possible, which undertaking shall be secured by such Authorized Participant's delivery and maintenance of collateral consisting of cash in the form of U.S. dollars in immediately available funds having a value (marked to market daily) at least equal to 110%, which WisdomTree Asset Management may change from time to time of the value of the missing Deposit Securities. Such cash collateral must be delivered no later than 2:00 p.m., Eastern time, on the contractual settlement date. The Participant Agreement will permit the Fund to buy the missing Deposit Securities at any time and will subject the Authorized Participant to liability for any shortfall between the cost to the Trust of purchasing such securities and the value of the collateral.

*Cash Purchases.* When, in the sole discretion of the Trust, cash purchases of Creation Unit Aggregations of Shares are available or specified for a Fund, such purchases shall be effected in essentially the same manner as in-kind purchases thereof. In the case of a cash purchase, the Authorized Participant must pay the cash equivalent of the Deposit Securities it would otherwise be required to provide through an in-kind purchase, plus the same Cash Component required to be paid by an in-kind purchaser. In addition, to offset the Trust's brokerage and other transaction costs associated with using the cash to purchase the requisite Deposit Securities, the Authorized Participant must pay the Transaction Fees required for the Fund. The Trust requires purchases of Creation Units of Shares of the WisdomTree India Earnings Fund and the Middle East Dividend Fund to be paid in cash.

*Acceptance of Orders for Creation Unit Aggregations.* The Trust reserves the absolute right to reject or revoke acceptance of a creation order transmitted to it by the Distributor in respect of any Fund. Orders may be rejected and acceptance may be revoked if, for example: (i) the order is not in proper form; (ii) the investor(s), upon obtaining the shares ordered, would own 80% or more of the currently outstanding shares of any Fund; (iii) the Deposit Securities delivered are not as disseminated through the facilities of the NSCC for that date by the Fund as described above; (iv) acceptance of the Deposit Securities would have certain adverse tax consequences to the Fund; (v) acceptance of the Fund Deposit would, in the opinion of counsel, be unlawful; (vi) acceptance of the Fund Deposit would otherwise, in the discretion of the Trust or WisdomTree Asset Management, have an adverse effect on the Trust or the rights of beneficial owners; or (vii) in the event that circumstances outside the control of the Trust, BNYM, the Distributor or WisdomTree Asset Management make it for all practical purposes impossible to process creation orders. Examples of such circumstances include acts of God; public service or utility problems such as fires, floods, extreme weather conditions and power outages resulting in telephone, telecopy and computer failures; market conditions or activities causing trading halts; systems failures involving computer or other information systems affecting the Trust, WisdomTree Asset Management, the Distributor, DTC, NSCC, BNYM or a sub-custodian or any other participant in the creation process, and similar extraordinary events. The Distributor shall notify a prospective creator of a Creation Unit and/or the Authorized Participant acting on behalf of the creator of a Creation Unit Aggregation of its rejection of the order of such person. The Trust, BNYM, a sub-custodian and the Distributor are under no duty, however, to give notification of any defects or irregularities in the delivery of Fund Deposits nor shall any of them incur any liability for the failure to give any such notification.



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All questions as to the number of shares of each security in the Deposit Securities and the validity, form, eligibility and acceptance for deposit of any securities to be delivered shall be determined by the Trust, and the Trust's determination shall be final and binding.

*Creation Transaction Fee.* Each Fund imposes a Transaction Fee on investors purchasing or redeeming Creation Units. For this reason, investors purchasing or redeeming through the DTC Process generally will pay a higher Transaction Fee than will investors doing so through the NSCC Process. The purpose of the Transaction Fee is to protect the existing shareholders of the Funds from the dilutive costs associated with the purchase and redemption of Creation Units. Where a Fund permits an in-kind purchaser to deposit cash in lieu of depositing one or more Deposit Securities, the purchaser may be assessed a higher Transaction Fee to offset the transaction cost to the Fund of buying those particular Deposit Securities. Transaction Fees will differ for each Fund, depending on the transaction expenses related to each Fund's portfolio securities. Every purchaser of a Creation Unit will receive a Prospectus that contains complete disclosure about the Transaction Fee, including the maximum amount of the Transaction Fee charged by each Fund. Investors who use the services of a broker or other such intermediary may be charged a fee for such services.

The following table sets forth the approximate value of one Creation Unit per Fund, and the standard and maximum creation transaction fee for each of the Funds.

| Name of Fund  | Approximate Value of One Creation Unit | Standard Creation Transaction Fee | Maximum Creation Transaction Fee |
|---|--|-----------------------------------|----------------------------------|
| WisdomTree Total Dividend Fund                              | \$ 3,000,000                           | \$ 4,000                          | \$ 8,500                         |
| WisdomTree Equity Income Fund                               | 3,000,000                              | 2,200                             | 2,500                            |
| WisdomTree Dividend ex-Financials Fund                      | 3,000,000                              | 500                               | 600                              |
| WisdomTree LargeCap Dividend Fund                           | 3,000,000                              | 1,500                             | 2,000                            |
| WisdomTree MidCap Dividend Fund                             | 3,000,000                              | 2,500                             | 3,000                            |
| WisdomTree SmallCap Dividend Fund                           | 3,000,000                              | 4,000                             | 4,500                            |
| WisdomTree Total Earnings Fund                              | 3,000,000                              | 5,500                             | 12,100                           |
| WisdomTree Earnings 500 Fund                                | 3,000,000                              | 2,500                             | 2,500                            |
| WisdomTree Earnings Top 100 Fund                            | 3,000,000                              | 500                               | 500                              |
| WisdomTree MidCap Earnings Fund                             | 3,000,000                              | 3,500                             | 4,000                            |
| WisdomTree SmallCap Earnings Fund                           | 3,000,000                              | 4,000                             | 5,700                            |
| WisdomTree LargeCap Value Fund                              | 3,000,000                              | 2,000                             | 3,500                            |
| WisdomTree LargeCap Growth Fund                             | 1,250,000                              | 1,500                             | 6,000                            |
| WisdomTree DEFA Fund  | 2,000,000                              | 500                               | 32,000                           |
| WisdomTree DEFA Equity Income Fund                          | 2,000,000                              | 3,400                             | 10,000                           |
| WisdomTree International Hedge Equity Fund                  | 2,500,000                              | 500                               | 15,000                           |
| WisdomTree International Dividend ex-Financials Fund        | 2,000,000                              | 2,500                             | 2,000                            |
| WisdomTree International LargeCap Dividend Fund             | 2,000,000                              | 2,400                             | 4,000                            |
| WisdomTree International MidCap Dividend Fund               | 2,000,000                              | 6,000                             | 10,000                           |
| WisdomTree International SmallCap Dividend Fund             | 2,000,000                              | 7,400                             | 20,000                           |
| WisdomTree Europe Total Dividend Fund                       | 2,000,000                              | 4,500                             | 18,000                           |
| WisdomTree Europe SmallCap Dividend Fund                    | 2,000,000                              | 5,400                             | 7,000                            |
| WisdomTree Global Equity Income Fund                        | 2,000,000                              | 500                               | 4,000                            |
| WisdomTree Japan Total Dividend Fund                        | 2,000,000                              | 2,100                             | 8,000                            |
| WisdomTree Japan SmallCap Dividend Fund                     | 2,000,000                              | 3,000                             | 5,000                            |
| WisdomTree World ex-U.S. Growth Fund                        | 4,000,000                              | 3,100                             | 7,400                            |
| WisdomTree Pacific ex-Japan Equity Income Fund              | 2,000,000                              | 1,200                             | 1,000                            |
| WisdomTree Pacific ex-Japan Total Dividend Fund             | 2,500,000                              | 2,200                             | 6,000                            |
| WisdomTree Emerging Markets Equity Income Fund              | 5,000,000                              | 9,000                             | 27,000                           |
| WisdomTree Emerging Markets SmallCap Dividend Fund          | 5,000,000                              | 7,000                             | 21,000                           |
| WisdomTree Middle East Dividend Fund                        | 2,500,000                              | 6,500                             | 26,000                           |
| WisdomTree India Earnings Fund                              | 5,000,000                              | 5,000                             | 20,000                           |
| WisdomTree International Basic Materials Sector Fund        | 1,000,000                              | 1,400                             | 3,000                            |
| WisdomTree International Communications Sector Fund         | 1,000,000                              | 800                               | 800                              |
| WisdomTree International Consumer Discretionary Sector Fund | 1,000,000                              | 1,400                             | 5,000                            |
| WisdomTree International Consumer Staples Sector Fund       | 1,000,000                              | 1,300                             | 3,000                            |

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|  |           |       |       |
|--|-----------|-------|-------|
| WisdomTree International Energy Sector Fund      | 1,000,000 | 1,000 | 1,000 |
| WisdomTree International Financial Sector Fund   | 1,000,000 | 1,400 | 5,000 |
| WisdomTree International Health Care Sector Fund | 1,000,000 | 1,000 | 2,000 |
| WisdomTree International Industrial Sector Fund  | 1,000,000 | 2,300 | 9,000 |
| WisdomTree International Technology Sector Fund  | 1,000,000 | 900   | 2,000 |
| WisdomTree International Utilities Sector Fund   | 1,000,000 | 1,000 | 1,000 |
| WisdomTree International Real Estate Fund        | 1,000,000 | 1,600 | 4,000 |



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*Placement of Redemption Orders for Domestic Funds Using the Clearing Process.* Orders to redeem Creation Unit Aggregations of Domestic Funds through the Clearing Process must be delivered through a Participating Party that has executed the Participant Agreement. Except as described herein, an order to redeem Creation Unit Aggregations using the Clearing Process is deemed received by the Trust on the Transmittal Date if (i) such order is received by BNYM (in its capacity as Transfer Agent) not later than the Closing Time on such Transmittal Date, and (ii) all other procedures set forth in the Participant Agreement are properly followed. Such order will be effected based on the NAV of the Fund as next determined. The requisite Fund Securities and the Cash Redemption Amount generally will be transferred by the third NSCC Business Day following the date on which such request for redemption is deemed received.

*Placement of Redemption Orders for Domestic Funds Outside the Clearing Process.*

Orders to redeem Creation Unit Aggregations of Domestic Funds outside the Clearing Process must be delivered through a DTC Participant that has executed the Participant Agreement. An order to redeem Creation Unit Aggregations outside the Clearing Process is deemed received by the Trust on the Transmittal Date if: (i) such order is received by BNYM (in its capacity as Transfer Agent) not later than the Closing Time on such Transmittal Date; (ii) such order is accompanied or followed by the requisite number of shares of the Fund specified in such order, which delivery must be made through DTC to BNYM no later than 11:00 a.m., Eastern time, on the contracted settlement date; and (iii) all other procedures set forth in the Participant Agreement are properly followed. After the Trust has deemed an order for redemption outside the Clearing Process received, the Trust will initiate procedures to transfer the requisite Fund Securities which are expected to be delivered within three Business Days and the Cash Redemption Amount to the Authorized Participant on behalf of the redeeming Beneficial Owner by the Settlement Date. In certain cases Authorized Participants will redeem and create Creation Unit Aggregations of the same Fund on the same trade date. In these instances, the Trust reserves the right to settle these transactions on a net basis.

*Placement of Redemption Orders for International Funds.* Orders to redeem Creation Unit Aggregations of International Funds must be delivered through an Authorized Participant that has executed a Participant Agreement. Investors other than Authorized Participants are responsible for making arrangements for a redemption request to be made through an Authorized Participant. Except as described herein, an order to redeem Creation Unit Aggregations of International Funds is deemed received by the Trust on the Transmittal Date if: (i) such order is received by BNYM (in its capacity as Transfer Agent) not later than the Closing Time on the Transmittal Date; (ii) such order is accompanied or followed by the requisite number of shares of the Fund specified in such order, which delivery must be made through DTC to BNYM no later than 10:00 a.m., Eastern time, on the next Business Day following the Transmittal Date; and (iii) all other procedures set forth in the Participant Agreement are properly followed. Deliveries of Fund Securities to redeeming investors generally will be made within three Business Days. Due to the schedule of holidays in certain countries, however, the delivery of in-kind redemption proceeds for International Funds may take longer than three Business Days after the day on which the redemption request is received in proper form. In such cases, the local market settlement procedures will not commence until the end of the local holiday periods. See below for a list of the local holidays in the foreign countries relevant to the International Funds.

In connection with taking delivery of shares of Fund Securities upon redemption of shares of International Funds, a redeeming Beneficial Owner, or Authorized Participant action on behalf of such Beneficial Owner must maintain appropriate security arrangements with a qualified broker-dealer, bank or other custody provider in each jurisdiction in which any of the Fund Securities are customarily traded, to which account such Fund Securities will be delivered.

To the extent contemplated by an Authorized Participant's agreement, in the event the Authorized Participant has submitted a redemption request in proper form but is unable to transfer all or part of the Creation Unit Aggregation to be redeemed to the Funds' Transfer Agent, the Transfer Agent will nonetheless accept the redemption request in reliance on the undertaking by the Authorized Participant to deliver the missing shares as soon as possible. Such undertaking shall be secured by the Authorized Participant's delivery and maintenance of collateral consisting of cash having a value (marked to market daily) at least equal to 110%, which WisdomTree Asset Management may change from time to time, of the value of the missing shares.

The current procedures for collateralization of missing shares require, among other things, that any cash collateral shall be in the form of U.S. dollars in immediately available funds and shall be held by BNYM and marked to market daily, and that the fees of BNYM and any sub-custodians in respect of the delivery, maintenance and redelivery of the cash collateral shall be payable by the Authorized Participant. The Authorized Participant's agreement will permit the Trust, on behalf of the affected Fund, to purchase the missing shares or acquire the Deposit Securities and the Cash Component underlying such shares at any time and will subject the Authorized Participant to liability for any shortfall between the cost to the Trust of purchasing such shares, Deposit Securities or Cash Component and the value of the collateral.

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The calculation of the value of the Fund Securities and the Cash Redemption Amount to be delivered upon redemption will be made by BNYM according to the procedures set forth under Determination of NAV computed on the Business Day on which a redemption order is deemed received by the Trust. Therefore, if a redemption order in proper form is submitted to BNYM by a DTC Participant not later than Closing Time on the Transmittal Date, and the requisite number of shares of the relevant Fund are delivered to BNYM prior to the DTC Cut-Off-Time, then the value of the Fund Securities and the Cash Redemption Amount to be delivered will be determined by BNYM on such Transmittal Date. If, however, a redemption order is submitted to BNYM by a DTC Participant not later than the Closing Time on the Transmittal Date but either (i) the requisite number of shares of the relevant Fund are not delivered by the DTC Cut-Off-Time on such Transmittal Date, or (ii) the redemption order is not submitted in proper form, then the redemption order will not be deemed received as of the Transmittal Date. In such case, the value of the Fund Securities and the Cash Redemption Amount to be delivered will be computed on the Business Day that such order is deemed received by the Trust on which the shares of the relevant Fund are delivered through DTC to BNYM by the DTC Cut-Off-Time on such Business Day pursuant to a properly submitted redemption order.

If it is not possible to effect deliveries of the Fund Securities, the Trust may in its discretion exercise its option to redeem such shares in cash, and the redeeming Beneficial Owner will be required to receive its redemption proceeds in cash. In addition, an investor may request a redemption in cash that the Fund may, in its sole discretion, permit. In either case, the investor will receive a cash payment equal to the NAV of its shares based on the NAV of shares of the relevant Fund next determined after the redemption request is received in proper form (minus a redemption transaction fee and additional charge for requested cash redemptions specified above, to offset the Trust's brokerage and other transaction costs associated with the disposition of Fund Securities). A Fund may also, in its sole discretion, upon request of a shareholder, provide such redeemer a portfolio of securities that differs from the exact composition of the Fund Securities but does not differ in NAV.

Redemptions of shares for Fund Securities will be subject to compliance with applicable federal and state securities laws and each Fund (whether or not it otherwise permits cash redemptions) reserves the right to redeem Creation Unit Aggregations for cash to the extent that the Trust could not lawfully deliver specific Fund Securities upon redemptions or could not do so without first registering the Fund Securities under such laws. An Authorized Participant or an investor for which it is acting subject to a legal restriction with respect to a particular stock included in the Fund Securities applicable to the redemption of a Creation Unit Aggregation may be paid an equivalent amount of cash. The Authorized Participant may request the redeeming Beneficial Owner of the shares to complete an order form or to enter into agreements with respect to such matters as compensating cash payment.

Because the Portfolio Securities of an International Fund may trade on the relevant exchange(s) on days that the Listing Exchange for the International Fund is closed or that are otherwise not Business Days for such International Fund, stockholders may not be able to redeem their shares of such International Fund, or to purchase and sell shares of such International Fund on the Listing Exchange for the International Fund, on days when the NAV of such International Fund could be significantly affected by events in the relevant foreign markets.

*Cash Redemptions.* In the event that, in the sole discretion of the Trust, cash redemptions are permitted or required by the Trust, proceeds will be paid to the Authorized Participant redeeming shares on behalf of the redeeming investor as soon as practicable after the date of redemption. The Trust intends to pay redemptions of Creation Unit Aggregations of Shares of the WisdomTree India Earnings Fund in cash, either U.S. dollars or Indian Rupees as specified by the Trust.

### **REGULAR HOLIDAYS**

Each Fund generally intends to effect deliveries of Creation Unit Aggregations and Portfolio Securities on a basis of T+3. Each Fund may effect deliveries of Creation Unit Aggregations and Portfolio Securities on a basis other than T plus three in order to accommodate local holiday schedules, to account for different treatment among foreign and U.S. markets of dividend record dates and ex-dividend dates, or under certain other circumstances. The ability of the Trust to effect in-kind creations and redemptions within three Business Days of receipt of an order in good form is subject, among other things, to the condition that, within the time period from the date of the order to the date of delivery of the securities, there are no days that are holidays in the applicable foreign market. For every occurrence of one or more intervening holidays in the applicable foreign market that are not holidays observed in the U.S. equity market, the redemption settlement cycle will be extended by the number of such intervening holidays. In addition to holidays, other unforeseeable closings in a foreign market due to emergencies may also prevent the Trust from delivering securities within the normal settlement period.

The securities delivery cycles currently practicable for transferring Portfolio Securities to redeeming investors, coupled with foreign market holiday schedules, will require a delivery process longer than seven calendar days for some Funds, in certain circumstances. The holidays applicable to each Fund during such periods are listed below, as are instances where more than seven days will be needed to deliver redemption proceeds. Although certain holidays may occur on different dates in subsequent years, the number of days required to deliver redemption proceeds in any given year is not expected to exceed the maximum number of days listed below for each Fund. The proclamation of new holidays, the treatment by market participants of certain days as informal holidays (e.g., days on which no or limited securities transactions occur, as a result of substantially shortened trading hours), the elimination of existing holidays, or changes in local securities delivery practices

could affect the accuracy of information set forth herein.

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Listed below are the dates in calendar year 2009 in which the regular holidays in non-U.S. markets may impact Fund Settlement. This list is based on information available to the Funds. The list may not be accurate or complete and is subject to change:

**ARGENTINA**

|          |         |        |        |
|----------|---------|--------|--------|
| JAN 1    | MAY 1   | AUG 17 | DEC 24 |
| APRIL 6  | MAY 25  | OCT 12 | DEC 25 |
| APRIL 9  | JUNE 15 | NOV 6  | DEC 31 |
| APRIL 10 | JULY 9  | DEC 8  |        |

**AUSTRALIA**

|          |          |         |        |
|----------|----------|---------|--------|
| JAN 1    | APRIL 13 | JUNE 8  | NOV 3  |
| JAN 26   | APRIL 27 | AUG 3   | DEC 25 |
| MARCH 2  | MAY 4    | AUG 12  | DEC 28 |
| MARCH 9  | MAY 18   | SEPT 28 |        |
| APRIL 10 | JUNE 1   | OCT 5   |        |

**AUSTRIA**

|          |         |        |        |
|----------|---------|--------|--------|
| JAN 1    | MAY 1   | OCT 26 | DEC 31 |
| JAN 6    | MAY 21  | DEC 8  |        |
| APRIL 10 | JUNE 1  | DEC 24 |        |
| APRIL 13 | JUNE 11 | DEC 25 |        |

**BAHRAIN**

|         |         |        |  |
|---------|---------|--------|--|
| JAN 1   | MARCH 9 | NOV 29 |  |
| JAN 5   | MAY 3   | DEC 16 |  |
| JAN 6   | SEPT 20 | DEC 17 |  |
| MARCH 8 | SEPT 21 |        |  |

**BELGIUM**

|          |         |        |  |
|----------|---------|--------|--|
| JAN 1    | MAY 21  | NOV 2  |  |
| APRIL 10 | MAY 22  | NOV 11 |  |
| APRIL 13 | JUNE 1  | DEC 25 |  |
| MAY 1    | JULY 21 |        |  |

**BRAZIL**

|        |          |        |        |
|--------|----------|--------|--------|
| JAN 1  | APRIL 10 | JULY 9 | NOV 20 |
| JAN 20 | APRIL 21 | SEPT 7 | DEC 24 |
| FEB 23 | MAY 1    | OCT 12 | DEC 25 |
| FEB 24 | JUNE 11  | NOV 2  | DEC 31 |

**CANADA**

|          |         |        |        |
|----------|---------|--------|--------|
| JAN 1    | MAY 18  | SEPT 7 | DEC 28 |
| JAN 2    | JUNE 24 | OCT 12 |        |
| FEB 16   | JULY 1  | NOV 11 |        |
| APRIL 10 | AUG 3   | DEC 25 |        |

**CHILE**

|          |         |        |  |
|----------|---------|--------|--|
| JAN 1    | JUNE 8  | DEC 8  |  |
| APRIL 10 | JUNE 29 | DEC 25 |  |
| MAY 1    | SEPT 18 | DEC 31 |  |
| MAY 21   | OCT 12  |        |  |

**CHINA**

|        |        |        |        |
|--------|--------|--------|--------|
| JAN 1  | FEB 2  | MAY 7  | OCT 7  |
| JAN 19 | FEB 3  | MAY 25 | OCT 12 |
| JAN 26 | FEB 16 | SEPT 7 | NOV 11 |
| JAN 27 | MAY 1  | OCT 1  | NOV 26 |
| JAN 28 | MAY 4  | OCT 2  | DEC 25 |
| JAN 29 | MAY 5  | OCT 5  |        |

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JAN 30

MAY 6

OCT 6

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|          |         |        |
|----------|---------|--------|
| JAN 1    | MAY 8   | NOV 17 |
| JAN 2    | JULY 6  | DEC 24 |
| APRIL 13 | SEPT 28 | DEC 25 |
| MAY 1    | OCT 28  | DEC 31 |

**DENMARK**

|          |        |        |
|----------|--------|--------|
| JAN 1    | MAY 8  | DEC 24 |
| APRIL 9  | MAY 21 | DEC 25 |
| APRIL 10 | JUNE 1 | DEC 31 |
| APRIL 13 | JUNE 5 |        |

**EGYPT**

|          |          |         |        |
|----------|----------|---------|--------|
| JAN 1    | APRIL 20 | SEPT 21 | NOV 29 |
| JAN 7    | JULY 1   | SEPT 22 |        |
| MARCH 9  | JULY 23  | OCT 6   |        |
| APRIL 19 | SEPT 20  | NOV 26  |        |

**FINLAND**

|          |         |        |
|----------|---------|--------|
| JAN 1    | MAY 1   | DEC 25 |
| JAN 6    | MAY 21  | DEC 31 |
| APRIL 10 | JUNE 19 |        |
| APRIL 13 | DEC 24  |        |

**FRANCE**

|          |         |        |
|----------|---------|--------|
| JAN 1    | MAY 8   | DEC 25 |
| APRIL 10 | MAY 21  |        |
| APRIL 13 | JULY 14 |        |
| MAY 1    | NOV 11  |        |

**GERMANY**

|          |          |         |
|----------|----------|---------|
| JAN 1    | APRIL 13 | JUNE 11 |
| JAN 6    | MAY 1    | DEC 24  |
| FEB 23   | MAY 21   | DEC 25  |
| APRIL 10 | JUNE 1   | DEC 31  |

**GREECE**

|          |          |        |
|----------|----------|--------|
| JAN 1    | APRIL 10 | MAY 1  |
| JAN 6    | APRIL 13 | JUNE 8 |
| MARCH 2  | APRIL 17 | OCT 28 |
| MARCH 25 | APRIL 20 | DEC 25 |

**HONG KONG**

|          |          |        |
|----------|----------|--------|
| JAN 1    | APRIL 13 | OCT 26 |
| JAN 26   | MAY 1    | DEC 24 |
| JAN 27   | MAY 28   | DEC 25 |
| JAN 28   | JULY 1   | DEC 31 |
| APRIL 10 | OCT 1    |        |

**HUNGARY**

|          |        |        |
|----------|--------|--------|
| JAN 1    | JUNE 1 | DEC 24 |
| JAN 2    | AUG 20 | DEC 25 |
| APRIL 13 | AUG 21 |        |
| MAY 1    | OCT 23 |        |

**INDIA**

|          |          |         |        |
|----------|----------|---------|--------|
| JAN 8    | APRIL 3  | JULY 1  | OCT 2  |
| JAN 26   | APRIL 7  | AUG 15  | OCT 17 |
| FEB 23   | APRIL 10 | AUG 19  | OCT 19 |
| MARCH 10 | APRIL 14 | AUG 22  | NOV 2  |
| MARCH 11 | MAY 1    | SEPT 21 | NOV 28 |
| MARCH 27 | MAY 9    | SEPT 28 | DEC 25 |

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APRIL 1

JUNE 30

SEPT 30

DEC 28

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|          |          |         |        |
|----------|----------|---------|--------|
| JAN 1    | APRIL 10 | SEPT 22 | DEC 18 |
| JAN 26   | MAY 21   | SEPT 23 | DEC 24 |
| MARCH 9  | JULY 20  | SEPT 24 | DEC 25 |
| MARCH 26 | AUG 17   | SEPT 25 | DEC 31 |
| MARCH 27 | SEPT 21  | NOV 27  |        |

**IRELAND**

|          |        |        |        |
|----------|--------|--------|--------|
| JAN 1    | MAY 1  | OCT 26 | DEC 29 |
| MARCH 17 | MAY 4  | DEC 24 |        |
| APRIL 10 | JUNE 1 | DEC 25 |        |
| APRIL 13 | AUG 3  | DEC 28 |        |

**ISRAEL**

|          |          |         |  |
|----------|----------|---------|--|
| MARCH 10 | APRIL 28 | SEPT 20 |  |
| APRIL 8  | APRIL 29 | SEPT 27 |  |
| APRIL 9  | MAY 28   | SEPT 28 |  |
| APRIL 14 | MAY 29   |         |  |
| APRIL 15 | JULY 30  |         |  |

**ITALY**

|          |         |        |  |
|----------|---------|--------|--|
| JAN 1    | MAY 1   | DEC 24 |  |
| JAN 6    | JUNE 2  | DEC 25 |  |
| APRIL 10 | JUNE 29 | DEC 31 |  |
| APRIL 13 | DEC 8   |        |  |

**JAPAN**

|          |          |         |        |
|----------|----------|---------|--------|
| JAN 1    | APRIL 29 | SEPT 22 | DEC 23 |
| JAN 2    | MAY 4    | SEPT 23 | DEC 31 |
| JAN 12   | MAY 5    | OCT 12  |        |
| FEB 11   | JULY 20  | NOV 3   |        |
| MARCH 20 | SEPT 21  | NOV 23  |        |

**JORDAN**

|         |         |         |  |
|---------|---------|---------|--|
| JAN 1   | MAY 25  | SEPT 23 |  |
| MARCH 8 | SEPT 20 | NOV 30  |  |
| MARCH 9 | SEPT 21 | DEC 1   |  |
| MAY 24  | SEPT 22 | DEC 17  |  |

**KUWAIT**

|        |          |        |  |
|--------|----------|--------|--|
| JAN 1  | MARCH 9  | NOV 26 |  |
| JAN 4  | MARCH 12 | NOV 29 |  |
| FEB 25 | SEPT 21  | NOV 30 |  |
| FEB 26 | SEPT 23  | DEC 17 |  |

**LEBANON**

|       |          |        |  |
|-------|----------|--------|--|
| JAN 1 | APRIL 10 | NOV 27 |  |
| JAN 6 | MAY 1    | NOV 28 |  |
| JAN 7 | AUG 15   | DEC 25 |  |
| FEB 9 | SEPT 22  |        |  |

**MALAYSIA**

|         |        |         |        |
|---------|--------|---------|--------|
| JAN 1   | MAY 1  | SEPT 21 | DEC 25 |
| JAN 26  | MAY 9  | SEPT 22 |        |
| JAN 27  | JUNE 1 | OCT 17  |        |
| FEB 2   | JUNE 6 | NOV 27  |        |
| MARCH 9 | AUG 31 | DEC 18  |        |

**MAURITIUS**

|        |          |        |  |
|--------|----------|--------|--|
| JAN 1  | MARCH 12 | DEC 25 |  |
| JAN 2  | MARCH 27 |        |  |
| JAN 26 | MAY 1    |        |  |



FEB 23

NOV 2

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|          |          |        |
|----------|----------|--------|
| JAN 1    | APRIL 9  | NOV 2  |
| FEB 2    | APRIL 10 | NOV 16 |
| FEB 5    | MAY 1    | NOV 20 |
| MARCH 16 | SEPT 16  | DEC 25 |

**MOROCCO**

|          |         |         |
|----------|---------|---------|
| JAN 1    | JULY 30 | SEPT 21 |
| MARCH 10 | AUG 14  | SEPT 22 |
| MARCH 11 | AUG 20  | NOV 18  |
| MAY 1    | AUG 21  | DEC 18  |

**NETHERLANDS**

|          |        |
|----------|--------|
| JAN 1    | MAY 1  |
| APRIL 10 | MAY 21 |
| APRIL 13 | JUNE 1 |
| APRIL 30 | DEC 25 |

**NEW ZEALAND**

|        |          |        |
|--------|----------|--------|
| JAN 1  | FEB 6    | OCT 26 |
| JAN 2  | APRIL 10 | DEC 25 |
| JAN 19 | APRIL 13 | DEC 28 |
| JAN 26 | JUNE 1   |        |

**NORWAY**

|          |          |        |
|----------|----------|--------|
| JAN 1    | APRIL 13 | DEC 24 |
| APRIL 8  | MAY 1    | DEC 25 |
| APRIL 9  | MAY 21   | DEC 31 |
| APRIL 10 | JUNE 1   |        |

**OMAN**

|         |         |        |
|---------|---------|--------|
| JAN 1   | SEPT 21 | NOV 19 |
| MARCH 9 | SEPT 22 | NOV 26 |
| JULY 20 | SEPT 23 | NOV 28 |
| JULY 23 | SEPT 24 | NOV 29 |

**PERU**

|          |         |        |
|----------|---------|--------|
| JAN 1    | JUNE 29 | DEC 8  |
| APRIL 9  | JULY 28 | DEC 24 |
| APRIL 10 | JULY 29 | DEC 25 |
| MAY 1    | OCT 8   | DEC 31 |

**PHILIPPINES**

|          |         |        |        |
|----------|---------|--------|--------|
| JAN 1    | MAY 1   | NOV 2  | DEC 30 |
| FEB 25   | JUNE 12 | NOV 30 | DEC 31 |
| APRIL 9  | AUG 21  | DEC 24 |        |
| APRIL 10 | SEPT 21 | DEC 25 |        |

**POLAND**

|          |        |
|----------|--------|
| JAN 1    | NOV 11 |
| APRIL 10 | DEC 25 |
| JUNE 11  |        |

**PORTUGAL**

|          |         |        |
|----------|---------|--------|
| JAN 1    | MAY 1   | DEC 1  |
| FEB 24   | JUNE 10 | DEC 8  |
| APRIL 10 | JUNE 11 | DEC 24 |
| APRIL 13 | OCT 5   | DEC 25 |

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|         |       |  |  |
|---------|-------|--|--|
| JAN 1   | DEC 1 |  |  |
| SEPT 20 | DEC 2 |  |  |
| SEPT 21 | DEC 3 |  |  |
| SEPT 22 |       |  |  |

**SINGAPORE**

|          |         |        |  |
|----------|---------|--------|--|
| JAN 1    | MAY 1   | OCT 17 |  |
| JAN 26   | MAY 9   | NOV 27 |  |
| JAN 27   | AUG 10  | DEC 25 |  |
| APRIL 10 | SEPT 21 |        |  |

**SOUTH AFRICA**

|          |         |        |  |
|----------|---------|--------|--|
| JAN 1    | MAY 1   | DEC 16 |  |
| APRIL 10 | JUNE 16 | DEC 25 |  |
| APRIL 13 | AUG 10  |        |  |
| APRIL 27 | SEPT 24 |        |  |

**SOUTH KOREA**

|        |         |  |  |
|--------|---------|--|--|
| JAN 1  | JULY 17 |  |  |
| JAN 26 | OCT 2   |  |  |
| JAN 27 | DEC 25  |  |  |
| MAY 1  | DEC 31  |  |  |
| MAY 5  |         |  |  |

**SPAIN**

|          |          |        |        |
|----------|----------|--------|--------|
| JAN 1    | APRIL 10 | OCT 12 | DEC 25 |
| JAN 6    | APRIL 13 | NOV 2  |        |
| MARCH 19 | MAY 1    | NOV 9  |        |
| APRIL 9  | MAY 15   | DEC 8  |        |

**SWEDEN**

|          |         |        |  |
|----------|---------|--------|--|
| JAN 1    | MAY 1   | DEC 25 |  |
| JAN 6    | MAY 21  | DEC 31 |  |
| APRIL 10 | JUNE 19 |        |  |
| APRIL 13 | DEC 24  |        |  |

**SWITZERLAND**

|          |          |         |        |
|----------|----------|---------|--------|
| JAN 1    | APRIL 13 | JUNE 29 | DEC 31 |
| JAN 2    | MAY 1    | SEPT 10 |        |
| JAN 6    | MAY 21   | DEC 8   |        |
| MARCH 19 | JUNE 1   | DEC 24  |        |
| APRIL 10 | JUNE 11  | DEC 25  |        |

**TAIWAN**

|        |        |        |  |
|--------|--------|--------|--|
| JAN 1  | JAN 27 | MAY 28 |  |
| JAN 22 | JAN 28 |        |  |
| JAN 23 | JAN 29 |        |  |
| JAN 26 | MAY 1  |        |  |

**THAILAND**

|          |          |        |        |
|----------|----------|--------|--------|
| JAN 1    | APRIL 14 | JULY 1 | DEC 10 |
| JAN 2    | APRIL 15 | JULY 8 | DEC 31 |
| FEB 9    | MAY 1    | AUG 12 |        |
| APRIL 6  | MAY 5    | OCT 23 |        |
| APRIL 13 | MAY 11   | DEC 7  |        |

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|          |         |        |
|----------|---------|--------|
| JAN 1    | SEPT 22 | NOV 27 |
| APRIL 23 | OCT 28  | NOV 30 |
| MAY 19   | OCT 29  |        |
| SEPT 21  | NOV 26  |        |

**U.A.E.\***

|         |         |        |
|---------|---------|--------|
| JAN 1   | SEPT 21 | NOV 28 |
| MARCH 9 | NOV 26  | NOV 29 |
| JULY 20 | NOV 27  |        |

**UNITED KINGDOM**

|          |        |
|----------|--------|
| JAN 1    | MAY 25 |
| APRIL 10 | AUG 31 |
| APRIL 13 | DEC 25 |
| MAY 4    | DEC 26 |

\* Dubai Financial Market only. Regular working day in Abu Dubai.

**TAXES**

The following discussion of certain U.S. federal income tax consequences of investing in the Funds is based on the Internal Revenue Code (the Code), U.S. Treasury regulations, and other applicable authority, all as in effect as of the date of the filing of this SAI. These authorities are subject to change by legislative or administrative action, possibly with retroactive effect. The following discussion is only a summary of some of the important U.S. federal income tax considerations generally applicable to investments in the Funds. There may be other tax considerations applicable to particular shareholders. Shareholders should consult their own tax advisors regarding their particular situation and the possible application of foreign, state, and local tax laws.

*Qualification as a Regulated Investment Company.* Each Fund intends to elect to be treated and qualify each year as a RIC under Subchapter M of the Code. In order to qualify for the special tax treatment accorded RICs and their shareholders, each Fund must, among other things:

- (a) derive at least 90% of its gross income each year from (i) dividends, interest, payments with respect to securities loans, gains from the sale or other disposition of stock or securities or foreign currencies, or other income (including but not limited to gains from options, futures or forward contracts) derived with respect to its business of investing in such stock, securities or currencies, and (ii) net income derived from interests in qualified publicly traded partnerships (as defined below);
- (b) diversify its holdings so that, at the end of each quarter of its taxable year, (i) at least 50% of the market value of a Fund's total assets consists of cash and cash items, U.S. government securities, securities of other RICs and other securities, with investments in such other securities limited with respect to any one issuer to an amount not greater than 5% of the value of a Fund's total assets and not greater than 10% of the outstanding voting securities of such issuer, and (ii) not more than 25% of the value of a Fund's total assets is invested in (1) the securities (other than those of the U.S. government or other RICs) of any one issuer or two or more issuers that are controlled by a Fund and that are engaged in the same, similar or related trades or businesses or (2) the securities of one or more qualified publicly traded partnerships; and
- (c) distribute with respect to each taxable year at least 90% of its investment company taxable income (as that term is defined in the Code without regard to the deduction for dividends paid generally taxable ordinary income and the excess, if any, of net short-term capital gains over net long-term capital losses) and net tax-exempt interest income.

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In general, for purposes of the 90% of gross income requirement described in (a) above, income derived from a partnership will be treated as qualifying income only to the extent such income is attributable to items of income of the partnership that would be qualifying income if realized directly by a Fund. However, 100% of the net income derived from an interest in a qualified publicly traded partnership (generally, a partnership (i) interests in which are traded on an established securities market or are readily tradable on a secondary market or the substantial equivalent thereof, (ii) that derives at least 90% of its income from the passive income sources specified in Code section 7704(d), and (iii) that derives less than 90% of its income from the qualifying income described in (a)(i) of the prior paragraph) will be treated as qualifying income. In addition, although in general the passive loss rules of the Code do not apply to RICs, such rules do apply to a RIC with respect to items attributable to an interest in a qualified publicly traded partnership.

*Taxation of the Funds.* If a Fund qualifies as a RIC, that Fund will not be subject to federal income tax on income and gains that are distributed in a timely manner to its shareholders in the form of dividends.

If a Fund fails to qualify for any taxable year as a RIC, all of its taxable income (including its net capital gains) will be subject to tax at corporate income tax rates without any deduction for distributions to shareholders, and all distributions from earnings and profits, including any distributions of net long-term capital gains and net tax-exempt income, would be taxable to shareholders as dividend income. In addition, a Fund could be required to recognize unrealized gains, pay substantial taxes and interest and make substantial distributions before requalifying as a RIC that is accorded special tax treatment.

Each Fund intends to distribute at least annually to its shareholders substantially all of its investment company taxable income and its net capital gains. Investment company taxable income that is retained by a Fund will be subject to tax at regular corporate rates. If a Fund retains any net capital gain, that gain will be subject to tax at corporate rates, but the Fund may designate the retained amount as undistributed capital gains in a notice to its shareholders who (i) will be required to include in income for federal income tax purposes, as long-term capital gain, their shares of such undistributed amount, and (ii) will be entitled to credit their proportionate shares of the tax paid by the Fund on such undistributed amount against their federal income tax liabilities, if any, and to claim refunds on a properly-filed U.S. tax return to the extent the credit exceeds such liabilities. For federal income tax purposes, the tax basis of shares owned by a shareholder of that Fund will be increased by an amount equal to the difference between the amount of undistributed capital gains included in the shareholder's gross income and the tax deemed paid by the shareholder under clause (ii) of the preceding sentence.

If a Fund fails to distribute in a calendar year an amount at least equal to the sum of 98% of its ordinary income for such year and 98% of its capital gain net income for the one-year period ending October 31 of such year, plus any retained amount from the prior year, the Fund will be subject to a nondeductible 4% excise tax on the undistributed amount. For these purposes, a Fund will be treated as having distributed any amount on which it has been subject to corporate income tax for the taxable year ending within the calendar year. A dividend paid to shareholders in January of a year generally is deemed to have been paid by a Fund on December 31 of the preceding year if the dividend was declared and payable to shareholders of record on a date in October, November, or December of that preceding year. Each Fund intends to declare and pay dividends and distributions in the amounts and at the times necessary to avoid the application of the 4% excise tax, although there can be no assurance that it will be able to do so.

*Fund Distributions.* Distributions are taxable whether shareholders receive them in cash or reinvest them in additional shares. Moreover, distributions on the Funds' shares are generally subject to federal income tax as described herein to the extent they do not exceed the Funds' realized income and gains, even though such dividends and distributions may economically represent a return of a particular shareholder's investment. Such distributions are likely to occur in respect of shares purchased at a time when a Fund's NAV reflects gains that are either unrealized, or realized but not distributed. Such realized gains may be required to be distributed even when a Fund's NAV also reflects unrealized losses.

Distributions by the Funds of investment income are generally taxable as ordinary income. Taxes on distributions of capital gains are determined by how long a Fund owned the investments that generated those gains, rather than how long a shareholder has owned his or her Fund shares. Distributions of net capital gains from the sale of investments that the Funds owned for more than one year and that are properly designated by the Funds as capital gain dividends ( Capital Gain Dividends ) will be taxable as long-term capital gains. Distributions from capital gains are generally made after applying any available capital loss carryovers. Long-term capital gain rates applicable to individuals have been temporarily reduced in general, to 15%, with lower rates applying to taxpayers in the 10% and 15% rate brackets for taxable years beginning before January 1, 2011. Distributions of gains from the sale of investments that the Fund owned for one year or less will be taxable as ordinary income.

In determining its net capital gain for Capital Gain Dividend purposes, a RIC generally must treat any net capital loss or any net long-term capital loss incurred after October 31 as if it had been incurred in the succeeding year.

Treasury Regulations permit a RIC, in determining its taxable income, to elect to treat all or a part of any net capital loss, any net long-term capital loss or any foreign currency loss incurred after October 31 as if it had been incurred in the succeeding year.



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For taxable years beginning before January 1, 2011, distributions of investment income designated by a Fund as derived from qualified dividend income will be taxed in the hands of individuals at the rates applicable to long-term capital gain, provided holding period and other requirements are met at both the shareholder and Fund level. In order for some portion of the dividends received by a Fund shareholder to be qualified dividend income, the Fund making the distribution must meet holding period and other requirements with respect to some portion of the dividend-paying stocks in its portfolio and the shareholder must meet holding period and other requirements with respect to the Fund's shares. A dividend will not be treated as qualified dividend income (at either the Fund or shareholder level) (1) if the dividend is received with respect to any share of stock held for fewer than 61 days during the 121-day period beginning on the date that is 60 days before the date on which such share becomes ex-dividend with respect to such dividend (or, in the case of certain preferred stock, 91 days during the 181-day period beginning 90 days before the ex-dividend date), (2) to the extent that the recipient is under an obligation (whether pursuant to a short sale or otherwise) to make related payments with respect to positions in substantially similar or related property, (3) if the recipient elects to have the dividend income treated as investment income for purposes of the limitation on deductibility of investment interest, or (4) if the dividend is received from a foreign corporation that is (a) not eligible for the benefits of a comprehensive income tax treaty with the United States (with the exception of dividends paid on stock of such a foreign corporation that is readily tradable on an established securities market in the United States) or (b) treated as a passive foreign investment company.

In general, distributions of investment income designated by a Fund as derived from qualified dividend income will be treated as qualified dividend income by a shareholder taxed as an individual, provided the shareholder meets the holding period and other requirements described above with respect to a Fund's shares. If the aggregate qualified dividends received by a Fund during any taxable year are 95% or more of its gross income (excluding net long-term capital gain over net short-term capital loss), then 100% of a Fund's dividends (other than dividends properly designated as Capital Gain Dividends) will be eligible to be treated as qualified dividend income.

Dividends of net investment income received by corporate shareholders of a Fund will qualify for the 70% dividends received deduction generally available to corporations to the extent of the amount of qualifying dividends received by the Funds from domestic corporations for the taxable year. A dividend received by a Fund will not be treated as a qualifying dividend (1) if the stock on which the dividend is paid is considered to be debt-financed (generally, acquired with borrowed funds), (2) if it has been received with respect to any share of stock that the Fund has held for less than 46 days during the 91-day period beginning on the date that is 45 days before the date on which the share becomes ex-dividend with respect to such dividend (91 days during the 181-day period beginning 90 days before the ex-dividend date in the case of certain preferred stock) or (3) to the extent that the Fund is under an obligation (pursuant to a short sale or otherwise) to make related payments with respect to positions in substantially similar or related property. Moreover, the dividends received deduction may be disallowed or reduced (1) if the corporate shareholder fails to satisfy the foregoing requirements with respect to its shares of a Fund or (2) by application of the Code.

To the extent that a Fund makes a distribution of income received by the Fund in lieu of dividends (a substitute payment) with respect to securities on loan pursuant to a securities lending transaction, such income will not constitute qualified dividend income to individual shareholders and will not be eligible for the dividends received deduction for corporate shareholders.

If a Fund makes distributions to a shareholder in excess of the Fund's current and accumulated earnings and profits in any taxable year, the excess distribution will be treated as a return of capital to the extent of the shareholder's tax basis in its shares, and thereafter as capital gain. A return of capital is not taxable, but reduces a shareholder's tax basis in its shares, thus reducing any loss or increasing any gain on a subsequent taxable disposition by the shareholder of its shares.

*Sale or Exchange of Shares.* A sale or exchange of shares in the Funds may give rise to a gain or loss. In general, any gain or loss realized upon a taxable disposition of shares will be treated as long-term capital gain or loss if the shares have been held for more than 12 months. Otherwise, the gain or loss on the taxable disposition of shares will be treated as short-term capital gain or loss. However, any loss realized upon a taxable disposition of shares held for six months or less will be treated as long-term, rather than short-term, to the extent of any long-term capital gain distributions received (or deemed received) by the shareholder with respect to the shares. All or a portion of any loss realized upon a taxable disposition of shares will be disallowed if other substantially identical shares of a Fund are purchased within 30 days before or after the disposition. In such a case, the basis of the newly purchased shares will be adjusted to reflect the disallowed loss.

*Backup Withholding.* The Funds (or financial intermediaries, such as brokers, through which a shareholder holds Fund shares) generally are required to withhold and to remit to the U.S. Treasury a percentage of the taxable distributions and sale or redemption proceeds paid to any shareholder who fails to properly furnish a correct taxpayer identification number, who has under-reported dividend or interest income, or who fails to certify that he, she or it is not subject to such withholding. The backup withholding tax rate is 28% for amounts paid through 2010. This rate will expire and the backup withholding rate will be 31% for amounts paid after December 31, 2010, unless Congress enacts legislation providing otherwise.





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*Federal Tax Treatment of Certain Fund Investments.* Transactions of the Funds in options, futures contracts, hedging transactions, forward contracts, swap agreements, participation certificates, straddles and foreign currencies may be subject to various special and complex tax rules, including mark-to-market, constructive sale, straddle, wash sale and short sale rules. These rules could affect whether gains and losses recognized by a Fund are treated as ordinary income or capital gain, accelerate the recognition of income to a Fund, or defer a Fund's ability to recognize losses. These rules may in turn affect the amount, timing or character of the income distributed to shareholders by a Fund.

*Foreign Investments.* Income received by a Fund from sources within foreign countries (including, for example, dividends or interest on stock or securities of non-U.S. issuers) may be subject to withholding and other taxes imposed by such countries. Tax treaties between such countries and the U.S. may reduce or eliminate such taxes. If as of the end of a Fund's taxable year more than 50% of a Fund's assets consist of the securities of foreign corporations, that Fund may elect to permit shareholders to claim a credit or deduction on their income tax returns for their pro rata portions of qualified taxes paid by that Fund during that taxable year to foreign countries in respect of foreign securities the Fund has held for at least the minimum period specified in the Code. In such a case, shareholders will include in gross income from foreign sources their pro rata shares of such taxes. A shareholder's ability to claim a foreign tax credit or deduction in respect of foreign taxes paid by a Fund may be subject to certain limitations imposed by the Code, which may result in the shareholder not getting a full credit or deduction for the amount of such taxes. Shareholders who do not itemize on their federal income tax returns may claim a credit, but not a deduction, for such foreign taxes.

*Foreign Currency Transactions.* Under the Code, gains or losses attributable to fluctuations in exchange rates which occur between the time a Fund accrues income or other receivable or accrues expenses or other liabilities denominated in a foreign currency and the time the Fund actually collects such receivables or pays such liabilities generally are treated as ordinary income or loss. Similarly, on disposition of debt securities denominated in a foreign currency and on disposition of certain other instruments, gains or losses attributable to fluctuations in the value of the foreign currency between the date of acquisition of the security or contract and the date of disposition are also treated as ordinary gain or loss. The gains and losses may increase or decrease the amount of a Fund's investment company taxable income to be distributed to its shareholders as ordinary income.

*Investment in PFICs.* Equity investments by a Fund in certain passive foreign investment companies (PFICs) could potentially subject the Fund to a U.S. federal income tax (including interest charges) on distributions received from the PFICs or on proceeds received from dispositions of shares in the PFICs. This tax cannot be eliminated by making distributions to Fund shareholders. However, a Fund may elect to avoid the imposition of that tax. For example, a Fund may make an election to mark the gains (and to a limited extent losses) of a PFIC to the market as though it had sold and repurchased its holdings in the PFIC on the last day of the Fund's taxable year. A Fund may also, in certain circumstances, elect to treat a PFIC as a qualified electing fund (i.e., make a QEF election), in which case the Fund will be required to include as income its share of the company's income and net capital gains annually, regardless of whether it receives any distribution from the company. Such gains and losses are treated as ordinary income and loss. The mark-to-market and QEF elections may accelerate the recognition of income (without the receipt of cash) and increase the amount required to be distributed by a Fund to avoid taxation. Making either of these elections therefore may require a Fund to liquidate other investments (including when it is not advantageous to do so) to meet its distribution requirement, which also may accelerate the recognition of gain and affect a Fund's total return. Dividends paid by PFICs will not be eligible to be treated as qualified dividend income.

*Additional Tax Information Concerning REITs.* Each Fund may invest in REITs. Investments in REIT equity securities may require a Fund to accrue and distribute income not yet received. To generate sufficient cash to make the requisite distributions, a Fund may be required to sell securities in its portfolio (including when it is not advantageous to do so) that it otherwise would have continued to hold. A Fund's investments in REIT equity securities may at other times result in a Fund's receipt of cash in excess of the REIT's earnings; if a Fund distributes these amounts, these distributions could constitute a return of capital to Fund shareholders for federal income tax purposes. Dividends received by a Fund from a REIT generally will not constitute qualified dividend income.

A Fund may invest in REITs that hold residual interests in real estate mortgage investment conduits (REMICs) or which are, or have certain wholly-owned subsidiaries that are, taxable mortgage pools (TMPs). Under certain Treasury guidance, a portion of a Fund's income from a REIT that is attributable to the REIT's residual interest in a REMIC or equity interests in a TMP (referred to in the Code as an "excess inclusion") will be subject to federal income tax in all events. This guidance provides that excess inclusion income of a RIC, such as a Fund, must generally be allocated to shareholders of the RIC in proportion to the dividends received by such shareholders, with the same consequences as if the shareholders held the related REMIC residual interest or TMP interests directly. In general, excess inclusion income allocated to shareholders (i) cannot be offset by net operating losses (subject to a limited exception for certain thrift institutions), (ii) will constitute unrelated business taxable income to entities (including a qualified pension plan, an individual retirement account, a 401(k) plan, a Keogh plan or other tax-exempt entity) subject to tax on unrelated business income, thereby potentially requiring such an entity that is allocated excess inclusion income, and otherwise might not be required to file a tax return, to file a tax return and pay tax on such income (see *Taxes Tax-Exempt Shareholders* below), and (iii) in the case of a foreign shareholder, will not qualify for any reduction in U.S. federal withholding tax. No Fund intends to invest a substantial portion of its assets in REITs which generate excess inclusion income.

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*Tax-Exempt Shareholders.* Under current law, income of a RIC that would be treated as UBTI if earned directly by a tax-exempt entity generally will not be attributed as UBTI to a tax-exempt entity that is a shareholder in the RIC. Notwithstanding this blocking effect, a tax-exempt shareholder could realize UBTI by virtue of its investment in a Fund if shares in that Fund constitute debt-financed property in the hands of the tax-exempt shareholder within the meaning of Code Section 514(b). A tax-exempt shareholder may also recognize UBTI if a Fund recognizes excess inclusion income derived from direct or indirect investments in REMICs or TMPs.

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In addition, special tax consequences apply to charitable remainder trusts ( CRTs ) that invest in RICs that invest directly or indirectly in residual interests in REMICs or TMPs. Under legislation enacted in December 2006, a CRT (as defined in Section 664 of the Code) that realizes any UBTI for a taxable year must pay an excise tax annually of an amount equal to such UBTI. Under IRS guidance issued in October 2006, a CRT will not recognize UBTI as a result of investing in a Fund that recognizes excess inclusion income. Rather, if at any time during a taxable year a CRT (or one of certain other tax-exempt shareholders, such as the United States, a state or political subdivision, or an agency or instrumentality thereof, and certain energy cooperatives) is a record holder of a share in a Fund that recognizes excess inclusion income, then a Fund will be subject to a tax on that portion of its excess inclusion income for the taxable year that is allocable to such shareholders at the highest federal corporate income tax rate. The extent to which this IRS guidance remains applicable in light of the December 2006 legislation is unclear. To the extent permitted under the 1940 Act, each Fund may elect to specially allocate any such tax to the applicable CRT, or other shareholder, and thus reduce such shareholder's distributions for the year by an amount of the tax that relates to that shareholder's interest in a Fund. The Funds have not yet determined whether such an election will be made. CRTs are urged to consult their tax advisors concerning the consequences of investing in the Funds. The Funds do not intend to invest directly or indirectly in residual interests in REMICs.

*Non-U.S. Shareholders.* In general, dividends other than Capital Gain Dividends paid by a Fund to a shareholder that is not a U.S. person (within the meaning of the Code (a foreign person)) are subject to withholding of U.S. federal income tax at a rate of 30% (or lower applicable treaty rate).

Certain interest-related and short-term gain dividends may be exempt from the 30% withholding for taxable years beginning before January 1, 2010 (unless extended by legislation). Assuming certain certification requirements are complied with, a RIC generally is not required to withhold any amounts (i) with respect to distributions attributable to U.S.-source interest income that would be treated as portfolio interest and accordingly would not be subject to U.S. federal income tax if earned directly by an individual foreign person, and (ii) with respect to distributions of net short-term capital gains in excess of net long-term capital losses, in each case to the extent such distributions are properly designated by the RIC. Depending on the circumstances, the Funds may make such designations with respect to all, some or none of their potentially eligible dividends or treat such dividends, in whole or in part, as ineligible for this exemption from withholding. Moreover, in the case of shares held through an intermediary, the intermediary may withhold any such amounts even if a Fund makes a designation with respect to a payment.

A beneficial holder of shares who is a foreign person is not, in general, subject to U.S. federal income tax on gains (and is not allowed a U.S. income tax deduction for losses) realized on a sale of shares of a Fund or on Capital Gain Dividends unless (i) such gain or dividend is effectively connected with the conduct of a trade or business carried on by such holder within the United States or (ii) in the case of an individual holder, the holder is present in the United States for a period or periods aggregating 183 days or more during the year of the sale or the receipt of the Capital Gain Dividend and certain other conditions are met.

In order for a foreign investor to qualify for an exemption from backup withholding, the foreign investor must comply with special certification and filing requirements. Foreign investors in the Funds should consult their tax advisors in this regard. Backup withholding is not an additional tax. Any amounts withheld may be credited against the shareholder's U.S. federal income tax liability, provided the appropriate information is furnished to the Internal Revenue Service.

A beneficial holder of shares who is a foreign person may be subject to state and local tax and to the U.S. federal estate tax in addition to the federal income tax consequences referred to above. If a shareholder is eligible for the benefits of a tax treaty, any effectively connected income or gain will generally be subject to U.S. federal income tax on a net basis only if it is also attributable to a permanent establishment maintained by the shareholder in the United States.

*Creation and Redemption of Creation Units.* An Authorized Participant who exchanges securities for Creation Units generally will recognize a gain or a loss. The gain or loss will be equal to the difference between the market value of the Creation Units at the time and the sum of the exchanger's aggregate basis in the securities surrendered plus the amount of cash paid for such Creation Units. A person who redeems Creation Units will generally recognize a gain or loss equal to the difference between the exchanger's basis in the Creation Units and the sum of the aggregate market value of any securities received plus the amount of any cash received for such Creation Units. The Internal Revenue Service, however, may assert that a loss realized upon an exchange of securities for Creation Units cannot be deducted currently under the rules governing wash sales, or on the basis that there has been no significant change in economic position. Any capital gain or loss realized upon the creation of Creation Units will generally be treated as long-term capital gain or loss if the securities exchanged for such Creation Units have been held for more than one year.

Any capital gain or loss realized upon the redemption of Creation Units will generally be treated as long-term capital gain or loss if the shares comprising the Creation Units have been held for more than one year. Otherwise, such capital gains or losses will be treated as short-term capital gains or losses.



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In some circumstances, a redemption of Creation Units may be treated as resulting in a distribution to which section 301 of the Code applies, potentially causing amounts received by the shareholder in the redemption to be treated as dividend income rather than as a payment in exchange for Creation Units. The rules for determining when a redemption will be treated as giving rise to a distribution under section 301 of the Code and the tax consequences of Code section 301 distributions are complex.

Persons purchasing or redeeming Creation Units should consult their own tax advisors with respect to the tax treatment of any creation or redemption transaction.

*Section 351.* The Trust on behalf of each Fund has the right to reject an order for a purchase of shares of the Trust if the purchaser (or group of purchasers) would, upon obtaining the shares so ordered, own 80% or more of the outstanding shares of a given Fund and if, pursuant to Section 351 of the Code, that Fund would have a basis in the securities different from the market value of such securities on the date of deposit. The Trust also has the right to require information necessary to determine beneficial share ownership for purposes of the 80% determination.

*Tax Shelter Reporting Regulations.* Under U.S. Treasury regulations, if a shareholder recognizes a loss of \$2 million or more for an individual shareholder or \$10 million or more for a corporate shareholder, the shareholder must file with the Internal Revenue Service a disclosure statement on Form 8886. Direct shareholders of portfolio securities are in many cases excepted from this reporting requirement, but under current guidance, shareholders of a RIC are not excepted. Future guidance may extend the current exception from this reporting requirement to shareholders of most or all RICs. The fact that a loss is reportable under these regulations does not affect the legal determination of whether the taxpayer's treatment of the loss is proper. Shareholders should consult their tax advisors to determine the applicability of these regulations in light of their individual circumstances.

### *Taxation of the India Portfolio*

As discussed, the India Earnings Fund invests in Indian securities through the WisdomTree India Investment Portfolio, Inc. (the India Portfolio), a wholly-owned subsidiary organized under Mauritius law. Investors should note that taxation in India of the income of the India Portfolio arising from its investments in India, is expected to be minimized under the provisions of the India Mauritius Double Tax Avoidance Treaty (the Treaty). While the validity of this treaty and its applicability to entities such as the Fund was recently upheld by the Supreme Court of India, no assurance can be given that the terms of the Treaty will not be subject to re-interpretation and re-negotiation in the future. Any change in the Treaty's application could have a material adverse affect on the tax status of the India Portfolio and therefore the returns of the India Portfolio and the returns of the India Earnings Fund. Further, it is possible that the Indian tax authorities may seek to take the position that the India Portfolio is not entitled to the benefits of the Treaty.

In order to claim the benefits of the Treaty, the India Portfolio must be a tax resident of Mauritius. The India Portfolio is incorporated in Mauritius, has been issued a certificate of Mauritian tax residence by the Tax Authorities in Mauritius, and has been granted a Tax Residency Certificate. Accordingly, the Fund expects to be eligible for the benefits under the Treaty.

Under the Treaty, capital gains from investment in Indian securities, global depository receipts, or American depository receipts issued with respect to Indian companies are exempt from tax. Similarly, business income is also exempt from taxation under the Treaty so long as the India Portfolio does not have a permanent establishment in India. Since the India Portfolio holds a valid Tax Residency Certificate issued by the Mauritius tax authorities, and is effectively managed in Mauritius, it will be regarded as a tax resident of Mauritius and would be eligible to claim the benefits of the Double Taxation Avoidance Agreement between India and Mauritius. However, if the India Portfolio were deemed to have such a permanent establishment, income attributable to that permanent establishment could be taxable in India at a rate of 42.23%.

Regardless of the application of the Treaty, all transactions entered on a recognized stock exchange in India are subject to the Securities Transaction Tax (STT), which is levied on the value of a transaction at rates not exceeding 0.25%. The STT can be claimed as a deductible expense from the business income under the Indian Income Tax Act.

It is currently not entirely clear whether the Indian Minimum Alternate Tax (MAT) applies to the India Portfolio as a beneficiary of the Treaty. Although the Treaty should override the provisions of the Indian Income Tax Act and thus the application of the MAT, this is not certain. If the MAT does apply, and the Indian income tax payable by the India Portfolio is less than 10% of its book profits, then the India Portfolio would be deemed to owe taxes of 10% of book profits (which is proposed to be increased to 15% with effect from April 1, 2009 as per the Finance Bill (2) 2009.)

Please note that the above description is based on current provisions of Indian law, and any change or modification made by subsequent legislation, regulation, or administrative or judicial decision could increase the Indian tax liability of the India Portfolio and thus reduce the return to Fund shareholders.

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*General Considerations.* The federal income tax discussion set forth above is for general information only. Prospective investors should consult their tax advisors regarding the specific federal income tax consequences of purchasing, holding and disposing of shares of the Funds, as well as the effect of state, local and foreign tax law and any proposed tax law changes.

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**DETERMINATION OF NAV**

The NAV of each Fund's shares is calculated each day the national securities exchanges are open for trading as of the close of regular trading on the NYSE, generally 4:00 p.m. New York time (the NAV Calculation Time). NAV per share is calculated by dividing a Fund's net assets by the number of Fund shares outstanding.

Stocks held by a Fund are valued at their market value when reliable market quotations are readily available. Certain short-term debt instruments which may be used to manage a Fund's cash are valued on the basis of amortized cost. The values of any foreign securities held by a Fund are converted into U.S. dollars using an exchange rate deemed appropriate by the Fund.

In certain instances, such as when reliable market valuations are not readily available or are not deemed to reflect current market values, a Fund's investments will be valued in accordance with the Fund's pricing policy and procedures. Securities that may be valued using fair value pricing may include, but are not limited to, securities for which there are no current market quotations or whose issuer is in default or bankruptcy, securities subject to corporate actions (such as mergers or reorganizations), securities subject to non-U.S. investment limits or currency controls, and securities affected by significant events. An example of a significant event is an event occurring after the close of the market in which a security trades but before a Fund's next NAV calculation time that may materially affect the value of a Fund's investment (e.g., government action, natural disaster, or significant market fluctuation). Price movements in U.S. markets that are deemed to affect the value of foreign securities, or reflect changes to the value of such securities, also may cause securities to be fair valued.

When fair-value pricing is employed, the prices of securities used by a Fund to calculate its NAV may differ from quoted or published prices for the same securities.

Fund shares are purchased or sold on a national securities exchange at market prices, which may be higher or lower than NAV. No secondary sales will be made to brokers or dealers at a concession by the Distributor or by a Fund. Purchases and sales of shares in the secondary market, which will not involve a Fund, will be subject to customary brokerage commissions and charges. Transactions in Fund shares will be priced at NAV only if you purchase or redeem shares directly from a Fund in Creation Units.

**DIVIDENDS AND DISTRIBUTIONS**

Each Fund intends to pay out dividends, if any, to investors quarterly, but in any event no less frequently than annually. Each Fund distributes its net realized capital gains, if any, to investors annually. The Funds may occasionally be required to make supplemental distributions at some other time during the year. Distributions in cash may be reinvested automatically in additional whole shares only if the broker through whom you purchased shares makes such option available. Your broker is responsible for distributing the income and capital gain distributions to you.

The Trust reserves the right to declare special distributions if, in its reasonable discretion, such action is necessary or advisable to preserve the status of each Fund as a RIC or to avoid imposition of income or excise taxes on undistributed income.

**FINANCIAL STATEMENTS**

The audited financial statements, including the financial highlights appearing in the Trust's Annual Report to Shareholders for the fiscal year ended March 31, 2009 and filed electronically with the SEC, are incorporated by reference and made part of this SAI. You may request a copy of the Trust's Annual Report at no charge by calling 866-909-9473 or through the Trust's website at [www.wisdomtree.com](http://www.wisdomtree.com).

**MISCELLANEOUS INFORMATION**

*Counsel.* Morgan, Lewis & Bockius LLP, 1111 Pennsylvania Avenue, NW, Washington DC 20004 is counsel to the Trust.

*Independent Registered Public Accounting Firm.* Ernst & Young LLP, with offices located at 5 Times Square, New York, New York 10036, serves as the independent registered public accounting firm to the Trust.