

PROSPECTUS SUPPLEMENT NO. 2

(to the Prospectus dated January 10, 2024, as amended February 1, 2024)

**Common Shares of Beneficial Interest**



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This prospectus supplement (the "Supplement No. 2") supplements and amends the prospectus dated January 10, 2024, as amended February 1, 2024 (the "Prospectus") for the WisdomTree Bitcoin Fund (the "Trust"). Supplement No. 2 is being filed to include the information contained in our Quarterly Report on Form 10-Q, for the quarter ended June 30, 2024, filed with the Securities and Exchange Commission on August 14, 2024 (the "Form 10-Q"). Accordingly, Form 10-Q is attached to this Supplement No. 2. Supplement No. 2 should be read together with the Prospectus.

Shares of the Trust are listed on Cboe BZX Exchange, Inc. under the symbol "BTCW."

**Investing in the Shares involves significant risks. See "RISK FACTORS" starting on page 12 of the Prospectus.**

**These securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities commission nor has the Securities and Exchange Commission passed upon the adequacy or accuracy of the Prospectus or this Prospectus Supplement. Any representation to the contrary is a criminal offense.**

**The Trust is not a mutual fund or any other type of investment company within the meaning of the Investment Company Act of 1940, as amended, and is not subject to regulation thereunder.**

**The date of this Prospectus Supplement No. 2 is August 30, 2024.**

**PLEASE RETAIN THIS SUPPLEMENT FOR FUTURE REFERENCE**

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 10-Q**

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(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended **June 30, 2024**  
or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-03480

**WISDOMTREE BITCOIN FUND**

*(formerly WisdomTree Bitcoin Trust)*

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**99-6119726**  
(I.R.S. Employer  
Identification No.)

**250 West 34th Street, 3rd Floor**  
**New York, New York**  
(Address of Principal Executive Offices)

**10119**  
(Zip Code)

Registrant's telephone number, including area code: **(866) 909-9473**

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Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares of Beneficial Interest of WisdomTree Bitcoin Fund	BTCW	Cboe BZX Exchange, Inc.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer   
Non-Accelerated Filer

Accelerated Filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of outstanding Shares as of June 30, 2024: 1,215,000

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**WISDOM TREE BITCOIN FUND**  
**QUARTER ENDED JUNE 30, 2024**  
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### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This quarterly report on Form 10-Q contains “forward-looking statements” (as such term is defined in the Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties and are subject to change based on various important factors, many of which may be beyond our control. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “expect,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential” or the negative of these terms or other comparable terminology. All statements (other than statements of historical fact) included in this quarterly report that address activities, events or developments that will or may occur in the future, including such matters as movements in the cryptocurrencies markets and indexes that track such movements, the Trust’s operations, the Sponsor’s plans and references to the Trust’s future success and other similar matters, are forward-looking statements. These statements are only predictions. Actual events or results may differ materially. These statements are based upon certain assumptions and analyses the Sponsor has made based on its perception of historical trends, current conditions and expected future developments, as well as other factors appropriate in the circumstances. Whether or not actual results and developments will conform to the Sponsor’s expectations and predictions, however, is subject to a number of risks and uncertainties, including the special considerations discussed in this quarterly report and “Item 1A. Risk Factors” of our Annual Report on Form 10-K for the year ended December 31, 2023 general economic, market and business conditions, changes in laws or regulations, including those concerning taxes, made by governmental authorities or regulatory bodies, and other world economic and political developments. Consequently, all the forward-looking statements made in this quarterly report are qualified by these cautionary statements, and there can be no assurance that actual results or developments the Sponsor anticipates will be realized or, even if substantially realized, that they will result in the expected consequences to, or have the expected effects on, the Trust’s operations or the value of its Shares.

Unless otherwise stated or the context otherwise requires, the terms “we,” “our” and “us” in this quarterly report refer to the Trust.

**PART I. FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

*WisdomTree Bitcoin Fund  
Statements of Assets and Liabilities  
June 30, 2024 and December 31, 2023*

	<b>June 30, 2024 (unaudited)</b>	<b>December 31, 2023</b>
<b>ASSETS:</b>		
Investment in bitcoin, at cost	\$ 74,530,823	\$ –
Investment in bitcoin, at fair value (Note 2)	81,776,494	–
Cash	–	50,000
<b>Total Assets</b>	<b>81,776,494</b>	<b>50,000</b>
<b>LIABILITIES:</b>		
Sponsor fee payable, net (Note 3)	–	–
<b>Total Liabilities</b>	<b>–</b>	<b>–</b>
<b>COMMITMENTS AND CONTINGENCIES (Note 4)</b>		
	–	–
<b>NET ASSETS</b>	<b>\$ 81,776,494</b>	<b>\$ 50,000</b>
<b>Net Assets consist of:</b>		
Capital Stock	\$ 73,360,557	\$ 50,000
Total distributable earnings (loss)	8,415,937	–
<b>NET ASSETS</b>	<b>\$ 81,776,494</b>	<b>\$ 50,000</b>
Outstanding beneficial interest shares of \$0.0001 par value (unlimited number of shares authorized)	1,215,000	1,000
Net Asset Value Per Share	\$ 67.31	\$ 50.00

*See accompanying Notes to Unaudited Financial Statements which are an integral part of the financial statements.*

*WisdomTree Bitcoin Fund*

*Schedule of Investment (Unaudited)*

*June 30, 2024*

Investment	Quantity	Value
<b>DIGITAL ASSETS – 100.0%</b>		
Bitcoin <sup>(a)</sup>	1,290	\$ 81,776,494
<b>TOTAL INVESTMENT IN BITCOIN</b>		<b>81,776,494</b>
(Cost: \$74,530,823)		81,776,494
Other Assets less Liabilities – 0.0%		–
<b>NET ASSETS - 100.0%</b>		<b>\$ 81,776,494</b>

(a) Non-income producing.

**FAIR VALUATION SUMMARY**

The following is a summary of the fair valuations according to the inputs used in valuing the Trust's investments (See Note 2 – Investment Valuation):

	Quoted Prices in Active Markets (Level 1)	Other Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
<b>Assets:</b>				
<b>Investment in Bitcoin</b>				
Digital Assets	\$ 81,776,494	\$ —	\$ —	\$ 81,776,494
<b>Total Investment in Bitcoin</b>	<b>\$ 81,776,494</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 81,776,494</b>

*December 31, 2023\**

\* As of December 31, 2023 the WisdomTree Bitcoin Fund did not hold any investments in bitcoin.

*See accompanying Notes to Unaudited Financial Statements which are an integral part of the financial statements.*

*WisdomTree Bitcoin Fund*

*Statements of Operations (Unaudited)<sup>†</sup>*

	<b>For the Three Months Ended June 30, 2024</b>	<b>For the Six Months Ended June 30, 2024</b>
<b>INVESTMENT INCOME:</b>		
Total investment income	\$ –	\$ –
<b>EXPENSES:</b>		
Sponsor Fee (Note 3)	49,963	70,048
Total expenses	49,963	70,048
Expense waiver (Note 3)	(49,963)	(70,048)
Net expenses	–	–
Net investment income	–	–
<b>NET REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENT:</b>		
Net realized gain from investment in bitcoin	168,416	1,170,266
Net increase (decrease) in unrealized appreciation on investment in bitcoin	(10,216,376)	7,245,671
Net realized and unrealized gain (loss) on investment in bitcoin	(10,047,960)	8,415,937
<b>NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS</b>	<b>\$ (10,047,960)</b>	<b>\$ 8,415,937</b>

<sup>†</sup> No comparative Statement of Operations is shown as of June of the prior year since the WisdomTree Bitcoin Fund commenced investment operations after that period.

*See accompanying Notes to Unaudited Financial Statements which are an integral part of the financial statements.*

*WisdomTree Bitcoin Fund*

*Statements of Changes in Net Assets (Unaudited)<sup>†</sup>*

	<b>For the Three Months Ended June 30, 2024</b>	<b>For the Six Months Ended June 30, 2024</b>
<b>INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS:</b>		
Net investment income	\$ —	\$ —
Net realized gain on investment in bitcoin	168,416	1,170,266
Net increase (decrease) in unrealized appreciation on investment in bitcoin	(10,216,376)	7,245,671
Total increase (decrease) in net assets resulting from operations	(10,047,960)	8,415,937
<b>CAPITAL SHARE TRANSACTIONS:</b>		
Net proceeds from sale of shares	16,982,704	86,884,383
Cost of shares redeemed	(6,142,409)	(13,573,826)
Net increase in net assets resulting from capital share transactions	10,840,295	73,310,557
<b>Net Increase in Net Assets</b>	<b>792,335</b>	<b>81,726,494</b>
<b>NET ASSETS:</b>		
Beginning of period	\$ 80,984,159	\$ 50,000
End of period	\$ 81,776,494	\$ 81,776,494
<b>SHARES CREATED AND REDEEMED</b>		
Shares outstanding, beginning of period	1,080,000	1,000
Shares created	235,000	1,424,000
Shares redeemed	(100,000)	(210,000)
Shares outstanding, end of period	1,215,000	1,215,000

<sup>†</sup> No comparative Statement of Changes in Net Assets is shown as of June of the prior year since the WisdomTree Bitcoin Fund commenced investment operations after that period.

See accompanying Notes to Unaudited Financial Statements which are an integral part of the financial statements.

*WisdomTree Bitcoin Fund*

*Statement of Cash Flows (Unaudited)<sup>†</sup>*

**For the Six Months Ended June 30, 2024**

<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>	
Net increase in net assets resulting from operations	\$ 8,415,937
<b>ADJUSTMENTS TO RECONCILE NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS TO NET CASH PROVIDED BY (USED FOR) OPERATING ACTIVITIES:</b>	
Purchases of bitcoin	(83,087,820)
Proceeds from sales of bitcoin	9,727,263
Net realized gain on investment in bitcoin	(1,170,266)
Net change in unrealized appreciation from investment in bitcoin	(7,245,671)
Net cash used for operating activities	(73,360,557)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>	
Net proceeds from the sale of shares	86,884,383
Cost of shares redeemed	(13,573,826)
Net cash provided by financing activities	73,310,557
Net decrease in cash	(50,000)
Cash at beginning of period	50,000
Cash at end of period	\$ —

<sup>†</sup> No comparative Statements of Cash Flows is shown as of June of the prior year since the WisdomTree Bitcoin Fund commenced investment operations after that period.

See accompanying Notes to Unaudited Financial Statements which are an integral part of the financial statements.

*WisdomTree Bitcoin Fund*

*Notes to Unaudited Financial Statements*

*June 30, 2024*

**1. ORGANIZATION**

WisdomTree Bitcoin Fund (the “Trust”) is a Delaware statutory trust organized on March 8, 2021 under Delaware law pursuant to the Delaware Statutory Trust Act (the “DTSA”) and the Second Amended and Restated Trust Agreement (the “Trust Agreement”). The Trust’s investment objective is to gain exposure to the price of bitcoin, less expenses and liabilities of the Trust’s operations. The Trust is an exchange-traded fund that issues common shares of beneficial interest (the “Shares”) that are listed on the Cboe BZX Exchange, Inc. (the “Exchange”) and trade under the ticker symbol “BTCW”.

WisdomTree Digital Commodity Services, LLC (the “Sponsor”) serves as sponsor of the Trust. The Sponsor arranged for the creation of the Trust and is responsible for the ongoing registration of the Shares for public offering in the United States and the listing of Shares on the Exchange. The Sponsor will develop and administer a marketing plan for the Trust and prepare marketing materials regarding the Shares, in each case in conjunction with Foreside Fund Services, LLC (the “Marketing Agent”). The Sponsor selects the service providers, negotiates the applicable agreements and fees and monitors the performance of the Trust.

Delaware Trust Company (the “Trustee”) acts as the trustee of the Trust for the purpose of creating a Delaware statutory trust in accordance with the DSTA. The Trustee is appointed to serve as the trustee of the Trust in the State of Delaware for the sole purpose of satisfying the requirement of Section 3807(a) of the DSTA that the Trust have at least one Trustee with a principal place of business in the State of Delaware.

Prior to December 31, 2023, the Trust had no operations other than matters relating to its organization and registration under Securities Act of 1933, as amended (the “1933 Act”). WisdomTree, Inc., the parent of the Sponsor, purchased (i) \$50,000 in Shares at a price per Share of \$50 on December 22, 2023, and (ii) \$2,450,000 in Shares at a price per Share of \$50 on January 8, 2024, for a total of \$2,500,000, resulting in total ownership of 50,000 Shares. On January 10, 2024, the Trust’s registration statement relating to the continuous public offering of its Shares was declared effective by the U.S. Securities and Exchange Commission (the “SEC”) and the Trust commenced trading on the Exchange on January 11, 2024.

In the ordinary course of operation, the Trust will sell or redeem its Shares, in blocks of 5,000 Shares (a “Basket”) based on the quantity of bitcoin attributable to each Share of the Trust (net of accrued but unpaid expenses and liabilities). For a subscription of Shares, the subscription shall be in the amount of cash needed to purchase the amount of bitcoin represented by the Basket being created, in each case as calculated by State Street Bank and Trust Company, the Trust’s administrator (the “Trust Administrator” or the “Cash Custodian”). For a redemption of Shares, the Sponsor shall arrange for the bitcoin represented by the Basket to be sold and the cash proceeds distributed. Financial firms that are authorized to purchase or redeem Shares with the Trust (known as “Authorized Participants”) will deliver cash to the Trust’s account with the Cash Custodian in exchange for Shares when they purchase Shares and will receive cash (from the Cash Custodian), when they redeem Shares with the Trust. Shares initially comprising the same Basket but offered by the Authorized Participants to the public at different times may have different offering prices, which depend on various factors, including the supply and demand for Shares, the value of the Trust’s assets, and market conditions at the time of a transaction.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies consistently followed by the Trust in the preparation of its financial statements. The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”) and in the opinion of management reflect all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of the financial statements. The Trust is an investment company for GAAP purposes and follows the specialized accounting and reporting guidance in the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC” or “Codification”) Topic 946, Financial Services—Investment Companies. Rules and interpretive releases of the SEC under authority of federal laws are also sources of authoritative GAAP for SEC registrants.

**Cash & Cash Equivalents** — Cash includes non-interest bearing, non-restricted cash maintained with one banking institution that does not exceed U.S. federally insured limits.

**Investment Transactions and Revenue Recognition** — The Trust records its investment transactions in bitcoin on a trade date basis and changes in fair value are reflected as net change in unrealized appreciation or depreciation on investment in bitcoin. Realized gains and losses on the Trust’s investment transactions in bitcoin are calculated using the average cost method.

**Use of Estimates** — The preparation of financial statements in conformity with GAAP, requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in the net assets from operations during the reporting period. Actual results could differ from those estimates.

**Investment Valuation** — The Trust’s investment in bitcoin is recorded on the financial statements at fair value in accordance with FASB ASC Topic 820, “Fair Value Measurements and Disclosures” (“ASC 820”). Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or, in the absence of a principal market, in the most advantageous market for the asset or liability. ASC 820 defines “principal market” as the market with the greatest volume and level of activity for the asset or liability. The determination of the principal market (and, as a result, the market participants in the principal market) is made from the perspective of the reporting entity. ASC 820 defines “most advantageous market” as the market that maximizes the amount that would be received to sell the asset or minimizes the amount that would be paid to transfer the liability, after taking into account transaction costs and transportation costs. Based on the foregoing, the Trust has determined its principal market for GAAP reporting for its bitcoin investment to be the bitcoin platform operated by Coinbase, Inc. and utilizes an exchange-traded price from that principal market as of 11:59:59 p.m. Eastern Standard Time on the financial statement measurement date.

ASC 820 has established a three-tier hierarchy of inputs to be used when determining fair value measurements for disclosure purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk — for example, the risk inherent in a particular valuation technique used to measure fair value (such as a pricing model) and/or the risk inherent in the inputs to the valuation technique. Inputs may be observable or unobservable. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability. Observable inputs are based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the reporting entity’s own assumptions about the assumptions market participants would use in pricing the asset or liability. Unobservable inputs are based on the best information available in the circumstances. The three-tier hierarchy of inputs is summarized in the three broad levels listed below:

Level 1 – quoted prices in active markets for identical securities

Level 2 – other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.)

Level 3 – significant unobservable inputs (including the Trust’s assumptions in determining the fair value of investments)

The inputs or methodology used for valuation are not necessarily an indication of the risk associated with investing in those investments.

The summary of fair valuations according to the inputs used in valuing the Trust’s assets as of the measurement date is included in a “Fair Valuation Summary” supplementary table in the Schedule of Investment.

For the three and six months ended June 30, 2024, there were no significant transfers into or out of Level 3 of the fair value hierarchy.

**Income Taxes** — The Trust is classified as a “grantor trust” for United States federal income tax purposes. As a result, the Trust itself will not be subject to United States federal income tax. Instead, the Trust’s income and expenses will “flow through” to the shareholders. Consequently, each sale of bitcoin by the Trust would constitute a taxable event to shareholders. The Sponsor evaluates tax positions taken or expected to be taken in the course of its tax treatment, and its tax reporting to its shareholders, of these positions to determine whether the tax positions are “more-likely-than-not” to be sustained by the applicable tax authority. Tax positions not deemed to meet that threshold would be recorded as an expense in the current year. The Trust is required to analyze all open tax years. The Sponsor has analyzed applicable tax laws and regulations and their application to the Trust as of June 30, 2024 and does not believe that there are any uncertain tax positions that require recognition of a tax liability. Open tax years are those years that are open for examination by the relevant income taxing authority. As of June 30, 2024, the 2023 tax year remains open for examination. There were no examinations in progress at period end.

### 3. EXPENSES, ORGANIZATION AND OFFERING COSTS

The Trust pays the Sponsor a fee (the “Sponsor Fee”) in accordance with the Trust agreement and as set forth in the Prospectus. The Sponsor fee is 0.25% per annum of the Trust’s daily net asset value. The Sponsor Fee will accrue and be payable in U.S. dollars. The Trust’s only ordinary recurring expense is expected to be the Sponsor Fee. In exchange for the Sponsor’s Fee, the Sponsor has agreed to assume the marketing and the following administrative expenses of the Trust: the fees of the Trustee, the Trust Administrator, Fund Accountant, Transfer Agent, the Marketing Agent, Coinbase Custody Trust Company LLC (the “Bitcoin Custodian”), the Cash Custodians’ Fee, Exchange listing fees, SEC registration fees, printing and mailing costs, tax reporting fees, audit fees, license fees and ordinary legal fees and expenses. The Sponsor will also pay the costs of the Trust’s organization and the initial sale of the Shares. There is no cap on the amount of these Sponsor paid expenses.

For the six-month period that commenced on January 11, 2024, the Sponsor waived the Sponsor Fee for the first \$1.0 billion of the Trust’s assets. Subsequent to June 30, 2024, after the close of business on July 11, 2024, the waiver expired and was not renewed. For the three and six months ended June 30, 2024, the Sponsor waived \$49,963 and \$70,048 of its fee, respectively.

The Trust may incur certain non-recurring expenses that are not assumed by the Sponsor, including but not limited to, taxes and governmental charges, any applicable brokerage commissions, financing charges or fees, bitcoin network fees and similar transaction fees, expenses and costs of any extraordinary services performed by the Sponsor (or any other service provider) on behalf of the Trust to protect the Trust or the interests of Shareholders (including, for example, in connection with any fork of the bitcoin blockchain), any indemnification of the Cash Custodian, Bitcoin Custodian, Trust Administrator or other agents, service providers or counterparties of the Trust and extraordinary legal fees and expenses, including any legal fees and expenses incurred in connection with litigation, regulatory enforcement or investigation matters.

The Trust does not have any income and will need to sell bitcoin at the price available through Coinbase Inc. (the “Prime Execution Agent”) to cover the Sponsor’s Fee and expenses not assumed by the Sponsor, if any. The Trust is responsible for paying any costs associated with the transfer of bitcoin to the Sponsor or the sale of bitcoin. Under the terms of each Authorized Participant Agreement, the Authorized Participants will be responsible for any brokerage or transaction costs associated with the sale or transfer of bitcoin incurred in connection with the fulfillment of a creation and redemption order. Brokerage or transaction costs associated with the sale or transfer of bitcoin are recorded by the Trust as a reduction of realized gain or an increase in realized loss from investment in bitcoin on the Statement of Operations. Reimbursements of brokerage or transaction costs by an Authorized Participant are included in the capital share transactions activity shown on the Statement of Changes in Net Assets as an increase to “*Net proceeds from sale of shares*” or a decrease to “*Cost of shares redeemed*”. The Trust may also be subject to other liabilities (for example, as a result of litigation) that have also not been assumed by the Sponsor.

To cover the Sponsor’s Fee and expenses not assumed by the Sponsor, the Sponsor or its delegate will cause the Trust (or its delegate) to convert bitcoin into U.S. dollars at the price available through the Prime Execution Agent. The number of bitcoins represented by a Share will decline each time the Trust pays the Sponsor fee or any Trust expenses not assumed by the Sponsor by transferring or selling bitcoins.

#### **4. COMMITMENTS AND CONTINGENCIES**

In the normal course of business, the Trust may enter into contracts that contain a variety of representations or that provide indemnification for certain liabilities. The Trust's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Trust that have not yet occurred. However, the Trust has not had prior claims or losses pursuant to these contracts and believes such exposure to be remote.

#### **5. RELATED PARTIES**

As of December 31, 2023, WisdomTree, Inc. owned 1,000 shares or 100% of the outstanding Shares of the Trust. As of June 30, 2024, WisdomTree, Inc. owned 50,000 shares or 4.12% of the outstanding Shares of the Trust.

#### **6. INDEMNIFICATION**

The Trust Agreement provides that the Sponsor and its shareholders, members, directors, officers, employees, affiliates and subsidiaries (each a "Sponsor Indemnified Party") will be indemnified by the Trust and held harmless against any loss, liability or expense incurred under the Trust Agreement without fraud, bad faith or willful misconduct on the part of such Sponsor Indemnified Party arising out of or in connection with the performance of its obligations under the Trust Agreement or any actions taken in accordance with the provisions of the Trust Agreement. The Trust's maximum exposure under these arrangements cannot be known; however, the Trust expects any risk of loss to be remote.

#### **7. CONCENTRATION RISK**

Unlike other funds that may invest in diversified assets, the Trust's investment strategy is concentrated in a single asset class: bitcoin. This concentration maximizes the degree of the Trust's exposure to a variety of market risks associated with bitcoin. By concentrating its investment strategy solely in bitcoin, any losses suffered as a result of a decrease in the value of bitcoin can be expected to reduce the value of an interest in the Trust and will not be offset by other gains if the Trust were to invest in underlying assets that were diversified.

#### **8. CREATIONS AND REDEMPTION OF SHARES**

The Sponsor has the power and authority, without action or approval by the shareholders, to cause the Trust to issue Shares from time to time as it deems necessary and desirable, but only in one or more baskets ("Baskets") of 5,000 shares based on the quantity of bitcoin attributable to each Share of the Trust (net of accrued but unpaid expenses and liabilities). The number of Shares authorized is unlimited. From time to time, the Sponsor may cause the Trust to divide or combine the Shares into a greater or lesser number without thereby changing the proportionate beneficial interests in the Trust, or in any way affecting the rights, of the shareholders, without action or approval by the shareholders. The ownership of Shares are recorded on the books of the Trust and/or a transfer (or similar agent) for the Trust. No certificates certifying the ownership of Shares are issued except as the Sponsor may otherwise determine from time to time. The Sponsor may make such rules as it considers appropriate for the issuance of share certificates, transfer of Shares and similar matters. The record books of the Trust as kept by the Trust, or by a transfer agent (or similar agent), as the case may be, are conclusive as to the identity of the shareholders and as to the number of Shares held time to time by each.

“Authorized Participants” are the only persons that may place orders to create or redeem Baskets. Each Authorized Participant must (i) be a registered broker-dealer or other securities market participant, such as a bank or other financial institution that is not required to register as a broker-dealer to engage in securities transactions, (ii) be a participant in The Depository Trust Company, and (iii) have entered into an Authorized Participant Agreement with the Trust.

The total deposit of cash required to create each Basket includes the cash equivalent of an amount of bitcoin that is in the same proportion to the total assets of the Trust less any accrued but unpaid expenses and liabilities. In order to calculate the amount of cash necessary for a creation Basket, the Trust administrator multiplies the NAV per share by the number of Shares in a creation Basket (5,000). Each night, the Sponsor or Trust administrator publish the amount of cash that will be required in exchange for each creation Basket the next business day. To the extent there is a difference between the price actually paid by the Trust to acquire a Creation Basket worth of bitcoin in the creation process compared to the cash value of the Creation Basket (i.e., if there is a difference between the amount paid by the Execution Agent on behalf of the Trust to purchase the requisite amount of bitcoin and the valuation of bitcoin as part of the Trust’s NAV calculation), that difference will also be charged to the creating Authorized Participant in the form of a variable fee.

NAV per Share for purposes of facilitating creations and redemptions of the Trust is computed each business day using the CME CF Bitcoin Reference Rate – New York Variant (the “Reference Rate”) as of 4:00 p.m. Eastern Time to value the Trust’s investment in bitcoin. The methodology of the Reference Rate used to value bitcoin for purposes of calculating NAV per Share may not be deemed consistent with GAAP and may be different from the value of bitcoin used in the Trust’s GAAP and may be different from the value of bitcoin used in the Trust’s GAAP financial statements.

Creation and redemption transactions of Shares of the Trust are shown in the Statements of Changes in Net Assets.

## **9. RECENT ACCOUNTING PRONOUNCEMENTS**

In December 2023, the FASB issued Accounting Standards Update (“ASU”) No. 2023-08, “Intangibles-Goodwill and Other-Crypto Assets (Subtopic 350-60): Accounting for and Disclosure of Crypto Assets” (“ASU 2023-08”). ASU 2023-08 requires entities to subsequently measure certain crypto assets at fair value, and changes in fair value must be recorded in net income in each reporting period. In addition, entities are required to provide additional disclosures about the holdings of certain crypto assets. ASU 2023-08 is effective for annual and interim reporting periods beginning after December 15, 2024. Early adoption is permitted for both interim and annual financial statements that have not yet been issued or made available for issuance. The Trust is currently evaluating the impact the adoption of this new accounting standard update will have on its financial statements and related disclosures but does not expect it will have a material impact on the Trust’s financial statements as the requirements of ASU 2023-08 generally align with the accounting requirements under ASC Topic 946.

## 10. FINANCIAL HIGHLIGHTS<sup>1</sup>

Selected data for a share of beneficial interest outstanding throughout each period is presented below:

	<b>For the Three Months Ended June 30, 2024 (unaudited)</b>	<b>For the Six Months Ended June 30, 2024 (unaudited)</b>
Net asset value, beginning of period	\$ 74.99	\$ 50.00
Investment operations:		
Net income	—	—
Net realized and unrealized gain	(7.68)	17.31
Total from investment operations	(7.68)	17.31
Net asset value, end of period	\$ 67.31	\$ 67.31
<b>TOTAL RETURN<sup>2</sup></b>	<b>(10.24)%</b>	<b>34.62%</b>
<b>RATIOS/SUPPLEMENTAL DATA:</b>		
Net assets, end of period (000's omitted)	\$ 81,776	\$ 81,776
Ratios to average net assets of:		
Expenses, net of expense waivers <sup>3</sup>	0.00%	0.00%
Expenses, prior to expense waivers <sup>3</sup>	0.25%	0.25%
Net investment income	0.00%	0.00%

<sup>1</sup> No comparative Financial Highlights information is shown as of June of the prior year since the WisdomTree Bitcoin Fund commenced investment operations after that period.

<sup>2</sup> Total return calculated for a period of less than one year is not annualized. For the period in which the Sponsor waived its fee, the total return would have been lower if such fee had not been waived (Note 3).

<sup>3</sup> Annualized.

## 11. SUBSEQUENT EVENTS

The Sponsor has evaluated all subsequent transactions and events through the date on which these financial statements were issued and has determined that no additional items require disclosure in these financial statements.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion and analysis of our financial condition and results of operations should be read together with, and is qualified in its entirety by reference to, our unaudited financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q (this "Quarterly Report"), which have been prepared in accordance with generally accepted accounting principles in the United States ("GAAP"). The following discussion may contain forward-looking statements based on assumptions we believe to be reasonable. Our actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those discussed below and elsewhere in this Quarterly Report, "Cautionary Note Regarding Forward-Looking Statements," and the risks described in the in Item 1A. "Risk Factors" of the Trust's Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

### Overview

The Trust is an exchange-traded fund that issues Shares that are traded on the Cboe BZX Exchange, Inc. (the "Exchange"). The Trust's investment objective is to gain exposure to the price of bitcoin as represented by the CME CF Bitcoin Reference Rate – New York Variant (the "Reference Rate"), less expenses and liabilities of the Trust's operations. In seeking to achieve its investment objective, the Trust holds bitcoin and values its Shares daily based on the Reference Rate, which is based on an aggregation of executed trade flow of major bitcoin platforms. On January 11, 2024, the Shares commenced trading on the Exchange under the ticker symbol "BTCW".

The following discussion and analysis was prepared to supplement information contained in the accompanying financial statements and is intended to explain certain items regarding the Trust's financial condition as of June 30, 2024 and its results of operations for the three and six months ended June 30, 2024. It should be read in conjunction with the unaudited financial statements and related notes thereto contained in this Quarterly Report.

### Critical Accounting Policies and Estimates

#### *Fair Value Determination*

The Trust's investment in bitcoin is recorded on the financial statements at fair value in accordance with FASB ASC Topic 820, "Fair Value Measurements and Disclosures" ("ASC 820"). Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or, in the absence of a principal market, in the most advantageous market for the asset or liability. ASC 820 defines "principal market" as the market with the greatest volume and level of activity for the asset or liability. The determination of the principal market (and, as a result, the market participants in the principal market) is made from the perspective of the reporting entity. ASC 820 defines "most advantageous market" as the market that maximizes the amount that would be received to sell the asset or minimizes the amount that would be paid to transfer the liability, after taking into account transaction costs and transportation costs. Based on the foregoing, the Trust has determined its principal market for GAAP reporting for its bitcoin investment to be the bitcoin platform operated by Coinbase, Inc. and utilizes an exchange-traded price from that principal market as of 11:59:59 p.m. Eastern Standard Time on the financial statement measurement date. The Sponsor will perform other procedures (consistent with GAAP) to value an investment in bitcoin when a market quote is not available.

## Results of Operations

### *Selected Financial Highlights for the Three- and Six-Month period ended June 30, 2024*

	<b>For the Three Months ended June 30, 2024</b>	<b>For the Six Months ended June 30, 2023</b>
Net realized and unrealized gain (loss) on investment in bitcoin	\$ (10,047,960)	\$ 8,415,937
Net increase (decrease) in net assets resulting from operations	\$ (10,047,960)	\$ 8,415,937
Net assets	<u>\$ 81,776,494</u>	<u>\$ 81,776,494</u>

Net realized and unrealized gain on investment in bitcoin for the six months ended June 30, 2024 was \$8,415,937 (-\$10,047,960 for the three months ended June 30, 2024) which, for the six months ended June 30, 2024, includes a net change in unrealized appreciation on investment in bitcoin of \$7,245,671 (-\$10,216,376 for the three months ended June 30, 2024). Decrease in net realized and unrealized gain on investment in bitcoin for the three-month period ended June 30, 2024 was driven by bitcoin price depreciation from \$70,596.99 per bitcoin as of March 31, 2024 to \$63,369.30 per bitcoin as of June 30, 2024. Increase in net realized and unrealized gain on investment in bitcoin for the six-month period ended June 30, 2024 was driven by bitcoin price appreciation from \$46,411.68 per bitcoin as of January 10, 2024 (the end of day price prior to the commencement of operations) to \$63,369.30 per bitcoin as of June 30, 2024. Net decrease in net assets resulting from operations was -\$10,047,960 for the three months ended June 30, 2024 which consisted of net realized gains of \$168,416 which was offset by a -\$10,216,376 net decrease in unrealized appreciation on investment in bitcoin. Net increase in net assets resulting from operations was \$8,415,937 for the six months ended June 30, 2024 which consisted of net realized gains of \$1,170,266 and a \$7,245,671 net increase in unrealized appreciation on investment in bitcoin. Net assets increased to \$81,776,494 at June 30, 2024 and total return (based on NAV per Share) for the six-month period was 34.62% (-10.24% for the three months ended June 30, 2024). For the three months ended June 30, 2024, the \$792,335 net increase in net assets resulted from the aforementioned bitcoin price depreciation which was offset by \$10,840,295 of net increase resulting from capital share transactions. For the six months ended June 30, 2024, the \$81,726,494 net increase in net assets resulted from the aforementioned bitcoin price appreciation and by \$73,310,557 of net increase resulting from capital share transactions.

### *Net Asset Value*

The Trust's NAV per Share is calculated by:

- taking the Trust's total assets including, but not limited to, the market value of bitcoin, carrying amount of cash or other assets;

- subtracting any liabilities; and
- dividing that total by the total number of outstanding Shares.

The methodology of the Reference Rate used to value bitcoin for purposes of calculating NAV per Share may not be deemed consistent with GAAP and may be different from the value of bitcoin used in the Trust's GAAP financial statements. To the extent the methodology used to calculate the Reference Rate is deemed not to be consistent with GAAP, the Trust will utilize an alternative GAAP-consistent pricing source for purposes of the Trust's periodic financial statements, as further discussed below.

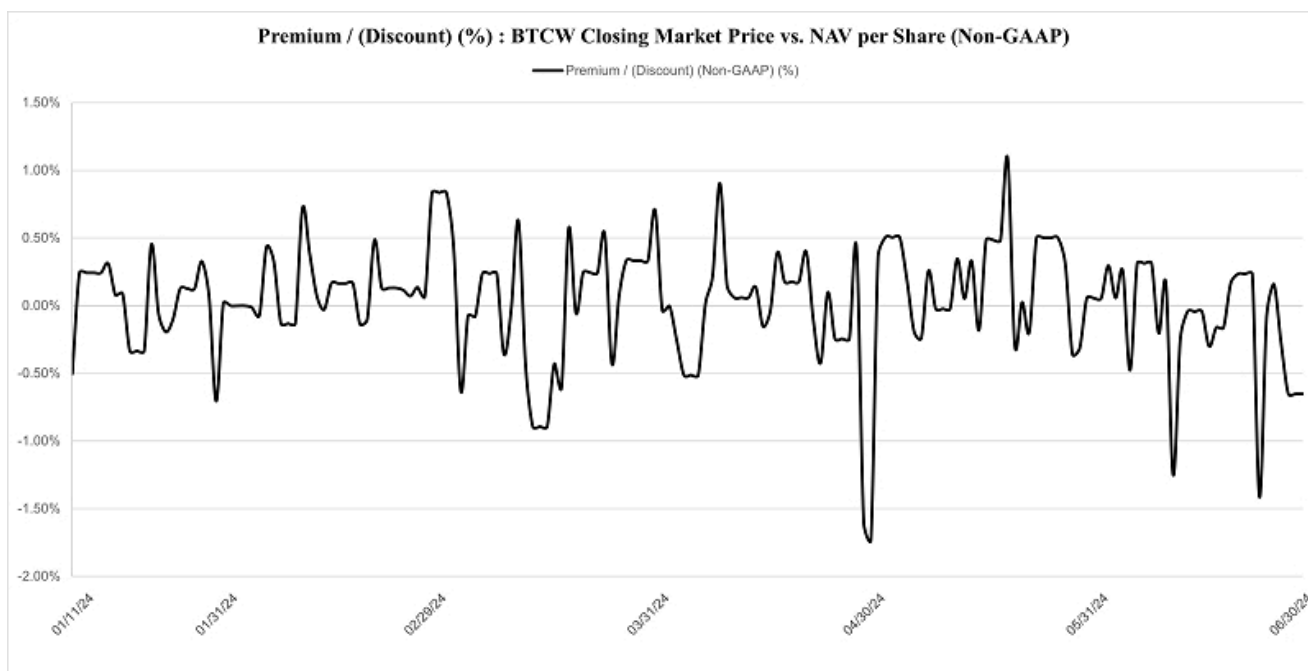
The Trust Administrator calculates the NAV of the Trust once each Exchange trading day. The NAV for a normal trading day will be released after 4:00 p.m. Eastern Standard Time. Trading during the core trading session on the Exchange typically closes at 4:00 p.m. Eastern Standard Time. However, NAVs are not officially struck until later in the day (often by 5:30 p.m. Eastern Standard Time and almost always by 8:00 p.m. Eastern Standard Time).

The Sponsor believes that the Reference Rate is reflective of a reasonable valuation of the average spot price of bitcoin. However, in the event the Reference Rate is not available or is determined by the Sponsor to not be reliable, the Sponsor will "fair value" the Trust's bitcoin holdings. The Sponsor does not anticipate that the need to "fair value" bitcoin will be a common occurrence. The Sponsor reserves the right to replace the Reference Rate with another valuation methodology which it believes will accurately track the price of bitcoin. If the Sponsor makes the decision to materially change the valuation methodology or replace either the Reference Rate or the Benchmark Administrator, the Sponsor will notify Shareholders via a posting on the Trust's website, prospectus supplement, post-effective amendment, through a current report on Form 8-K or in the Trust's annual or quarterly reports.

The Sponsor publishes the NAV, NAV per Share and the Trust's bitcoin holdings at [www.wisdomtree.com/investments](http://www.wisdomtree.com/investments) after their determination and availability. Reference Rate data and the description of the Reference Rate are based on information made publicly available by the Benchmark Administrator on its website at <https://www.cfbenchmarks.com>.

As of June 28, 2024 (the last business day), the Trust had a net closing balance of 1,290.474994 bitcoins with a value of \$77,854,572 based on the Reference Rate Price of \$60,330.17, which is calculated pursuant to non-GAAP methodology. As of June 30, 2024, the total market value of the Trust's bitcoin was \$81,776,494, based on the price of a bitcoin in the principal market of \$63,369.30. For the three- and six-month period ended June 30, 2024, the Trust determined that Coinbase was its principal market.

The following chart illustrates the movement in the Market Price per Share and the Trust's NAV per Share from January 11, 2024, the date the Trust was listed on the Exchange, to June 30, 2024.



The table below illustrates the high and low price of Bitcoin as represented by the Reference Rate and the principal market during the period ended June 30, 2024.

Period	High			Low			End of Period	
	Reference Rate Price	Principal Market Price	Date	Reference Rate Price	Principal Market Price	Date	Reference Rate Price <sup>‡</sup>	Principal Market Price
For the six-month period ended June 30, 2024	\$ 73,127.23	\$ 73,308.46	3/13/24	\$ 39,238.43	\$ 39,631.41	1/23/24	\$ 60,330.17	\$ 63,369.30

<sup>‡</sup> The Reference Rate Price shown is as of the last business day during the period.

### Liquidity and Capital Resources

The Trust is not aware of any trends, demands, conditions or events that are reasonably likely to result in material changes to its liquidity needs.

The Trust will pay the Sponsor a unified fee of 0.25% per annum of the Trust's average daily NAV (the "Sponsor Fee") as compensation for services performed under the Trust Agreement. The Trust's only ordinary recurring expense is the Sponsor Fee. For the 6-month period commencing on January 11, 2024, the day the Trust's Shares are initially listed on the Exchange, the Sponsor waived the entire Sponsor Fee on the first \$1.0 billion of Trust assets. Subsequent to June 30, 2024, after the close of business on July 11, 2024, the waiver expired and was not renewed.

Except for periods during which all or a portion of the Sponsor Fee is being waived, the Sponsor Fee will accrue and be payable in U.S. dollars. The Trust's only ordinary recurring expense is expected to be the Sponsor Fee. In exchange for the Sponsor's Fee, the Sponsor has agreed to assume the marketing and the following administrative expenses of the Trust: the fees of the Trustee, the Trust Administrator, Fund Accountant, Transfer Agent, the Marketing Agent, the Bitcoin Custodian, the Cash Custodians' Fee, Exchange listing fees, SEC registration fees, printing and mailing costs, tax reporting fees, audit fees, license fees and ordinary legal fees and expenses. The Sponsor will also pay the costs of the Trust's organization and the initial sale of the Shares. There is no cap on the amount of these Sponsor paid expenses.

The Sponsor may, at its sole discretion and from time to time, waive all or a portion of the Sponsor Fee for stated periods of time. The Sponsor is under no obligation to waive any portion of its fees and any such waiver shall create no obligation to waive any such fees during any period not covered by the waiver.

The Trust may incur certain non-recurring expenses that are not assumed by the Sponsor, including but not limited to, taxes and governmental charges, any applicable brokerage commissions, financing charges or fees, Bitcoin network fees and similar transaction fees, expenses and costs of any extraordinary services performed by the Sponsor (or any other service provider) on behalf of the Trust to protect the Trust or the interests of Shareholders (including, for example, in connection with any fork of the bitcoin blockchain), any indemnification of the Cash Custodian, Bitcoin Custodian, Trust Administrator or other agents, service providers or counterparties of the Trust and extraordinary legal fees and expenses, including any legal fees and expenses incurred in connection with litigation, regulatory enforcement or investigation matters.

Because the Trust does not have any income, it will need to sell bitcoin to cover the Sponsor's Fee and expenses not assumed by the Sponsor, if any. The Trust may also be subject to other liabilities (for example, as a result of litigation) that have also not been assumed by the Sponsor. The only source of funds to cover those liabilities will be sales of bitcoin held by the Trust. Even if there are no expenses other than those assumed by the Sponsor, and there are no other liabilities of the Trust, the Trust will still need to sell bitcoin to pay the Sponsor's Fee.

To cover the Sponsor's Fee and expenses not assumed by the Sponsor, the Sponsor or its delegate will cause the Trust (or its delegate) to convert bitcoin into U.S. dollars at the price available through the Prime Execution Agent. The number of bitcoins represented by a Share will decline each time the Trust pays the Sponsor Fee or any Trust expenses not assumed by the Sponsor by transferring or selling bitcoins. The Trust is responsible for paying any costs associated with the transfer of bitcoin to the Sponsor or the sale of bitcoin. However, under the terms of each Authorized Participant Agreement, the Authorized Participants will be responsible for any brokerage or transaction costs associated with the sale or transfer of bitcoin incurred in connection with the fulfillment of a creation or redemption order.

We have not entered into any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources and would be considered material to Shareholders.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

Not applicable.

**ITEM 4. CONTROLS AND PROCEDURES.**

**Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures**

The Trust maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in its 1934 Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Principal Executive Officer and Principal Financial Officer of the Sponsor to allow timely decisions regarding required disclosure.

Under the supervision and with the participation of the Principal Executive Officer and the Principal Financial Officer of the Sponsor, the Sponsor conducted an evaluation of the Trust's disclosure controls and procedures, as defined under 1934 Act Rule 13a-15(e). Based on this evaluation, the Principal Executive Officer and the Principal Financial Officer of the Sponsor concluded that, as of June 30, 2024 the Trust's disclosure controls and procedures were effective.

**Changes in Internal Control Over Financial Reporting**

There was no change in the Trust's internal controls over financial reporting that occurred during the Trust's most recently completed fiscal quarter ended June 30, 2024 that has materially affected, or is reasonably likely to materially affect, these internal controls.

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings.**

None.

**Item 1A. Risk Factors.**

There are no material changes from risk factors as previously disclosed in the Trust's Annual Report on Form 10-K for the period ended December 31, 2023 filed March 29, 2024.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

WisdomTree, Inc., the parent of the Sponsor, purchased: (i) 1,000 Shares at a price per Share of \$50 on December 22, 2023 for proceeds of \$50,000, and (ii) 49,000 Shares at a price per Share of \$50 on January 8, 2024 for proceeds of \$2,450,000, for a total of \$2,500,000, resulting in total ownership of 50,000 Shares. The issuance of such Shares was effected in reliance upon an exemption from registration provided by Section 4(a)(2) of the 1933 Act.

Although the Trust does not purchase Shares directly from its shareholders, in connection with the redemption of Baskets, the Trust redeemed 100,000 Shares (20 Baskets) during the quarter ended June 30, 2024 as set forth in the table below:

Period	Total Number of Shares Redeemed	Average price of Bitcoin Per Share
April 1, 2024 – April 30, 2024	—	—
May 1, 2024 – May 31, 2024	100,000	\$ 61.50
June 1, 2024 – June 30, 2024	—	—
<b>Total</b>	<b>100,000</b>	<b>\$ 61.50</b>

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

Exhibit No.	Description
31.1	<a href="#">Certification required under Exchange Act Rules 13a-14 and 15d-14 (filed herewith)</a>
31.2	<a href="#">Certification required under Exchange Act Rules 13a-14 and 15d-14 (filed herewith)</a>
32.1	<a href="#">Certification by Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith)</a>
32.2	<a href="#">Certification by Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith)</a>
101.INS	Inline XBRL Instance Document - The instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Label Linkbase Document
101.PRE	Inline XBRL Presentation Linkbase Document
104	Cover Page Interactive Data File - The cover page interactive data file does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document

