

SECURITIES AND EXCHANGE COMMISSION

[Investment Company Act Release No. 27808; 812-13373]

The Gabelli Equity Trust Inc., et al.; Notice of Application

April 30, 2007

Agency: Securities and Exchange Commission (“Commission”).

Action: Notice of an application under section 17(b) of the Investment Company Act of 1940 (the “Act”) for an exemption from section 17(a) of the Act and for an order under section 17(d) of the Act and rule 17d-1 thereunder.

Applicants: The Gabelli Equity Trust Inc. (the “Trust”), The Gabelli Healthcare & Wellness^{RX} Trust (the “Healthcare Trust”), and Gabelli Funds, LLC (“Gabelli”).

Summary of Application: Applicants seek an order to permit the Trust to transfer a portion of its assets to the Healthcare Trust, a newly formed, wholly-owned subsidiary that is a registered closed-end investment company, and to distribute to the Trust’s shareholders the shares of the Healthcare Trust.

Filing Dates: The application was filed on April 2, 2007 and amended on April 16, 2007 and April 26, 2007.

Hearing or Notification of Hearing: An order granting the application will be issued unless the Commission orders a hearing. Interested persons may request a hearing by writing to the Commission’s Secretary and serving applicants with a copy of the request, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on May 21, 2007, and should be accompanied by proof of service on the applicants, in the form of an affidavit, or, for lawyers, a certificate of service. Hearing requests should state the nature of the writer’s interest, the reason for the request, and the issues

contested. Persons who wish to be notified of a hearing may request notification by writing to the Commission's Secretary.

Addresses: Secretary, U.S. Securities and Exchange Commission, 100 F Street, NE, Washington, DC, 20549-1090; Applicants, c/o Rose F. DiMartino, Esq., Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019-6099.

For Further Information Contact: Shannon Conaty, Senior Counsel, at (202) 551-6827, or Julia K. Gilmer, Branch Chief, at (202) 551-6821 (Division of Investment Management, Office of Investment Company Regulation).

Supplementary Information: The following is a summary of the application. The complete application may be obtained for a fee at the Commission's Public Reference Branch, 100 F Street, NE, Washington, DC, 20549-0102 (tel. (202) 551-8090).

Applicants' Representations:

1. The Trust is a non-diversified, closed-end management investment company registered under the Act. The Healthcare Trust was formed on February 20, 2007, and filed a notification of registration on Form N-8A on February 28, 2007 to register under the Act as a non-diversified, closed-end management investment company. The Healthcare Trust will file a registration statement under the Act on Form N-2 within 90 days after the filing of the Form N-8A. Application will be made to list the Healthcare Trust's common shares for trading on the New York Stock Exchange. Gabelli is registered as an investment adviser under the Investment Advisers Act of 1940 and serves as the investment adviser to the Trust and the Healthcare Trust.

2. The Trust owns a single share of the Healthcare Trust's common shares of beneficial interest which was issued in consideration of the Trust's contribution to the

Healthcare Trust of the \$8 initial net asset value. Five of the eight persons who currently serve as the Trust's directors are also trustees of the eight-member Healthcare Trust's board of directors and four of the Trust's principal executive officers hold the same offices with the Healthcare Trust.

3. The Board of Directors ("Board") of the Trust has approved, subject to the requested relief and subsequent shareholder approval, the contribution of a segment of the Trust's net assets having a value of approximately \$70 million to the Healthcare Trust in exchange for additional shares of common stock of the Healthcare Trust, which together with the share currently held by the Trust, will constitute all of the shares of common stock of the Healthcare Trust. It is anticipated that the contributed assets will consist largely or exclusively of cash and short-term fixed income instruments. All the common shares of the Healthcare Trust then will be distributed by the Trust as a dividend to its shareholders at a rate of one share of the Healthcare Trust common share for every 20 common shares held of the Trust. The contribution of the Trust assets to the Healthcare Trust and the subsequent distribution of the Healthcare Trust common shares to the Trust shareholders are referred to as the "Transaction."

4. The Board, including all of the directors who are not "interested persons" as defined by section 2(a)(19) of the Act (the "Disinterested Directors"), concluded, among other things, that the Transaction will result in the following benefits to Trust shareholders: (a) shareholders will receive shares of an investment company with a different risk-return profile than the Trust; (b) shareholders will acquire the Healthcare Trust common shares at a much lower transaction cost than is typically the case for a newly-organized closed-end equity fund since there will be no underwriting discounts or

commissions; and (c) shareholders will be able to seek capital appreciation opportunities presented by the Healthcare Trust market segment.

5. The Trust does not expect that it will recognize significant taxable gain on its contribution of cash and securities to the Healthcare Trust in exchange for shares of the Healthcare Trust. The Healthcare Trust has been advised by counsel that the distribution of shares of the Healthcare Trust to Trust shareholders likely will be a taxable event for Trust shareholders and, under certain circumstances, will be a taxable event for the Trust. However, the Transaction is not expected to increase significantly the total amount of taxable distributions received by the Trust's common shareholders for the year in which the Transaction is consummated and is not expected to result in the recognition of significant taxable gain by the Trust. The Board, including all of the Disinterested Directors, considered the tax consequences of the Transaction and believes that the benefits of the Transaction outweigh any adverse tax consequences to the Trust and its shareholders.

6. The costs of organizing the Healthcare Trust and effecting the distribution of the Healthcare Trust's shares to the Trust's shareholders, including the fees and expense of counsel and accountants and printing, listing, and registration fees, are estimated to be approximately \$700,000 and will be borne by the Trust. The Trust will bear the costs of soliciting its shareholders' approval of the Transaction and the costs incurred in connection with this application for exemptive relief. In addition, the Healthcare Trust will incur operating expenses on an ongoing basis, including legal, auditing, transfer agency, and custodian expenses that, when aggregated with the fees payable by the Trust for similar services after the distribution, will likely exceed the fees

currently payable by the Trust for those services. The Board, including the Disinterested Directors, concluded that it is appropriate for the Trust to bear the Transaction's cost inasmuch as the benefits of the Transaction will be for the Trust's common shareholders and because absorption of such expenses will eliminate any decrease in the net asset value of the Healthcare Trust's shares in comparison to the amount of the distribution, which may support the pricing of the Healthcare Trust shares on the New York Stock Exchange. It is not expected that the Transaction will have significant effect on the annual expenses of the Trust as a percentage of its assets.

Applicants' Legal Analysis:

1. Section 17(a) of the Act generally prohibits sales or purchases of securities between a registered investment company and an affiliated person. Section 2(a)(3) of the Act defines an "affiliated person" of another person to include (a) any person directly or indirectly owning, controlling, or holding with power to vote 5% or more of the outstanding voting securities of the other person, (b) any person 5% or more of whose voting securities are directly or indirectly owned controlled or held with the power to vote by the other person, and (c) any person directly or indirectly controlling, controlled by, or under common control with, the other person. The Trust may be viewed as an affiliated person of the Healthcare Trust under section 2(a)(3) since the Trust will own 100 percent of the Healthcare Trust's voting securities until the consummation of the Transaction. The Healthcare Trust may similarly be considered an affiliated person of the Trust since 100 percent of the Healthcare Trust's voting securities will be owned by the Trust. The Trust and the Healthcare Trust also may be viewed as affiliated persons of each other to the extent that they may be deemed to be under the common control of

Gabelli and because five of the same persons serve as the directors and four of the same persons serve as officers of both companies. As a result of the affiliation between the Trust and the Healthcare Trust, section 17(a) would prohibit the Transaction.

2. Applicants request an exemption pursuant to section 17(b) of the Act from the provisions of section 17(a) in order to permit the Trust to effect the Transaction. Section 17(b) authorizes the Commission to issue such an exemptive order if the Commission finds that the terms of the proposed transaction are fair and reasonable and do not involve overreaching on the part of any persons concerned, and the proposed transaction is consistent with the policy of each registered investment company and the general purposes of the Act.

3. Applicants assert that the terms of the Transaction, including the consideration to be paid or received, are fair and reasonable and do not involve overreaching by any person concerned. Applicants state that the proposed sale by the Trust of a portion of its assets to the Healthcare Trust in exchange for the securities of the Healthcare Trust will be based on the fair value of those assets computed on the day of the proposed transfer in the same manner as for purposes of the daily net asset valuation for the Trust. Applicants further state that such assets are anticipated to consist largely or exclusively of cash and short-term fixed income instruments and thus will likely pose few, if any, issues with respect to valuation. The Healthcare Trust shares distributed by the Trust in the Transaction will be valued based on the value of the Healthcare Trust's assets. "Value" for those purposes will be determined in accordance with the provisions of section 2(a)(41) of the Act and rule 2a-4 under the Act.

4. With respect to the Transaction, each of the Trust's Board and the Healthcare Trust's Board, including a majority of the Disinterested Directors of each Board, determined that the participation in the Transaction is in the best interests of the Trust or the Healthcare Trust, as applicable, and that the interests of the existing shareholders of the Trust or the Healthcare Trust, as applicable, will not be diluted as a result of the Transaction. These findings, and the basis upon which the findings were made, will be recorded fully in the minute book of the Trust or the Healthcare Trust, as applicable.

5. Applicants state that the Transaction will be consistent with the stated investment policies of the Trust and the Healthcare Trust as disclosed to shareholders. The distribution of the Healthcare Trust shares will not initially change the position of the Trust's shareholders with respect to the underlying investments that they then own. A proxy statement/prospectus of the Trust and the Healthcare Trust is being used to solicit the approval of the Trust's shareholders of the Transaction at a vote to take place following the issuance of the exemptive order. The Trust's shareholders will have the opportunity to vote on the Transaction after having received disclosure concerning the Transaction.

6. Applicants also seek an order under section 17(d) of the Act and rule 17d-1 under the Act. Section 17(d) and rule 17d-1 prohibit affiliated persons from participating in joint arrangements with a registered investment company unless authorized by the Commission. In passing on applications for these orders, rule 17d-1 provides that the Commission will consider whether the participation of the investment company is consistent with the provisions, policies and purposes of the Act, and the

extent to which the participation is on a basis different from or less advantageous than that of the other participants. Applicants request an order pursuant to rule 17d-1 to the extent that the participation of the applicants in the Transaction may be deemed to constitute a prohibited joint transaction.

7. Applicants state that the Transaction will not place any of the Trust, the Healthcare Trust, or existing shareholders of the Trust in a position less advantageous than that of any other person. As noted, the value of the Trust's assets transferred to the Healthcare Trust (and the common shares received in return) will be based on their fair value as computed on the day of the transfer in accordance with the requirements of the Act. The shares of the Healthcare Trust will be distributed as a dividend to the shareholders, leaving the shareholders in the same investment posture immediately following the Transaction as before, subject only to changes in market price of the underlying assets subsequent to the Transaction.

8. Applicants assert that the Transaction has been proposed in order to benefit the shareholders of the Trust as well as the Healthcare Trust, and neither Gabelli nor any other affiliated person of the Trust or the Healthcare Trust will receive fees solely as a result of the Transaction. The fee indirectly payable to Gabelli by the Healthcare Trust's shareholders will be the same as the fee currently indirectly payable to Gabelli by

the Trust's shareholders. In addition, by creating the Healthcare Trust through the Transaction, the Trust is effectively enabling its shareholders to receive securities without the costs associated with a public offering.

For the Commission, by the Division of Investment Management, under delegated authority.

Florence E. Harmon
Deputy Secretary