

SECURITIES AND EXCHANGE COMMISSION

[Release No. IC-28184; 811-4193]

RSI Retirement Trust; Notice of Application

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

March 5, 2008

Action: Notice of application for deregistration under section 8(f) of the Investment Company Act of 1940 (the “Act”).

Summary of Application: Applicant requests an order declaring that it has ceased to be an investment company.

Filing Date: The application was filed on March 4, 2008.

Hearing or Notification of Hearing: An order granting the application will be issued unless the SEC orders a hearing. Interested persons may request a hearing by writing to the SEC’s Secretary and serving applicant with a copy of the request, personally or by mail. Hearing requests should be received by the SEC by 5:30 p.m. on March 25, 2008, and should be accompanied by proof of service on the applicant, in the form of an affidavit or, for lawyers, a certificate of service. Hearing request should state the nature of the writer’s interest, the reason for the request, and the issues contested. Persons may request notification of a hearing by writing to the SEC’s Secretary.

Address: Secretary, U.S. Securities and Exchange Commission, 100 F St., NE, Washington, DC 20549-1090. Applicant, 150 East 42nd St., New York, NY 10017.

For Further Information Contact: Diane L. Titus, Paralegal Specialist, at (202)551-6810, or Mary Kay Frech, 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 SEC's Public Reference Desk, 100 F Street, NE, Washington, DC 20549-1520 (tel. 202-551-5850).

Applicant's Representations and Legal Analysis:

Applicant is registered under the Act as an open-end management investment company. On December 27, 2007, applicant's securityholders voted to approve a mandatory redemption of certain of applicant's securityholders and deregistration under the Act.

Applicant's securities are currently owned by 45 persons. Applicant states that its outstanding securities are not currently and will not be beneficially owned by more than 100 persons and it is not now making and does not propose to make a public offering of its securities. Applicant states that it will continue to operate as a company excepted from the definition of investment company pursuant to section 3(c)(1) of the Act. Applicant requests an order under section 8(f) of the Act declaring that it has ceased to be an investment company.

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

Florence E. Harmon
Deputy Secretary