

Transaction void and would require significant and costly restructuring of the modified coinsurance transaction structure.

8. Applicants state that they have not previously applied for an exemptive order under section 9(c) of the Act.

*Applicants' Conditions:*

Applicants agree that any order granting the requested relief will be subject to the following conditions:

1. The Wells Notice Recipients and Certain Depositor Applicant Personnel will not be involved in the Covered Persons' serving as an investment adviser, depositor, or principal underwriter to any Fund. Applicants will develop and implement procedures designed reasonably to assure compliance with this condition.

2. Any temporary exemption granted pursuant to the application shall be without prejudice to, and shall not limit the Commission's rights in any manner with respect to, any Commission investigation of, or administrative proceedings involving or against, Covered Persons, including, without limitation, the consideration by the Commission of a permanent exemption from section 9(a) of the Act requested pursuant to the application or the revocation or removal of any temporary exemptions granted under the Act in connection with the application.

*Temporary Order:*

The Commission has considered the matter and finds that the Applicants have made the necessary showing to justify granting a temporary exemption. Accordingly,

*It Is Hereby Ordered*, pursuant to section 9(c) of the Act, that Assurant, USIC, USLICNY, and any other Covered Persons are granted a temporary exemption from the provisions of section 9(a), solely with respect to the Injunction, subject to the conditions in the application, from January 26, 2010, until the Commission takes final action on their application for a permanent order.

By the Commission.

**Florence E. Harmon,**

*Deputy Secretary.*

[FR Doc. 2010-1950 Filed 1-29-10; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

### Sunshine Act Meeting

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Public Law 94-409, that the Securities and Exchange Commission will hold a Closed Meeting

on Wednesday, February 3, 2010 at 2:30 p.m.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the Closed Meeting. Certain staff members who have an interest in the matters also may be present.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c)(3), (5), (7), 9(B) and (10) and 17 CFR 200.402(a)(3), (5), (7), 9(ii) and (10), permit consideration of the scheduled matters at the Closed Meeting.

Commissioner Casey, as duty officer, voted to consider the items listed for the Closed Meeting in a closed session.

The subject matter of the Closed Meeting scheduled for Wednesday, February 3, 2010 will be:

institution and settlement of injunctive actions; institution and settlement of administrative proceedings; and other matters relating to enforcement proceedings.

At times, changes in Commission priorities require alterations in the scheduling of meeting items.

For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact: The Office of the Secretary at (202) 551-5400.

January 27, 2010.

**Elizabeth M. Murphy,**

*Secretary.*

[FR Doc. 2010-2075 Filed 1-28-10; 11:15 am]

**BILLING CODE 8011-01-P**

## SECURITIES AND EXCHANGE COMMISSION

### Sunshine Act Meeting

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Public Law 94-409, that the Securities and Exchange Commission will hold a Closed Meeting on Monday, February 1, 2010 at 9:30 a.m.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the Closed Meeting. Certain staff members who have an interest in the matters also may be present.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c)(3), (5), (7), 9(B) and (10) and 17 CFR 200.402(a)(3), (5), (7), 9(ii) and (10), permit consideration of the scheduled matter at the Closed Meeting.

Commissioner Casey, as duty officer, voted to consider the item listed for the Closed Meeting in a closed session, and determined that no earlier notice thereof was possible.

*The subject matter of the Closed Meeting scheduled for Monday, February 1, 2010 will be:*

A litigation matter.

At times, changes in Commission priorities require alterations in the scheduling of meeting items.

*For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact:*

The Office of the Secretary at (202) 551-5400.

Dated: January 27, 2010.

**Elizabeth M. Murphy,**

*Secretary.*

[FR Doc. 2010-2076 Filed 1-28-10; 11:15 am]

**BILLING CODE 8011-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[File No. 500-1]

**Ariel Corp., Classica Group, Inc., Commodore Environmental Services, Inc., Dupont Direct Financial Holdings, Inc., New Paradigm Software Corp. (n/k/a Brunton Vineyards Holdings, Inc.), Polymer Research Corp. of America, and Shopnet.Com, Inc., Order of Suspension of Trading**

January 28, 2010.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of Ariel Corp. because it has not filed any periodic reports since the period ended June 30, 2001.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of Classica Group, Inc. because it has not filed any periodic reports since the period ended September 30, 2003.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of Commodore Environmental Services, Inc. because it has not filed any periodic reports since the period ended June 30, 2004.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of Dupont Direct Financial Holdings, Inc. because it has not filed any periodic reports since the period ended March 31, 2004.

It appears to the Securities and Exchange Commission that there is a

lack of current and accurate information concerning the securities of New Paradigm Software Corp. (n/k/a Brunton Vineyards Holdings, Inc.) because it has not filed any periodic reports since the period ended June 30, 2001.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of Polymer Research Corp. of America because it has not filed any periodic reports since the period ended September 30, 2003.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of Shopnet.Com, Inc. because it has not filed any periodic reports since the period ended June 30, 2003.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above-listed companies. Therefore, it is ordered, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the securities of the above-listed companies is suspended for the period from 9:30 a.m. EST on January 28, 2010, through 11:59 p.m. EST on February 10, 2010.

By the Commission.

**Jill M. Peterson,**

*Assistant Secretary.*

[FR Doc. 2010-2123 Filed 1-28-10; 11:15 am]

BILLING CODE 8011-01-P

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-61417; File No. SR-FINRA-2009-086]

### Self-Regulatory Organizations; Financial Industry Regulatory Authority, Inc.; Order Approving Proposed Rule Change To Adopt FINRA Rule 5160 (Disclosure of Price and Concessions in Selling Agreements) in the Consolidated FINRA Rulebook

January 25, 2010.

On December 2, 2009, the Financial Industry Regulatory Authority, Inc. ("FINRA") (f/k/a National Association of Securities Dealers, Inc. ("NASD")) filed with the Securities and Exchange Commission ("Commission"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> a proposed rule change to adopt NASD Rule 2770 (Disclosure of Price in Selling

Agreements) as FINRA Rule 5160 in the consolidated FINRA rulebook without material change. The proposed rule change was published for comment in the **Federal Register** on December 22, 2009.<sup>3</sup> The Commission received no comments on the proposal. This order approves the proposed rule change.

The Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities association.<sup>4</sup> In particular, the Commission finds that the proposed rule change is consistent with the provisions of Section 15A(b)(6) of the Act,<sup>5</sup> which requires, among other things, that FINRA rules be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and, in general, to protect investors and the public interest.

The Commission believes that the proposed rule change is appropriate to assure the integrity of the public offering process. The Commission notes that new FINRA Rule 5160 will continue to require that selling syndicate agreements or selling group agreements<sup>6</sup> set forth the price at which securities are to be sold to the public or the formula by which such price can be ascertained and state clearly to whom and under what circumstances concessions, if any, may be allowed. The Commission also notes that FINRA is adopting NASD Rule 2770 into the consolidated FINRA rulebook as FINRA Rule 5160 with a new title, but without material change.

*It is therefore ordered*, pursuant to Section 19(b)(2) of the Act,<sup>7</sup> that the proposed rule change (SR-FINRA-2009-086) be, and it hereby is, approved.

<sup>3</sup> See Securities Exchange Act Release No. 61171 (December 15, 2009), 74 FR 68081 ("Notice").

<sup>4</sup> In approving this proposal, the Commission has considered the proposed rule's impact on efficiency, competition and capital formation. See 15 U.S.C. 78c(f).

<sup>5</sup> 15 U.S.C. 78o-3(b)(6).

<sup>6</sup> In the Notice, FINRA noted that the terms "selling group" and "selling syndicate" are defined in NASD Rules 0120(p) and (q), respectively. FINRA also represented that other than to reflect the new conventions of the consolidated FINRA rulebook, FINRA does not propose to alter these two definitions, which will be addressed later in the rulebook consolidation process.

<sup>7</sup> 15 U.S.C. 78s(b)(2).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>8</sup>

**Florence E. Harmon,**

*Deputy Secretary.*

[FR Doc. 2010-1949 Filed 1-29-10; 8:45 am]

BILLING CODE 8011-01-P

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-61419; File No. SR-BATS-2009-031]

### Self-Regulatory Organizations; BATS Exchange, Inc.; Notice of Filing of Amendment No. 1 and Order Granting Accelerated Approval of a Proposed Rule Change, as Modified by Amendment No. 1 Thereto, To Establish Rules Governing the Trading of Options on the BATS Options Exchange

January 26, 2010.

#### I. Introduction

On November 10, 2009, BATS Exchange, Inc. ("Exchange" or "BATS") filed with the Securities and Exchange Commission ("Commission") a proposed rule change pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> to adopt rules governing the trading of options on the BATS Options Exchange Market ("BATS Options Exchange" or "BATS Options"), which will be an options trading facility of the Exchange. The proposed rule change was published for comment in the **Federal Register** on December 8, 2009.<sup>3</sup> On January 21, 2010, BATS filed Amendment 1 to the proposed rule change.<sup>4</sup> The Commission received no

<sup>8</sup> 17 CFR 200.30-3(a)(12).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> See Securities Exchange Act Release No. 61097 (December 2, 2009), 74 FR 64788 ("Notice").

<sup>4</sup> In Amendment No. 1, the Exchange: (1) Clarified the Form 19b-4 discussion regarding establishing strike prices for Quarterly Options Series to conform to the proposed rule text; (2) clarified in its Form 19b-4 that the Exchange will not include options classes in its pilot program for quoting certain options in one-cent increments when the issuer of the underlying security is subject to an announced merger or is in the process of being acquired by another company or is in bankruptcy and that, for purposes of assessing average daily volume, the Exchange will use Options Clearing Corporation data; (3) amended its Form 19b-4 and rules relating to that pilot program to provide for the quoting of all options on IWM and SPY in one-cent increments; (4) included in its Exhibit 5 an updated table of contents; (5) made technical changes to defined terms in BATS Rule 2.12(d) and proposed BATS Options Rule 21.1(d)(6) to conform to the terms as defined in proposed BATS Options Rule 16.1(a); (6) deleted proposed BATS Option Rule 16.2(d); (7) added references to "BATS

Continued

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.