

SECURITIES AND EXCHANGE COMMISSION

[Release No. IC-29125; File No. 812-13746]

Assurant, Inc., et al.; Notice of Application and Temporary Order

January 26, 2010

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

Action: Temporary order and notice of application for a permanent order under section 9(c) of the Investment Company Act of 1940 (“Act”).

Summary of Application: Applicants have received a temporary order exempting them from section 9(a) of the Act, with respect to an injunction entered against Assurant, Inc. (“Assurant”) on January 26, 2010 by the United States District Court for the Southern District of New York (“Injunction”), until the Commission takes final action on an application for a permanent order. Applicants also have applied for a permanent order.

Applicants: Assurant, Union Security Insurance Company (“USIC”) and Union Security Life Insurance Company of New York (“USLICNY,” and, together with USIC, the “Depositor Applicants”).¹

Filing Date: The application was filed on January 21, 2010, and amended on January 26, 2010.

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,

¹ Applicants request that any relief granted pursuant to the application also apply to any other company of which Assurant is or may become an affiliated person (together with the Applicants, the “Covered Persons”).

personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on February 22, 2010, and should be accompanied by proof of service on 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: Assurant, One Chase Manhattan Plaza, 41st Floor, New York, NY 10005; USIC, 2323 Grand Boulevard, Kansas City, MO 64108-2670; USLICNY, 212 Highbridge Street, Suite D, Fayetteville, NY 13066.

For Further Information Contact: John Yoder, at (202) 551-6878, or Michael W. Mundt, Assistant Director, at (202) 551-6821 (Division of Investment Management, Office of Investment Company Regulation).

Supplementary Information: The following is a temporary order and a summary of the application. The complete application may be obtained via the Commission's website by searching for the file number, or an applicant using the Company name box, at <http://www.sec.gov/search/search.htm>, or by calling (202) 551-8090.

Applicants' Representations:

1. Assurant, through its subsidiaries and affiliates, is a provider of specialized insurance products and related services. The Depositor Applicants are indirect wholly-owned subsidiaries of Assurant and, before 2002, issued and sold variable life insurance and annuity contracts. In April 2001, Assurant's predecessor,

Fortis, Inc., sold its entire variable life insurance and annuity contract business to The Hartford Financial Services Group, Inc. (“Hartford”) through modified coinsurance (the “Hartford Transaction”). As a result, the Depositor Applicants remained the issuers of the outstanding life insurance and annuity products, but Hartford has assumed all day-to-day responsibility for the administration of the policies. The Depositor Applicants currently serve as depositors for three separate accounts organized as unit investment trusts and registered under the Act (“Separate Accounts”).

2. On January 26, 2010, the United States District Court for the Southern District of New York entered the Injunction against Assurant in a matter brought by the Commission.² The Commission alleged in the complaint (“Complaint”) that Assurant violated sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act, and rules 12b-20, 13a-11 and 13a-13 under the Exchange Act, in connection with Assurant’s accounting and public reporting practices. The Complaint related to Assurant’s inaccurate recording of income for third quarter of 2004 in the consolidated financial statements included in its periodic and other filings for 2004. The inaccuracies in the financial statements relate to recorded income from a purported reinsurance contract. The Complaint alleged that Assurant violated the corporate reporting, recordkeeping, and internal controls provisions of the Exchange Act. Without admitting or denying any of the allegations in the Complaint, except as to jurisdiction, Assurant consented to the entry of the Injunction.

Applicants’ Legal Analysis:

1. Section 9(a)(2) of the Act, in relevant part, prohibits a person who has been enjoined from engaging in or continuing any conduct or practice in connection with

² Securities and Exchange Commission v. Assurant, Inc., Final Judgment as to Defendant Assurant, Inc., 10-CV-0484 (S.D.N.Y. January 26, 2010).

the purchase or sale of a security from acting, among other things, as an investment adviser or depositor of any registered investment company or a principal underwriter for any registered open-end investment company, registered unit investment trust, or registered face-amount certificate company (the registered investment companies are collectively referred to as “Funds”). Section 9(a)(3) of the Act makes the prohibition in section 9(a)(2) applicable to a company, any affiliated person of which has been disqualified under the provisions of section 9(a)(2). Section 2(a)(3) of the Act defines “affiliated person” to include, among others, any person directly or indirectly controlling, controlled by, or under common control, with the other person and any person directly or indirectly owning, controlling, or holding with the power to vote, 5 percent or more of the outstanding voting securities of such other person. Applicants state that Assurant is an affiliated person of each of the other Applicants within the meaning of section 2(a)(3). Applicants state that, as a result of the Injunction, they would be subject to the disqualification provisions of section 9(a).

2. Section 9(c) of the Act provides that the Commission shall grant an application for an exemption from the disqualification provisions of section 9(a) of the Act if it is established that these provisions, as applied to applicants, are unduly or disproportionately severe or that the conduct of the applicants has been such as not to make it against the public interest or the protection of investors to grant the exemption. Applicants have filed an application pursuant to section 9(c) seeking temporary and permanent orders exempting them from the disqualification provisions of section 9(a).

3. Applicants believe that they meet the standards for exemption specified in section 9(c). Applicants state that the prohibitions of section 9(a) as applied to them

would be unduly and disproportionately severe and that it would not be against the public interest or the protection of investors to grant the requested exemption from section 9(a).

4. Applicants state that the alleged conduct giving rise to the Injunction did not involve any of the Applicants acting in the capacity of investment adviser, subadviser, depositor or principal underwriter for any Fund. Applicants state that the alleged conduct did not involve the assets of any of the Separate Accounts. Applicants state that, except as discussed below, since the closing of the Hartford Transaction in 2001, (i) none of the current or former directors, officers or employees of the Applicants (other than Assurant itself and its predecessor entities) had any knowledge of or had any involvement in, the conduct alleged in the Complaint and (ii) the personnel at Assurant who were involved in the violations alleged in the Complaint have had no, and will not have any future, involvement in the Covered Persons' serving as investment adviser, depositor, or principal underwriter for any Fund. In addition, Applicants represent that since the closing of the Hartford Transaction, Applicants have not been involved in any investment decisions with respect to the Separate Accounts.

5. Applicants state that three persons who are current or former officers of Assurant received Wells notices in connection with the Commission's investigation into the facts underlying the Complaint ("Wells Notice Recipients"). Applicants state that these persons have served as officers or directors of the Depositor Applicants. Applicants further state that one of the Wells Notice Recipients has overall responsibility for Assurant's health insurance business and therefore continues to serve as an officer of USIC to perform necessary services solely in connection with that business segment.

Applicants state that neither of the other Wells Notice Recipients is currently an officer, director or employee of either of the Depositor Applicants.

6. Applicants state that, other than signing certain public filings required under the federal securities laws containing representations with respect to the Separate Accounts and receiving communications that referenced the Separate Accounts, since the closing of the Hartford Transaction in 2001, the Wells Notice Recipients have not been involved in the Depositor Applicants' serving as a depositor for the Separate Accounts and will not be involved in that capacity in the future.³ Applicants further state that, to the extent other current or former officers, directors, or employees of the Depositor Applicants had any knowledge of, or any involvement in, the conduct alleged in the Complaint ("Certain Depositor Applicant Personnel"), since the closing of the Hartford Transaction in 2001, those individuals have not been involved in the Depositor Applicants' serving as a depositor for the Separate Accounts and will not be involved in that capacity in the future.

7. Applicants state that the inability of the Depositor Applicants to continue to serve as depositors to the Separate Accounts would result in potential hardships for the Depositor Applicants and the variable annuity contract holders and variable life insurance policyholders. If disqualified from serving as depositors for the Separate Accounts, the Depositor Applicants could no longer hold those assets and would be forced to cancel and unwind the variable annuity contracts and variable life insurance policies. Contract holders and policyholders, through no fault of their own, would incur the costs of seeking

³ Certain Wells Notice Recipients may, however, pursuant to their roles as officers of Assurant, sign, and receive information regarding the Separate Accounts from the Applicants in connection with the signing of, Assurant filings required under the applicable federal securities laws that make reference to Depositor Applicants.

and purchasing viable alternatives. Applicants also state that the Depositor Applicants have committed substantial resources to serve as depositors to the Separate Accounts and that prohibiting the Depositor Applicants from serving as depositors to the Separate Accounts would render critical terms of the Hartford 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.

Elizabeth M. Murphy
Secretary