



January 26, 2010

Direct Line: 202.639.7269
dixie.johnson@ffhsj.com

By Hand and Electronic Mail

Gerald J. Laporte
Chief, Office of Small Business Policy
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-3628

**Re: *Securities and Exchange Commission v. Assurant, Inc.*, 10 Civ. 0484
(S.D.N.Y. Jan. 25, 2010)**

Dear Mr. Laporte:

On behalf of our client, Assurant, Inc. ("Assurant"), we hereby respectfully request, pursuant to Rule 262 of Regulation A and Rule 505(b)(2)(iii)(C) of Regulation D of the Securities Act of 1933, as amended (the "Securities Act"), a waiver of any disqualification that may have arisen pursuant to Rule 262 or Rule 505 with respect to Assurant, any of its affiliated issuers or any issuer identified in Rule 262(b) as a result of an injunctive action brought by the U.S. Securities and Exchange Commission (the "Commission") against Assurant. We respectfully request that this waiver be granted effective upon the entry of the Final Consent Judgment of Permanent Injunction and Other Relief (the "Final Judgment") described below. It is our understanding that the Division of Enforcement does not object to the grant of the requested waivers by the Division of Corporation Finance.

BACKGROUND

Assurant and the Division of Enforcement have engaged in settlement discussions with respect to the above-referenced investigation. As a result of these discussions, Assurant has consented to the entry of a Final Judgment enjoining Assurant from violations of certain federal securities laws. Pursuant to the terms of the Final Judgment, Assurant, without admitting or denying the allegations in the Commission's complaint filed in connection therewith (the "Complaint"), has consented to the entry of a final judgment enjoining Assurant from violations of Sections 13(a) and 13(b)(2) of the Exchange Act of 1934, as amended (the "Exchange Act"), and Exchange Act Rules 12b-20, 13a-11, and 13a-13. The Final Judgment also imposes on Assurant a civil money penalty in the amount of \$3.5 million.

Gerald J. Laporte
Page 2
January 26, 2010

DISCUSSION

We understand that the injunction may result in the disqualification of Assurant, its affiliated entities, and issuers identified in Rule 262(b) from relying on certain exemptions under Regulation A and Rule 505 of Regulation D insofar as the injunction may be deemed to cause Assurant to be disqualified pursuant to 17 C.F.R. § 230.262(a)(4) or (b)(2). *See also* 17 C.F.R. § 230.505(b). The Commission may waive these disqualifications upon a showing of good cause that it is not necessary under the circumstances that the exemptions be denied. *See* 17 C.F.R. §§ 230.262; 230.505(b). Accordingly, Assurant hereby requests a waiver of any disqualifications that may arise under Regulation A and Rule 505 of Regulation D, effective upon the entry of the Final Judgment. For the reasons discussed below, we believe that it is not necessary under the circumstances to deny the exemption.

The conduct alleged in the Complaint does not relate to any offerings pursuant to Regulation A or D or, indeed, to any activities in connection with the issuance or distribution of securities. Rather, it relates to an alleged accounting misapplication in connection with a reinsurance recovery. Further, none of the undertakings or requirements of the settlement directly apply to offerings under Regulation A or D or to any activities that Assurant might conduct in connection with such offerings.

The disqualification of Assurant from the exemptions under Regulation A or Rule 505 of Regulation D would be unduly and disproportionately severe, given that the violations alleged in the Complaint are not related to the activities of Assurant in connection with Regulation A or D or any activities in connection with the issuance or distribution of securities, as noted above, and given the extent to which the disqualification could adversely affect the business operations of Assurant and its affiliates. Such a disqualification would unfairly affect any Assurant affiliate that might seek to rely on the exemptions insofar as the alleged misconduct is unrelated to Regulation A or D or to any conduct or activities on the part of such affiliate.

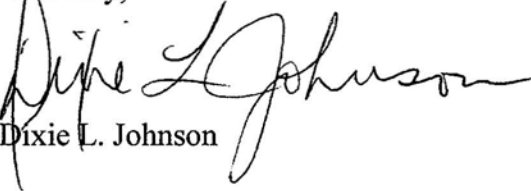
Assurant has a strong record of compliance with the securities laws. Assurant cooperated with the inquiry into this matter by the Division of Enforcement. In addition, Assurant has undertaken and implemented various policies and procedures that are reasonably designed to help prevent the types of activities that were the subject of the injunction, as discussed in its submissions to the Division of Enforcement with respect to this matter.

In light of the grounds for relief discussed above, we believe that disqualification is not necessary, in the public interest, or for the protection of investors and that Assurant has shown good cause that relief should be granted. Accordingly, we respectfully urge the Commission, and the Division of Corporation Finance pursuant to its delegated authority, to waive, pursuant to

Gerald J. Laporte
Page 3
January 26, 2010

Rule 262 and Rule 505(b)(2)(iii)(C), the disqualification provisions in Regulation A and Rule 505 of Regulation D to the extent that they may be applicable, as a result of the entry of the Final Judgment, to Assurant, its affiliated issuers or any issuers identified in Rule 262(b).

Sincerely,



Dixie L. Johnson

cc: George Stepaniuk, Esq.
Division of Enforcement
Securities and Exchange Commission

7544987



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

January 26, 2010

Dixie L. Johnson, Esq.
Fried, Frank, Harris, Shriver & Jacobsen LLP
1001 Pennsylvania Avenue, NW
Washington, DC 20004-2505

**Re: SEC v. Assurant, Inc.
Civil Action No. 10-0484 (S.D.N.Y.)
Waiver Request under Regulation A and Rule 505 of Regulation D**

Dear Ms. Johnson:

This responds to your letter dated today, written on behalf of Assurant, Inc. ("Assurant"), and constituting an application for relief under Rule 262 of Regulation A and Rule 505(b)(2)(iii)(C) of Regulation D under the Securities Act of 1933 (the "Securities Act"). You requested relief from disqualifications from the exemptions available under Regulation A and Rule 505 that arose by reason of the Final Judgment in the referenced action signed on January 25, 2010 and entered on January 26, 2010 by the United States District Court for the Southern District of New York (the "Judgment"). The Judgment, among other things, permanently restrains and enjoins Assurant from violating sections 13(a) and 13(b)(2) of the Securities Exchange Act of 1934 and Rules 12b-20, 13a-11 and 13a-13 under that statute.

For purposes of this letter, we have assumed as facts the representations set forth in your letter and the findings supporting entry of the Judgment. We also have assumed that Assurant will comply with the Judgment.

On the basis of your letter, I have determined that you have made showings of good cause under Rule 262 and Rule 505 that it is not necessary under the circumstances to deny the exemptions available under Regulation A and Rule 505 by reason of entry of the Judgment. Accordingly, exercising delegated authority, I hereby grant relief from any disqualifications from exemptions otherwise available under Regulation A and Rule 505 that may have arisen by reason of entry of the Judgment.

Very truly yours,

A handwritten signature in cursive script that reads "Gerald J. Laporte".

Gerald J. Laporte
Chief, Office of Small Business Policy