date, and registration rights will be the same for the Company as for the Funds. The grant to the Funds, but not the Company, of the right to nominate a director for election to a portfolio company's board of directors, the right to have an observer on the board of directors or similar rights to participate in the governance or management of the portfolio company will not be interpreted so as to violate this condition 6, if conditions 2(c)(iii)(A) and (B) are met.

7. If any of the Funds elects to sell, exchange or otherwise dispose of an interest in a security that was acquired by the Company and the Funds in a Co-Investment Transaction, the Adviser will:

(a) notify the Company of the proposed disposition at the earliest practical time; and

(b) formulate a recommendation as to participation by the Company in any such disposition and provide a written recommendation to the Independent Directors. The Company will have the right to participate in such disposition on a proportionate basis, at the same price and on the same terms and conditions as those applicable to the Funds. The Company will participate in such disposition to the extent that a Required Majority determines that it is in the Company's best interests to do so. The Company and each of the Funds will bear its own expenses in connection with any such disposition.

8. If any of the Funds desires to make a ''follow-on investment'' (i.e., an additional investment in the same entity) in a portfolio company whose securities were acquired by the Company and the Funds in a Co-Investment Transaction or to exercise warrants or other rights to purchase securities of the issuer, the Adviser will:

(a) notify the Company of the proposed disposition at the earliest practical time; and

(b) formulate a recommendation as to the proposed participation, including the amount of the proposed follow-on investment, by the Company and provide a written recommendation to the Independent Directors.

The Independent Directors will make their own determination with respect to follow-on investments. To the extent that:

(i) the amount of a follow-on investment is not based on the Company's and the Funds' initial investments; and

(ii) the aggregate amount recommended by the Adviser to be invested by the Company in such follow-on investment, together with the amount proposed to be invested by the Funds in the same transaction, exceeds the amount of the follow-on investment opportunity, the amount invested by each such party will be allocated among them pro rata based on the ratio of each party's total assets to the aggregated total assets of both parties, up to the maximum amount to be invested by each. The Company will participate in such investment to the extent that the Required Majority determines that it is in the Company's best interest. The acquisition of follow-on investments as permitted by this condition will be subject to the other conditions set forth in the application.

9. The Independent Directors will be provided quarterly for review all information concerning Co-Investment Transactions, including investments made by the Funds that the Company considered but declined to participate in, so that the Independent Directors may determine whether all investments made during the preceding quarter, including those investments which the Company considered but declined to participate, comply with the conditions of the order. In addition, the Independent Directors will consider at least annually the continued appropriateness of the standards established for co-investments by the Company, including whether the use of the standards continues to be in the best interests of the Company and its unitholders and does not involve overreaching on the part of any person concerned.

10. The Company will maintain the records required by section 57(f)(3) of the Act as if each of the investments permitted under these conditions were approved by the Independent Directors under section 57(f).

11. No Independent Directors will also be a director, general partner, managing member or principal, or otherwise an ''affiliated person'' (as defined in the Act) of any of the Funds.

12. The expenses, if any, associated with acquiring, holding or disposing of any securities acquired in a Co-Investment Transaction (including, without limitation, the expenses of the distribution of any such securities registered for sale under the 1933 Act) shall, to the extent not payable by the Adviser under the Funds' Agreements, be shared by the Company and the Funds in proportion to the relative amounts of their securities to be acquired or disposed of, as the case may be.

13. Any transaction fee (including break-up or commitment fees but excluding broker's fees contemplated by section 17(e)(2) of the Act) received in connection with a Co-Investment Transaction will be distributed to the Company and the Funds on a pro rata basis based on the amount they invested or committed, as the case may be, in such Co-Investment Transaction. If any transaction fee is to be held by the Adviser pending consummation of the transaction, the fee will be deposited into an account maintained by the Adviser at a bank or banks having the qualifications prescribed in section 26(a)(1) of the Act, and the account will earn a competitive rate of interest that will also be divided pro rata between the Company and the Funds based on the amount they invest in such Co-Investment Transaction. None of the Funds, nor any affiliated person of the Company will receive additional compensation or remuneration of any kind (other than (i) the pro rata transaction fees described above and (ii) investment advisory fees paid in accordance with the Funds' Agreements) as a result of or in connection with a Co-Investment Transaction.

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

Florence E. Harmon,

Deputy Secretary.

[FR Doc. E9–23730 Filed 9–30–09; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

[File No. 500–1]

In the Matter of Consumers Financial Corporation; Order of Suspension of Trading

September 29, 2009.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of Consumers Financial Corporation because it has not filed any periodic reports since the period ended December 31, 2005.

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 company.

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 company is suspended for the period from 9:30 a.m. EDT, on September 29, 2009, through 11:59 p.m. EDT, on October 12, 2009.

By the Commission.

Florence E. Harmon,

Deputy Secretary.

[FR Doc. E9–23805 Filed 9–29–09; 4:15 pm]

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–60704; File No. SR–DTC–2009–15]

Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Related to the Payment Order System for Premium Payment Orders

September 22, 2009.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] notice is hereby given that on August 28, 2009, The Depository Trust Company (''DTC'') filed with the Securities and Exchange Commission (''Commission'') the proposed rule change described in Items I, II, and III below, which items have been prepared primarily by DTC. DTC filed the proposal pursuant to Section 19(b)(3)(A)(iii) of the Act[2] and Rule 19b–4(f)(4)[3] thereunder so that the proposal was effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the rule change from interested parties.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The proposed rule change establishes technical changes which are non-substantive in nature and are to support the industry wide Options Symbology Initiative.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, DTC included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. DTC has prepared summaries, set forth in sections (A), (B), and (C) below, of the most significant aspects of these statements.[4]

(A) Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

Today, many organizations that support trading in listed options are restricted in their ability to identify and process exchange listed option contracts. These organizations typically use a three to five alpha character representation. The first one to three characters identify the option root symbol and the remaining two alpha characters identify the expiration month, call/put indicator, and strike price.

In an effort to standardize option symbols and overhaul the existing method of identifying exchange-listed options contracts, The Options Clearing Corporation (''OCC'') is spearheading the industry-wide adoption of the Options Symbology Initiative (''OSI''). The OSI supports the elimination of alpha codes that are currently used to denote expiration month, call/put code, and strike price.[5] As a result of the OSI, DTC has to modify its record layouts for its Payment Order system[6] in order to comply with the symbology defined by the OSI. This includes the expansion of field sizes and the addition of new fields. These changes will increase efficiency and improve the mechanism for Participants to perform under the OSI initiative. The proposed modifications in reference to Participant input and output formats will include the expansion of field sizes for OCC related fields that currently exist in the ''comments field'' and the addition of new fields to DTC's PBS screens MQ/NDM/CF2 record layouts and ISO message formats.[7]

OCC has requested that DTC implement these changes on October 30, 2009, so that OCC members can begin to migrate to the new formats. OCC has mandated that OCC members be ready to use the new formats by February 12, 2010.

The proposed rule change is consistent with the requirements of Section 17A of the Act and the rules and regulations thereunder. It will promote the prompt and accurate clearance and settlement of securities transactions because the modification in record layouts to conform to the new symbology series key as defined by the OSI will increase efficiency and improve the mechanism for DTC Participants to perform under the OSI initiative.

(B) Self-Regulatory Organization's Statement on Burden on Competition

DTC does not believe that the proposed rule change will have any impact or impose any burden on competition as it merely makes changes to the record layouts for DTC's Payment Order System.

(C) Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others

Written comments relating to the proposed rule change have not yet been solicited or received. DTC will notify the Commission of any written comments received by DTC.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing proposed rule change has become effective upon filing pursuant to Section 19(b)(3)(A)(iii) of the Act[8] and Rule 19b–4(f)(4)[9] thereunder because the proposed rule change effects a change in an existing service of a registered clearing agency that: (i) Does not adversely affect the safeguarding of securities or funds in the custody or control of the clearing agency or for which it is responsible and (ii) does not significantly affect the respective rights or obligations of the clearing agency or persons using the service. At any time within sixty days of the filing of the proposed rule change, the Commission may summarily abrogate such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

[1] 15 U.S.C. 78s(b)(1).

[2] 15 U.S.C. 78s(b)(3)(A)(iii).

[3] 17 CFR 240.19b–4(f)(4).

[4] The Commission has modified the text of the summaries prepared by DTC.

[5] For more information about The Options Clearing Corporation's Options Symbology Initiative see the most recent plan at *http://www.theocc.com/initiatives/symbology/implementation_plan.jsp*.

[6] DTC's Payment Order service provides participants with a method for settling amounts of money related to securities transactions that are effected separately through DTC earlier on the same day or on a previous day. Payment orders can be used to collect option contract premiums and mark-to-market open contracts such as stock loans.

[7] For more information regarding the record layout changes, see DTC Important Notice B#5422 which is attached to Filing No. SR–DTC–2009–15 as Exhibit 2.

[8] 15 U.S.C. 78s(b)(3)(A)(iii).

[9] 17 CFR 240.19b–4(f)(4).