UITs, in excess of the limits in section 12(d)(1) of the Act.

APPLICANTS: ALAIA Market Linked Trust (the ''Trust''), a UIT that is registered under the Act, and Beech Hill Securities, Inc. (''BHSI''), a New York corporation registered as a broker-dealer under the Securities Exchange Act of 1934 (the ''Exchange Act'').

DATES: *Filing Dates:* The application was filed on September 3, 2015 and amended on January 15, 2016, October 17, 2016 and November 22, 2016.

HEARING OR NOTIFICATION OF HEARING: An order granting the requested relief 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, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on January 3, 2017 and should be accompanied by proof of service on the applicants, in the form of an affidavit, or, for lawyers, a certificate of service. Pursuant to Rule 0–5 under the Act, hearing requests should state the nature of the writer's interest, any facts bearing upon the desirability of a hearing on the matter, 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: ALAIA Market Linked Trust, 10 Corbin Drive, Darien, CT 06820, Beech Hill Securities, Inc., 880 3rd Avenue, 16th Floor, New York, NY 10022–4730.

FOR FURTHER INFORMATION CONTACT: Deepak T. Pai, Senior Counsel, at (202) 551–6876 or Mary Kay Frech, Branch Chief, at (202) 551–6814 (Division of Investment Management, Chief Counsel's Office).

SUPPLEMENTARY INFORMATION: The following is a summary of the application. The complete application may be obtained via the Commission's Web site by searching for the file number, or for an applicant using the Company name box, at *http://www.sec.gov/search/search.htm,* or by calling (202) 551–8090.

Summary of the Application

1. Applicants request an order to permit (a) a Series [1] to acquire shares of Underlying Funds [2] in excess of the limits in sections 12(d)(1)(A) and (C) of the Act and (b) the Underlying Funds that are registered open-end investment companies, their principal underwriters and any broker or dealer registered under the Exchange Act to sell shares of the Underlying Funds to the Series in excess of the limits in section 12(d)(1)(B) of the Act.[3] Applicants also request an order of exemption under sections 6(c) and 17(b) of the Act from the prohibition on certain affiliated transactions in section 17(a) of the Act to the extent necessary to permit the Underlying Funds to sell their shares to, and redeem their shares from, the Series.[4] Applicants state that such transactions will be consistent with the policies of each Series and each Underlying Fund and with the general purposes of the Act and will be based on the net asset values of the Underlying Funds.

2. Applicants agree that any order granting the requested relief will be subject to the terms and conditions stated in the application. Such terms and conditions are designed to, among other things, help prevent any potential (i) undue influence over an Underlying Fund that is not in the same ''group of investment companies'' as the UIT through control or voting power, or in connection with certain services, transactions, and underwritings, (ii) excessive layering of fees, and (iii) overly complex fund structures, which are the concerns underlying the limits in sections 12(d)(1)(A), (B), and (C) of the Act.

3. Section 12(d)(1)(J) of the Act provides that the Commission may exempt any person, security, or transaction, or any class or classes of persons, securities, or transactions, from any provision of section 12(d)(1) if the exemption is consistent with the public interest and the protection of investors. Section 17(b) of the Act authorizes the Commission to grant an order permitting a transaction otherwise prohibited by section 17(a) if it finds that (a) the terms of the proposed transaction are fair and reasonable and do not involve overreaching on the part of any person concerned; (b) the proposed transaction is consistent with the policies of each registered investment company involved; and (c) the proposed transaction is consistent with the general purposes of the Act. Section 6(c) of the Act permits the Commission to exempt any persons or transactions from any provision of the Act if such exemption is necessary or appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

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

Robert W. Errett,

Deputy Secretary.

[FR Doc. 2016–29932 Filed 12–13–16; 8:45 am]

BILLING CODE 8011–01–P

[1] Applicants request that the order apply to each existing and future series of the Trust and to any future registered UIT and series thereof sponsored by BHSI or an entity controlling, controlled by or under common control with BHSI (the ''Series'').

[2] Certain of the Underlying Funds may be registered as an open-end investment company or a UIT, but have received exemptive relief from the Commission to permit their shares to be listed and traded on a national securities exchange at negotiated prices and to operate as exchange-traded funds (''ETFs'').

[3] Applicants do not request relief for the Series to invest in reliance on the order in closed-end investment companies that are not listed and traded on a national securities exchange.

[4] A Series generally would purchase and sell shares of an Underlying Fund that operates as an ETF through secondary market transactions rather than through principal transactions with the Underlying Fund. Applicants nevertheless request relief from section 17(a) to permit a Series to purchase or redeem shares from the ETF. A Series will purchase and sell shares of an Underlying Fund that is a closed-end fund through secondary market transactions at market prices rather than through principal transactions with the closed-end fund. Accordingly, applicants are not requesting section 17(a) relief with respect to transactions in shares of closed-end funds.

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–79506; File No. SR–NYSEArca–2016–158]

Self-Regulatory Organizations; NYSE Arca, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Amending the Exchange's Schedule of Fees and Charges Relating to the Listing and Annual Fees Applicable to Certain Structured Products

December 8, 2016

Pursuant to Section 19(b)(1)[1] of the Securities Exchange Act of 1934 (the ''Act'') [2] and Rule 19b–4 thereunder,[3] notice is hereby given that, on November 29, 2016, NYSE Arca, Inc. (the ''Exchange'' or ''NYSE Arca'') filed with the Securities and Exchange Commission (the ''Commission'') the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the self-regulatory organization. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

[2] 15 U.S.C. 78a.

[3] 17 CFR 240.19b–4.

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

The Exchange proposes to amend the Exchange's Schedule of Fees and Charges (''Fee Schedule'') relating to the Listing and Annual Fees applicable to certain Structured Products. This amendment to the Fee Schedule is effective November 29, 2016. The proposed rule change is available on the Exchange's Web site at *www.nyse.com,* at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

In its filing with the Commission, the self-regulatory organization 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 those statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant parts of such statements.

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

1. Purpose

The Exchange proposes to amend the Exchange's Schedule of Fees and Charges (''Fee Schedule'') relating to the Listing Fee and the Annual Fee applicable to certain ''Structured Products'', as described below.[4] This amendment to the Fee Schedule is effective November 29, 2016.

Currently, the Exchange's Fee Schedule provides for a ''Listing Fee'' for issues of ''Structured Products'' which ranges from $5,000 to $45,000 based on the number of shares outstanding.

The Exchange proposes to amend the Fee Schedule to eliminate the Listing Fee in connection with Exchange listing of certain Structured Products effective November 29, 2016, as described below. Exchange rules applicable to listing of Structured Products under NYSE Arca Equities Rules 5.2(j)(2), 5.2(j)(4) and 5.2(j)(6) provide for listing such products pursuant to Rule 19b–4(e) under the Act if they satisfy all criteria—referred to as ''generic'' listing criteria—in such rule. If an issue of such Structured Products does not satisfy all applicable generic criteria, the Commission must approve or issue a notice of effectiveness with respect to a proposed rule change filed by the Exchange pursuant to Section 19(b) of the Act prior to Exchange listing of such issue.

The Exchange proposes to eliminate the Listing Fee for the following Structured Products listed on the Exchange pursuant to Rule 19b–4(e) under the Act, and for which a proposed rule change pursuant to Section 19(b) of the Act is not required to be filed with the Commission: (i) Equity Linked Notes (listed under Rule 5.2(j)(2)); (ii) Index-Linked Exchangeable Notes (listed under Rule 5.2(j)(4)); and (iii) Index-Linked Securities (listed under Rule 5.2(j)(6)) (collectively, ''Generically-Listed Structured Products''). The Exchange believes that eliminating the Listing Fee for Generically-Listed Structured Products would help correlate the Listing Fee applicable to an issue of Generically-Listed Structured Products to the resources required to list such securities on the Exchange. The Exchange believes it is appropriate to eliminate the Listing Fee for Generically-Listed Structured Products because such products do not require a commitment of time and resources by Exchange staff to prepare and review Rule 19b–4 filings for Structured Products other than Generically-Listed Structured Products, and to communicate with issuers and the Commission staff regarding such filings. Application of a Listing Fee for Structured Products other than Generically-Listed Structured Products is appropriate because the Exchange generally incurs increased costs in connection with the listing administration process, issuer services, and consultative legal services when a proposed rule change pursuant to Section 19(b) of the Act is required to be filed with the Commission.[5]

The Exchange also proposes to amend the Exchange's Fee Schedule relating to the Annual Fee payable in connection with Exchange listing of Index-Linked Securities.[6] The issuer of a series of Index-Linked Securities, which are referred to as exchange-traded notes (or ''ETNs''), may issue a subsequent series of ETNs based on the identical reference asset (for example, stock index) as the initially-listed securities. The Exchange proposes to amend the Fee Schedule to provide that multiple series of securities listed under Rule 5.2(j)(6) that are issued by the same issuer and are based on an identical reference asset and leverage factor (*i.e.,* 1X, –1X, 2X, –2X, 3X or –3X) will receive a 30% discount off the aggregate calculated Annual Fee for such multiple series. Thus, for such series, the Exchange would aggregate the Annual Fee that would apply to the initial and subsequently issued series, and apply a 30% discount to the aggregated Annual Fee amount.

Example: An issuer issues ETN Series A based on the S&P 500 Index with a leverage factor of 2X and subsequently issues Series B based on the S&P 500 Index with a leverage factor of 2X. Series A has 20 million shares outstanding and Series B has 7 million shares outstanding. The Annual Fee, calculated separately, for Series A is $25,000 and, for Series B, $12,000. The aggregate Annual Fee for both series is $37,000. The aggregate Annual Fee would be reduced by 30%, and the Annual Fee for both series combined would be $25,900.

The Exchange believes it is appropriate to provide a reduction in the Annual Fee for related ETNs, as described above, because such reduction will facilitate the issuance of additional ETNs series, which may provide enhanced competition among ETN issuers, while providing a reduction in fees to certain issuers listing additional ETN series. The proposed reduction would apply equally to all issuers issuing additional ETN series based on the same reference asset and leverage factor. The Exchange believes that a discount, as described above, is appropriate in such cases because the Exchange would incur cost savings relating to listing review, ongoing regulatory compliance, issuer services and legal services in connection with listing of such additional related ETNs that are commensurate with the proposed reduction in Annual Fees.

[4] ''Structured Products'' are defined in Note 4 to the Fee Schedule as securities listed under Rule 5.2(j)(1) (Other Securities), 5.2(j)(2) (Equity Linked Notes); Rule 5.2(j)(4) (Index-Linked Exchangeable Notes); Rule 5.2(j)(6) (Equity Index-Linked Securities, Commodity-Linked Securities, Currency-Linked Securities, Fixed Income Index-Linked Securities, Futures-Linked Securities and Multifactor Indexed-Linked Securities (collectively, ''Index-Linked Securities'')); Rule 5.2(j)(7) (Trust Certificates); Rule 8.3 (Currency and Index Warrants); and Rule 8.400 (Paired Trust Shares).

[5] The Exchange has eliminated the Exchange Listing Fee applicable to certain Exchange Traded Products for which a proposed rule change pursuant to Section 19(b) of the Act is not required to be filed with the Commission. *See* Securities Exchange Act Release No. 78633 (August 22, 2016), 81 FR 59025 (August 26, 2016) (SR–NYSEArca–2016–114) (notice of filing and immediate effectiveness of proposed rule change amending the Exchange's Schedule of Fees and Charges to eliminate the Listing Fee in connection with Exchange listing of certain Exchange Traded Products).

[6] The Fee Schedule provides that Annual Fees for Structured Products range from $10,000 to $55,000, based on the total number of securities outstanding per listed issue.

Notwithstanding the proposed amendments to the Listing Fee and Annual Fee, as described above, the Exchange will continue to be able to fund its regulatory obligations.

2. Statutory Basis

NYSE Arca believes that the proposal is consistent with Section 6(b)[7] of the Act, in general, and Section 6(b)(4)[8] of the Act in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among its issuers and other persons using its facilities. In addition, the Exchange believes the proposal is consistent with the requirement under Section 6(b)(5)[9] that an exchange have rules that are designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to, and perfect the mechanism of a free and open market and, in general, to protect investors and the public interest; and are not designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

The proposed elimination of the Listing Fee for certain Generically-Listed Structured Products, as described above, is equitable and does not unfairly discriminate between issuers because it would apply uniformly to issues of Structured Products that are listed generically under Exchange rules. The Exchange believes eliminating the Listing Fee for such Structured Products, as described above, listed on the Exchange pursuant to Rule 19b–4(e) under the Act, and for which a proposed rule change pursuant to Section 19(b) of the Act is not required to be filed with the Commission, would help correlate the Listing Fee applicable to an issue of Structured Products to the resources required to list such securities on the Exchange. The Exchange believes it is appropriate to continue to charge a Listing Fee for Structured Products other than Generically-Listed Structured Products for which a proposed rule change pursuant to Section 19(b) of the Act is required to be filed because of the significant additional extensive time and legal and business resources required by Exchange staff to prepare and review such filings and to communicate with issuers and the Commission regarding such filings.

The Exchange believes it is appropriate to provide a reduction in the Annual Fee for ETNs, as described above, because such reduction will facilitate the issuance of additional ETN series, which may provide enhanced competition among ETN issuers, while providing a reduction in fees to certain issuers listing additional ETN series. The proposed reduction would apply equally to all issuers issuing additional ETNs series based on the same reference asset and leverage factor. The Exchange believes that a discount, as described above, is appropriate in such cases because the Exchange would incur cost savings relating to listing review, ongoing regulatory compliance, issuer services and legal services in connection with listing of such additional related ETNs that are commensurate with the proposed reduction in Annual Fees.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purpose of the Act. The Exchange believes the proposed rule change would promote competition because it will eliminate the Listing Fee for certain Structured Products and reduce the Annual Fee for certain ETNs and will therefore encourage issuers to develop and list additional Structured Products on the Exchange.

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

No written comments were solicited or received with respect to the proposed rule change.

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

The foregoing rule change is effective upon filing pursuant to Section 19(b)(3)(A)[10] of the Act and subparagraph (f)(2) of Rule 19b–4[11] thereunder, because it establishes a due, fee, or other charge imposed by the Exchange.

At any time within 60 days of the filing of such proposed rule change, the Commission summarily may temporarily suspend 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. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B)[12] of the Act to determine whether the proposed rule change should be approved or disapproved.

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:

Electronic Comments

- Use the Commission's Internet comment form (*http://www.sec.gov/rules/sro.shtml*); or
- Send an email to *rule-comments@sec.gov*. Please include File Number SR–NYSEArca–2016–158 on the subject line.

Paper Comments

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549–1090.

All submissions should refer to File Number SR–NYSEArca–2016–158. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (*http://www.sec.gov/rules/sro.shtml*). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for Web site viewing and printing in the Commission's Public Reference Room, 100 F Street NE., Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR–

[7] 15 U.S.C. 78f(b).

[8] 15 U.S.C. 78f(b)(4).

[9] 15 U.S.C. 78f(b)(5).

[10] 15 U.S.C. 78s(b)(3)(A).

[11] 17 CFR 240.19b–4(f)(2).

[12] 15 U.S.C. 78s(b)(2)(B).

NYSEArca–2016–158 and should be submitted on or before January 4, 2017.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.[13]

Eduardo A. Aleman,

Assistant Secretary.

[FR Doc. 2016–29938 Filed 12–13–16; 8:45 am]

BILLING CODE 8011–01–P

[13] 17 CFR 200.30–3(a)(12).

SECURITIES AND EXCHANGE COMMISSION

[Release No. IC–32386; File No. 812–14447]

Hartford Life Insurance Company, et al; Notice of Application

December 8, 2016.

AGENCY: Securities and Exchange Commission (''Commission'').

ACTION: Notice of application for an order approving the substitution of certain securities pursuant to section 26(c) of the Investment Company Act of 1940, as amended (''Act'') and an order of exemption pursuant to section 17(b) of the Act from section 17(a) of the Act.

APPLICANTS: Hartford Life Insurance Company (''Hartford Life''), Hartford Life and Annuity Insurance Company (''Hartford Life and Annuity,'' and together with Hartford Life, the ''Hartford Life Insurance Companies''); their respective separate accounts, Hartford Life Insurance Company Separate Account Three (''HL Separate Account 3''), Hartford Life and Annuity Insurance Company Separate Account Three (''HLA Separate Account 3''), Hartford Life Insurance Company Separate Account Seven (''HL Separate Account 7''), Hartford Life and Annuity Insurance Company Separate Account Seven (''HLA Separate Account 7'') (collectively, the ''Separate Accounts,'' and together with the Hartford Insurance Companies, the ''Section 26 Applicants''); HIMCO Variable Insurance Trust (the ''Trust''), Hartford Investment Management Company (''HIMCO,'' and collectively with the Section 26 Applicants and the Trust, the ''Section 17 Applicants'').

SUMMARY OF APPLICATION: The Applicants seek an order pursuant to section 26(c) of the Act, approving the substitution of shares of twenty-seven (27) investment portfolios of registered investment companies (the ''Existing Portfolios'') with shares of six (6) investment portfolios of the Trust (the ''Replacement Portfolios''), under certain variable annuity contracts (the ''Contracts''), each funded through the Separate Accounts (the ''Substitutions''). In addition, the Section 17 Applicants also seek an order pursuant to section 17(b) of the Act exempting them from section 17(a) of the Act to the extent necessary to permit them to engage in certain in-kind transactions (the ''In-Kind Transactions'') in connection with the Substitutions.

DATES: *Filing Date:* The application was filed on April 21, 2015, and amended on May 25, 2016 and August 31, 2016.

HEARING OR NOTIFICATION OF HEARING: An order granting the requested relief 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, personally or by mail. Hearing requests should be received by the Commission by 5:30 p.m. on January 3, 2017, and should be accompanied by proof of service on applicants, in the form of an affidavit, or for lawyers, a certificate of service. Pursuant to rule 0–5 under the Act, hearing requests should state the nature of the writer's interest, any facts bearing upon the desirability of a hearing on the matter, 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: Hartford Life Insurance Company, Attn: Lisa Proch, Vice President, Assistant General Counsel, P.O. Box 2999, Hartford, CT 06104–2999.

FOR FURTHER INFORMATION CONTACT: Jessica Shin, Attorney-Adviser at (202) 551–5921 or David J. Marcinkus, Branch Chief, at (202) 551–6821 (Chief Counsel's Office, Division of Investment Management).

SUPPLEMENTARY INFORMATION: The following is a summary of the application. The complete application may be obtained via the Commission's Web site by searching for the file number, or for an applicant using the Company name box, at *http://www.sec.gov/search/search.htm,* or by calling (202) 551–8090.

Applicants' Representations

1. Hartford Life is a stock life insurance company incorporated under the laws of the state of Connecticut. Hartford Life was engaged in the business of writing individual and group life insurance and annuity contracts until April 30, 2013, and remains authorized to do business in every state and the District of Columbia. Hartford Life is an indirect, wholly-owned subsidiary of The Hartford Financial Services Group, Inc. (''The Hartford''), a Delaware corporation whose stock is traded on the New York Stock Exchange.

2. Hartford Life and Annuity is a stock life insurance company incorporated under the laws of the state of Connecticut. Hartford Life and Annuity was engaged in the business of writing individual and group life insurance and annuity contracts until April 30, 2013, and remains authorized to do business in every state (except New York), the District of Columbia and Puerto Rico. Hartford Life and Annuity is an indirect wholly-owned subsidiary of The Hartford.

3. Hartford Life established HL Separate Account 3 and HL Separate Account 7 as segregated asset accounts under Connecticut law on June 22, 1994 and December 8, 1986, respectively. Hartford Life and Annuity established HLA Separate Account 3 and HLA Separate Account 7 as segregated asset accounts under Connecticut law on June 22, 1994 and April 1, 1999, respectively. Each of the Separate Accounts meets the definition of ''separate account,'' as defined in Section 2(a)(37) of the Act. The Separate Accounts are registered with the Commission under the Act as unit investment trusts. The assets of the Separate Accounts support the Contracts and interests in the Separate Accounts offered through such Contracts. The Separate Accounts are segmented into subaccounts, and certain of these subaccounts invest in the Existing Portfolios. The Contracts are individual and group deferred variable annuity contracts, with group participants acquiring certain ownership rights as described in the group contract or plan documents. Contract owners and participants in group contracts (each, a ''Contract owner,'' and collectively, ''Contract owners'') may allocate some or all of their Contract value to one or more subaccounts available as investment options under their respective Contracts and any rider(s).

4. By the terms of each Contract (and as set forth in the prospectuses for the Contracts), the Hartford Insurance Companies reserve the right to substitute shares of another registered investment company for the shares of any registered investment company already purchased or to be purchased in the future by the Separate Accounts.

5. The Trust is a Delaware statutory trust that was established on January 13, 2012. The Trust is registered with the