Dated: October 31, 2014.

Michel Smyth,

Departmental Clearance Officer.

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DEPARTMENT OF LABOR

Employee Benefits Security Administration

Exemptions From Certain Prohibited Transaction Restrictions

AGENCY: Employee Benefits Security Administration, Labor.

ACTION: Grant of Individual Exemptions.

SUMMARY: This document contains exemptions issued by the Department of Labor (the Department) from certain of the prohibited transaction restrictions of the Employee Retirement Income Security Act of 1974 (ERISA or the Act) and/or the Internal Revenue Code of 1986 (the Code). This notice includes the following: 2014–09, Renaissance Technologies, LLC, D–11730; and 2014–10, Family Dynamics Inc., Pension Plan, D–11777.

SUPPLEMENTARY INFORMATION: Notices were previously published in the **Federal Register** of the pendency before the Department of proposals to grant the above-referenced exemptions. Each notice set forth a summary of facts and representations contained in an application for exemption, and referred interested persons to the application for a complete statement of the facts and representations. Each application has been available for public inspection at the Department in Washington, DC. Each notice also invited interested persons to submit comments on the requested exemption to the Department. In addition, each notice stated that any interested person might submit a written request that a public hearing be held (where appropriate). The applicants have represented that they have complied with the requirements of notifying interested persons. No request for a hearing was received by the Department. Public comments were received by the Department as described in each granted exemption.

The notices of proposed exemption were issued, and the exemptions are being granted, solely by the Department because, effective December 31, 1978, section 102 of Reorganization Plan No. 4 of 1978, 5 U.S.C. App. 1 (1996), transferred the authority of the Secretary of the Treasury to issue exemptions of the type proposed to the Secretary of Labor.

Statutory Findings

In accordance with section 408(a) of the Act and/or section 4975(c)(2) of the Code and the procedures set forth in 29 CFR Part 2570, Subpart B (76 FR 66637, 66644, October 27, 2011) [1] and based upon the entire record, the Department makes the following findings:

(a) The exemptions are administratively feasible; (b) The exemptions are in the interests of the affected plans and their participants and beneficiaries; and (c) The exemptions are protective of the rights of affected participants and beneficiaries.

Renaissance Technologies, LLC (Renaissance or the Applicant) Located in New York, New York

[Prohibited Transaction Exemption 2014–09; Application No. D–11730]

Amendment to Exemption

Section I. Covered Transactions Involving Certain IRAs Subject to Title I and Title II of ERISA

The restrictions of section 406(a)(1)(A) and (D) of the Act and the sanctions resulting from the application of section 4975 of the Code, by reason of section 4975(c)(1)(A) and (D) of the Code, shall not apply to:

(a) The direct or indirect acquisition by a Participant's IRA of an interest in a Medallion Fund through such IRA's acquisition of an interest in a New Medallion Vehicle;

(b) The acquisition of an additional interest by a Participant's IRA in a New Medallion Vehicle; and

(c) The redemption of all or a portion of a Participant's IRA's interest in a New Medallion Vehicle.

This amendment is subject to the general conditions set forth below in Section IV.

Section II. Covered Transactions Involving Certain IRAs Subject to Title II of Erisa Only

The sanctions resulting from the application of section 4975 of the Code, by reason of section 4975(c)(1)(A) and (D) of the Code, shall not apply to:

(a) The direct or indirect acquisition by a Spouse's IRA of an interest in a Medallion Fund through such IRA's acquisition of an interest in a New Medallion Vehicle; [2]

(b) The acquisition of an additional interest by a Spouse's IRA in a New Medallion Vehicle; and

(c) The redemption of all or a portion of a Spouse's IRA's interest in a New Medallion Vehicle.

This amendment is subject to the general conditions set forth below in Section IV.

Section III. Covered Transactions Involving Certain 401(k) Accounts

The restrictions of section 406(a)(1)(A) and (D) of the Act and the sanctions resulting from the application of section 4975 of the Code, by reason of section 4975(c)(1)(A) and (D) of the Code, shall not apply to:

(a) The direct or indirect acquisition by a 401(k) Account of an interest in a Medallion Fund through such 401(k) Account's acquisition of an interest in a New Medallion Vehicle; and

(b) The redemption of all or a portion of a 401(k) Account's interest in a New Medallion Vehicle.

This amendment is subject to the general conditions set forth below in Section IV.

Section IV. General Conditions

(a) An IRA's acquisition of an interest in a New Medallion Vehicle is made at the specific direction of its IRA Holder, and a 401(k) Account's acquisition of an interest in a New Medallion Vehicle is made at the specific direction of its 401(k) Account Holder.

(b) Renaissance renders no investment advice (within the meaning of 29 CFR 2510.3–21(c)) to IRA Holders or 401(k) Account Holders concerning a potential acquisition or redemption of an interest in a New Medallion Vehicle and does not engage in marketing activities or offer employment-related incentives of any kind intended to cause IRA Holders or 401(k) Account Holders to consider such acquisition or redemption.

(c) An interest in a New Medallion Vehicle is only available to IRA Holders or 401(k) Account Holders who satisfy the securities-based laws, and other regulatory-based investor qualifications, applicable to all investors in such New Medallion Vehicle.

(d) No commissions, sales charges, or other fees (including management fees) or profit participations in the form of performance allocations or otherwise, direct or indirect, are assessed against an IRA or 401(k) Account in connection with its acquisition and holding of an interest in a New Medallion Vehicle.

(e) An IRA or 401(k) Account pays no more and receives no less for its particular interest in any of the New Medallion Vehicles than it would in an

[1] The Department has considered exemption applications received prior to December 27, 2011 under the exemption procedures set forth in 29 CFR Part 2570, Subpart B (55 FR 32836, 32847, August 10, 1990).

[2] Pursuant to 29 CFR 2510.3–2(d), the Spouses' IRAs are not within the jurisdiction of Title I of the Act. However, there is jurisdiction under Title II of the Act pursuant to section 4975 of the Code.

arm's length transaction with an unrelated party.

(f) An IRA's or 401(k) Account's interest in a New Medallion Vehicle is redeemable, in whole or in part, without the payment of any redemption fee or penalty, no less frequently than on a quarterly basis upon no less than 10 days advance written notice by the IRA or 401(k) Account, except in the case of New Kaleidoscope, for which 45 days' notice is required.

(g) An acquisition or redemption of an IRA's or 401(k) Account's interest in a New Medallion Vehicle is made for fair market value, determined as follows:

(1) Equity securities are valued at the consolidated or composite closing price, or, in the case of over-the-counter equity securities, the last sale price provided by unaffiliated, third-party market data providers. If no price of such equity security was reported on that date, the market value will be the last reported price on the most recent date for which a price is available, and will reflect a discount if such date occurred more than thirty days before;

(2) Fixed income securities are valued at the ''bid'' price of such securities at the close of business on the relevant valuation date. These prices are determined (i) where available, on the basis of prices provided by independent pricing services that determine valuations based on market transactions for comparable securities; and (ii) in certain cases where independent pricing services are not available, on the basis of quotes obtained from multiple independent providers that are either U.S.-registered or foreign broker-dealers, which are registered and subject to the laws of their respective jurisdiction, or banks;

(3) Options are valued at the mean between the current independent best ''bid'' price and the current independent best ''asked'' price from the exchanges on which they are listed or, where such prices are not available, are valued on the basis of pricing data obtained from unaffiliated, third-party market data providers at their fair value in accordance with Fair Value Pricing Practices by the Renaissance Valuation Committee, which utilizes a set of defined rules and an independent review process; and

(4) If current market quotations are not readily available for any investments, such investments are valued at their fair value by the Renaissance Valuation Committee in accordance with Fair Value Pricing Practices.

(h) Redemption of an IRA's or 401(k) Account's interest in a New Medallion Vehicle, in whole or in part, is made for cash.

(i) In the event that a redemption of any portion of an interest in a New Medallion Vehicle held by an IRA or 401(k) Account becomes necessary as the result of a reduction of the Investment Allocation applicable to a Participant, then, at such IRA Holder's or 401(k) Account Holder's election, the redemption may first be made of such individual's taxable investments in the Medallion Funds (if any) prior to his or her IRA's or 401(k) Account's interest in a New Medallion Vehicle.

(j) With respect to the investment by Participants in the New Medallion Vehicles through IRAs, Renaissance acknowledges that such investments may constitute investments by a ''pension plan'' within the meaning of section 3(2) of the Act, and the Applicant represents that, with respect to such investments, it will comply with all applicable requirements of Title I of the Act.

(k) Renaissance does not use the IRAs' or 401(k) Accounts' investments in the Funds in any of their marketing activities or publicity materials for the Funds.

(l) In advance of the initial investment by an IRA or 401(k) Account in a New Medallion Vehicle, the IRA Holder or 401(k) Account Holder receives:

(1) A copy of the notice of proposed exemption published in the **Federal Register** at 77 FR 3038 (January 20, 2012) and notice of final grant of Prohibited Transaction Exemption (PTE) 2012–10 published in the **Federal Register** at 77 FR 23756 (April 20, 2012), the proposed amendment published in the **Federal Register** at 79 FR 47674 (August 14, 2014), and this final amendment, once published in the **Federal Register**;

(2) A private offering memorandum (with all related exhibits) describing the relevant investment vehicles, including its investment objectives, risks, conflicts, operating expenses and redemption and valuation policies, and any IRA Holder or 401(k) Account Holder whose IRA or 401(k) Account owns an interest in a New Medallion Vehicle receives the same disclosures and information provided to other investors with respect to the Fund in which he or she invests; and

(3) Following receipt of the information described in (1) and (2), above, an IRA Holder or 401(k) Account Holder will receive, in a timely manner, all reasonably available relevant information as such IRA Holder or 401(k) Account Holder may request.

(m) On an on-going basis, Renaissance provides each IRA Holder or 401(k) Account Holder whose IRA or 401(k) Account owns an interest in a New Medallion Vehicle with the following information:

(1) Unaudited performance reports at the end of each month; and

(2) Audited annual financial statements following the end of each calendar year.

(n) Prior to the acquisition by an IRA or 401(k) Account of an interest in a New Medallion Vehicle, and the corresponding indirect acquisition of an interest in a Medallion Master Fund, Other Renaissance Managed RF Fund, or any other Fund made through such acquisition of an interest in a New Medallion Vehicle, Renaissance or the applicable New Medallion Vehicle manager (the New Medallion Vehicle Manager) with respect to any such acquisition:

(1) Agrees to submit to the jurisdiction of the federal and state courts located in the State of New York;

(2) Agrees to appoint an agent for service of process for the New Medallion Vehicle, the Other Renaissance Managed RF Fund, and any other Funds described in this Section IV(n), in the United States (the Process Agent);

(3) Consents to service of process on the Process Agent; and

(4) Agrees that any enforcement by an IRA Holder or 401(k) Account Holder of his or her rights pursuant to this amendment will at the option of such IRA Holder or 401(k) Account Holder, occur exclusively in the United States courts.

(o) Renaissance maintains, or causes to be maintained, for a period of six years from the date of any covered transaction, such records as are necessary to enable the persons described in paragraph (p)(1) below to determine whether the conditions of this amendment have been met, provided that (1) a separate prohibited transaction will not be considered to have occurred if, due to circumstances beyond the control of Renaissance, the records are lost or destroyed prior to the end of the six-year period, and (2) no party in interest or disqualified person other than Renaissance shall be subject to a civil penalty under section 502(i) of the Act or the taxes imposed by section 4975(a) and (b) of the Code, if such records are not maintained, or are not available for examination as required by paragraph (p)(1) below.

(p)(1) Except as provided below in paragraph (p)(2), and notwithstanding any provisions of subsections (a)(2) and (b) of section 504 of the Act, the records referred to above in paragraph (o) are unconditionally available at their

customary location for examination during normal business hours by:

(A) Any duly authorized employee or representative of the Department, the Internal Revenue Service, the Commodity Futures Trading Commission (CFTC), or the U.S. Securities and Exchange Commission (SEC), and

(B) Any IRA Holder or 401(k) Account Holder or any duly authorized representative or beneficiary of an IRA or 401(k) Account; and

(2) None of the persons described above in paragraph (p)(1)(B) shall be authorized to examine trade secrets of Renaissance, or commercial or financial information which is privileged or confidential, and should Renaissance refuse to disclose information on the basis that such information is exempt from disclosure, Renaissance shall, by the close of the thirtieth (30th) day following the request, provide a written notice advising that person of the reasons for the refusal and that the Department may request such information.

Section V. Definitions

For purposes of this amendment:

(a) The term ''Renaissance'' means Renaissance Technologies, LLC, and its affiliates.

(b) An ''affiliate'' of a person includes—

(1) Any person directly or indirectly through one or more intermediaries, controlling, controlled by, or under common control with such entity (for purposes of this paragraph, the term ''control'' means the power to exercise a controlling influence over the management or policies of a person other than an individual); and

(2) Any officer of, director of, or partner in such person.

(c) The term ''Fair Value Pricing Policies'' means the Official Pricing Policy established in good faith by the Renaissance Valuation Committee for valuing an instrument, which is subject to the approval of the Renaissance Technologies LLC Board of Directors.

(d) The term ''Fund'' or ''Funds'' means, individually or collectively, the eight privately offered U.S. and non-U.S. collective investment vehicles managed by Renaissance, comprised almost exclusively of assets of Renaissance and its owners and employees (the Proprietary Funds) and the eight privately offered U.S. and non-U.S. collective investment vehicles, consisting primarily of assets of clients of Renaissance (the non-Proprietary Funds).

(e) The term ''Investment Allocation'' means the permitted investment allocation limit in the Medallion Funds applicable to a Renaissance employee, which such employee and his or her Spouse may utilize to make investments in a Medallion FF or Kaleidoscope, or in an applicable New Medallion Vehicle.

(f) The term ''IRA'' means an ''individual retirement account'' as defined under section 408(a) of the Code that is beneficially owned by an IRA Holder or a ''Roth IRA'' as defined under section 408A of the Code that is beneficially owned by an IRA Holder.

(g) The term ''IRA Holder'' means a Participant, or the Spouse of a Participant, who is eligible to invest in a New Medallion Vehicle through his or her IRA.

(h) The term ''Kaleidoscope'' means Renaissance Kaleidoscope Fund LLC, a Delaware limited liability company established by Renaissance to facilitate the investment in the Proprietary Funds by employees of Renaissance who are not Accredited Investors under the Securities Act of 1933, as amended (the 1933 Act) or otherwise do not meet the financial requirements to invest in such Proprietary Funds.

(i) The term ''Medallion Funds'' means the five Proprietary Funds of Renaissance that are organized in a ''master-feeder'' investment structure. The Medallion Funds are comprised of five feeder funds (Medallion FFs), each designed for a different type of investor, that engage in their investment and trading activities only through certain master funds and their subsidiaries (the Medallion Master Funds).

(j) The term ''New Medallion Vehicle'' or ''New Medallion Vehicles'' means, individually or collectively, New Medallion FF, New Medallion FF RMPRF, and New Kaleidoscope.

(k) The term ''New Kaleidoscope'' means Renaissance Kaleidoscope RF Fund LLC, the Delaware limited liability company established by Renaissance in order to facilitate investment, by IRA Holders and 401(k) Plan participants who are not ''Accredited Investors'' under the 1933 Act, in the Medallion Fund RF LP and Other Renaissance Managed RF Funds that are not parties in interest, or other disqualified persons, as applicable, to the IRA Holders' IRAs or to the New 401(k) Plan.

(l) The term ''New Medallion FF'' means Medallion Fund RF LP, the Bermuda Limited Partnership that is treated as a corporation for US Federal Income Tax purposes, established by Renaissance in order to facilitate an investment by an IRA Holder or 401(k) Plan participant who is a ''Qualified Purchaser'' or ''Knowledgeable Employee'' under the Investment Company Act of 1940, as amended (the 1940 Act) in the Medallion Master Funds, through his or her IRA or 401(k) Account.

(m) The term ''New Medallion FF RMPRF'' means Medallion RMPRF Fund LP, the Bermuda Limited Partnership that is treated as a corporation for U.S. Federal Income Tax purposes established by Renaissance in order to facilitate the investment by IRA Holders or 401(k) Plan participants who are neither Qualified Purchasers nor ''Knowledgeable Employees'' as defined in the 1940 Act, but who are Accredited Investors, in the Medallion Master Funds, through their IRAs or 401(k) Accounts.

(n) The term ''Other Renaissance Managed RF Fund'' means an RF Series of any Renaissance-sponsored Fund, other than a Medallion Fund or Kaleidoscope Fund, that is a private investment vehicle established in compliance with the various federal securities laws and other applicable regulatory requirements and for which Renaissance is the investment manager, as well as the investment manager of any master trading vehicles that may be utilized by such a fund to invest and trade its assets.

(o) The term ''Participant'' means a person who is either an employee or a Permitted Owner of Renaissance at the time of such individual's investment in the New Medallion Vehicles.

(p) The term ''Permitted Owners'' means the eight individuals permitted to invest in the Medallion Funds following the termination of their Renaissance employment, comprised of three Renaissance ''founders,'' and five former employees who are current owners of Renaissance.

(q) The term ''Renaissance Valuation Committee,'' or ''RVC,'' means the committee, established by Renaissance in 2008, that oversees and monitors the valuation process, and establishes the methods of, and procedures for, valuing various instruments traded by Renaissance, composed of high-level Renaissance employees who also may be Fund investors.

(r) The term ''Spouse'' means a person who is (1) married to a Participant, or (2) to the extent not prohibited by applicable law, in a civil union or similar marriage-equivalent institution established pursuant to State law of the State where the Participant resides (or otherwise recognized by the State where the Participant resides) with a Participant.

(s) The term ''401(k) Account'' means the plan account established and maintained for the benefit of a

participant in the Renaissance Technologies LLC 401(k) Plan.

(t) The term ''401(k) Account Holder'' means a participant in the Renaissance Technologies LLC 401(k) Plan who is eligible to invest in a New Medallion Vehicle through his or her 401(k) Account.

Section VI. Effective Date

This amendment of PTE 2012–10 is effective as of the earlier of the date of publication in the **Federal Register** or October 1, 2014.

Written Comments

The Department invited all interested persons to submit written comments with respect to the proposed amendment of exemption published in the **Federal Register** on August 14, 2014 at 79 FR 47674 (the Notice) on or before September 16, 2014. During the comment period, the Department received one written comment from the Applicant that requests: (1) modifications to certain definitions in Section V of the proposed amendment to take into account the 401(k) Account investments; (2) a clarification to a condition in the proposed amendment; (3) updates to information describing Renaissance and the Funds; (4) clarifications and/or updates to descriptions of the New Medallion Vehicles; (5) clarifications to descriptions of PTE 2012–10 and the covered transactions; and (6) clarifications regarding use of certain defined terms in the Summary of Facts and Representations in the Notice (the Summary). The Department received no other written comments. The Applicant's comment and the Department's responses thereto are described as follows.[3]

Modification of Section V(l) and Section V(m). The Applicant's comment requested a change to the definitions of ''New Medallion FF'' and ''New Medallion FF RMPRF'' in Section V of the proposed amendment to better describe the purpose of such investment vehicles. Section V(l) of the proposed amendment provides that ''[t]he term 'New Medallion FF' means Medallion Fund RF LP, the Bermuda Limited Partnership that is treated as a corporation for US Federal Income Tax purposes, established by Renaissance in order to facilitate an investment by an IRA Holder who is a ''Qualified Purchaser'' or ''Knowledgeable Employee'' under the Investment Company Act of 1940, as amended (the 1940 Act) in the Medallion Master Funds, through his or her IRA.'' Furthermore, Section V(m) of the proposed amendment provides that ''[t]he term 'New Medallion FF RMPRF' means Medallion RMPRF Fund LP, the Bermuda Limited Partnership that is treated as a corporation for US Federal Income Tax purposes established by Renaissance in order to facilitate the investment by IRA Holders who are neither Qualified Purchasers nor 'Knowledgeable Employees' as defined in the 1940 Act, but who are Accredited Investors, in the Medallion Master Funds, through their IRAs.''

The Applicant states that the current definitions of ''New Medallion FF'' and ''New Medallion FF RMPRF'' in Sections V(l) and V(m) of the proposed amendment contain historical information about the reason such Funds were originally established, i.e., to facilitate the investment by IRA Holders in the Medallion Master Funds through their IRAs in connection with PTE 2012–10. However, the Applicant states that since the proposed amendment provides exemptive relief for the investment by 401(k) Account Holders in the Medallion Master Funds through their 401(k) Accounts in addition to the IRA investments described in PTE 2012–10, the definitions should be updated for the sake of clarification, as well as consistency with the definition of ''New Kaleidoscope,'' which has already been modified in the proposed amendment. Accordingly, the Applicant requests that the definitions of ''New Medallion FF'' and ''New Medallion FF RMPRF'' in Sections V(l) and V(m) be modified as follows: (1) In Section V(l), insert ''or 401(k) Plan participant'' after ''an IRA Holder'', and insert ''or 401(k) Account'' after ''his or her IRA''; and (2) In Section V(m), insert ''or 401(k) Plan participants'' after ''IRA Holders'', and insert ''or 401(k) Accounts'' after ''their IRAs''.

The Department concurs with the Applicant's requested modification of the definitions of ''New Medallion FF'' and ''New Medallion FF RMPRF'' in Sections V(l) and V(m) and the final amendment has been modified accordingly.

Clarification of Scope of Condition in Section IV(k). The Applicant, in its comment, seeks clarification with respect to the scope of the condition for exemptive relief in Section IV(k) of the proposed amendment, which provides that, with the respect to the covered transactions, ''Renaissance does not use the IRAs' or 401(k) Accounts' investments in the Funds in any of their marketing activities or publicity materials for the Funds.'' Specifically, the Applicant requests that the Department confirm that this condition does not prevent Renaissance from disclosing the existence and amounts of such investments for the sake of completeness, in order to avoid omitting material disclosures that are required by Federal securities laws or other applicable law. The Department confirms that the condition in Section IV(k) of the Notice is not intended to prevent Renaissance from making disclosures in compliance with Federal securities laws or other applicable laws.

Updates to Information Describing Renaissance and the Funds. The Applicant's comment updates the number of Proprietary and non-Proprietary Funds, as described in Section V(d) of the proposed amendment and paragraphs four and ten of the Summary. Paragraph four of the Summary provides that the Applicant is the investment manager of fifteen privately offered U.S. and non-U.S. collective investment vehicles, nine of which are proprietary funds (Proprietary Funds) and six of which are non-proprietary funds (non-Proprietary Funds)—with approximately $24 billion of assets under management. The Applicant notes that Renaissance now manages sixteen privately offered collective investment vehicles, split equally between Proprietary Funds and non-Proprietary Funds, with approximately $23 billion of assets under management. The Applicant requests that Section V(d) of the proposed amendment be modified accordingly. Paragraph ten of the Summary states that Kaleidoscope is one of nine Proprietary Funds eligible to invest in the other eight Proprietary Funds. However, the Applicant notes that Kaleidoscope Fund is now one of eight Proprietary Funds and is eligible to invest in the other seven Proprietary Funds.

The Applicant's comment also updates the number of Medallion Funds described in Section V(i) of the proposed amendment and paragraphs four and six of the Summary, as there are now five Medallion Funds—rather than six as stated in the Notice. The Applicant explains that one of the Medallion FF's, Medallion RMP, liquidated its investors' interests on December 31, 2012.

The Applicant's comment also updates paragraph five of the Summary, which describes the breakdown of assets under management between the Proprietary Funds and the non-Proprietary Funds. In this regard, the Applicant notes that, as of June 30, 2014, the Proprietary Funds and the non-Proprietary Funds had $11.3 billion

[3] Capitalized terms not defined herein have the meanings ascribed to them in the Summary.

and $11.7 billion in assets under management, respectively. In addition, the Applicant specified that, as of June 30, 2014, the Medallion Funds represent approximately $8.9 billion of the Proprietary Funds' $11.3 billion in assets under management.

The Applicant's comment also updates paragraph seven of the Summary, which describes the Medallion Master Funds and Medallion FFs. In this regard, the Applicant notes that the Medallion Master Funds and Medallion FFs are now organized as limited partnerships, limited liability corporations and corporations—not just limited partnerships or corporations, as specified in the Summary. Additionally, the Applicant's comment notes that footnote three to paragraph seven of the Summary is no longer accurate. In this regard, footnote three provides that the Medallion FFs currently operate under the exemptions set forth in sections 3(c)(7), 3(c)(1), or 6(b) of the 1940 Act, and Rule 506 of Regulation D under the Securities Act of 1933, as amended. However, the Applicant notes that Medallion RMP was the only Medallion Fund that relied on the exemption set forth in section 6(b) of the 1940 Act, and as described above, Medallion RMP liquidated its assets on December 31, 2012.

Finally, the Applicant's comment updates paragraph nine of the Summary, which provides that the average annual returns of the Medallion Funds (before management fees and performance allocations) for the period January 1, 1994 through December 31, 2013 is 71.88%. The Applicant notes that the average annual returns of the Medallion Funds (before management fees and performance allocations) for the period January 1, 1994 through June 30, 2014 is 71.80%.

The Department has modified Section V(d) and Section V(i) in the final amendment to reflect the Applicant's updates to the number of Proprietary and non-Proprietary Funds, including the number of Medallion Funds, and the Department takes note of the Applicant's other updates to the Summary, as described above.

Clarifications and/or Updates to Descriptions of the New Medallion Vehicles. Paragraph fourteen and footnote five of the Summary provide descriptions of the New Medallion Vehicles, including their tax status, corporate form, legal jurisdiction, and their applicable securities law-based investor qualifications. The Applicant's comment provides several clarifications to paragraph fourteen and footnote five, and suggests certain clarifying language in paragraph fourteen to more accurately describe the New Medallion Vehicles, described as follows:

The second sentence of paragraph fourteen provides that ''New Medallion FF is available only to IRAs maintained by IRA Holders who meet the same investor qualifications as those investing the Medallion Funds.'' The Applicant clarifies that the New Medallion FF is only open for investment by IRAs whose IRA Holders are qualified under section 3(c)(7) of the 1940 Act, but one of the five Medallion Funds (Medallion USA) actually qualifies for an exemption under section 3(c)(1) of the 1940 Act.

The Applicant suggests that the first two sentences of paragraph fourteen provide descriptions of New Medallion FF and New Kaleidoscope, but do not provide a full description of New Medallion FF RMPRF. Accordingly, the Applicant provides the following clarifying description of New Medallion FF RMPRF: ''New Medallion FF RMPRF is organized as a Bermuda Limited Partnership that elects to be treated as a corporation for US Federal Income Tax purposes, and invests directly in the Medallion Master Funds. New Medallion FF RMPRF is available only to IRAs whose beneficial owners are Accredited Investors under Regulation D of the 1933 Act.''

The third sentence of paragraph fourteen provides that New Kaleidoscope is available to IRAs of IRA Holders who are not eligible to invest in New Medallion FF. The Applicant clarifies that New Kaleidoscope is designed to accept investments from IRAs whose beneficial owners do not qualify for investment in either New Medallion FF or New Medallion RMPRF. The Applicant notes further that New Kaleidoscope may accept investments from up to 35 IRAs whose beneficial owners are non-Accredited Investors.

The fourth sentence of paragraph fourteen states that New Kaleidoscope invests in the Medallion Funds through New Medallion FF RMPRF, and the second sentence of footnote five provides that, ''. . .New Medallion FF accepts direct IRA investment, whereas New Medallion FF RMPRF only accepts investment by New Kaleidoscope, and thus has no direct investment by IRAs.'' According to the Applicant, this sentence and footnote need to be clarified in several respects: First, the reference to the ''Medallion Funds'' should be instead to the ''Medallion Master Funds,'' to more accurately reflect the ultimate investment by New Kaleidoscope; secondly, although New Kaleidoscope originally invested in the Medallion Master Funds through New Medallion FF RMPRF, Renaissance has since determined that New Kaleidoscope will invest in the Medallion Master Funds through New Medallion FF; and finally, New Medallion FF accepts direct investments from IRAs whose IRA Holders are qualified under section 3(c)(7) of the 1940 Act and from New Kaleidoscope, whereas New Medallion FF RMPRF accepts investments from IRAs whose IRA Holders are qualified under section 3(c)(1) or section 3(c)(7) of the 1940 Act.

Finally, the fifth sentence of paragraph fourteen states that '' . . .New Kaleidoscope will invest in the two other newly established feeder funds which are designed to facilitate investment in the non-Medallion Funds.'' The Applicant clarifies that these two other feeder funds are the RF Series of RIEF LLC and RIFF LLC, and notes that the Applicant requested the amendment, in part, in order to facilitate New Kaleidoscope's investment in other non-Medallion Funds.

Therefore, to resolve any confusion and make necessary updates to the descriptions of the New Medallion Vehicles in paragraph fourteen of the Summary, the Applicant's comment suggests that paragraph fourteen read as follows:

> ''New Medallion FF is organized as a Bermuda Limited Partnership that elects to be treated as a corporation for U.S. Federal Income Tax Purposes, and invests directly in the Medallion Master Funds. New Medallion FF is available only to IRAs whose beneficial owners are 3(c)(7) qualified investors. New Medallion FF RMPRF is organized as a Bermuda Limited Partnership that elects to be treated as a corporation for U.S. Federal Income Tax Purposes, and invests directly in the Medallion Master Funds. New Medallion FF RMPRF is available only to IRAs whose beneficial owners are 3(c)(1) or 3(c)(7) qualified investors. New Kaleidoscope is a fund-of-funds that is available only to IRAs maintained by IRA Holders that do not meet the investor qualifications to invest directly in New Medallion FF or New Medallion FF RMPRF. New Kaleidoscope is organized as a Delaware limited liability company, and invests in the Medallion Funds through New Medallion FF. In addition, New Kaleidoscope invests in two other vehicles (the RF series of RIEF LLC and RIFF LLC) which are designed to facilitate its investment in non-Medallion Funds, and relief has been requested to facilitate its investment in other non-Medallion Funds (see paragraph 30, infra).''

The Department takes note of the Applicant's clarifications to paragraph fourteen of the Summary and suggested clarifying language, except that, with respect to the Applicant's suggested revision to the last sentence of paragraph fourteen, the Department is

not extending exemptive relief to investments by New Kaleidoscope in the non-Medallion Funds, because, according to the Applicant and as described in paragraph 32 of the Summary, such Funds do not constitute parties in interest or disqualified persons with respect to the IRAs or the 401(k) Plan.

Clarifications to Description of PTE 2012–10 and the Covered Transactions. The Applicant's comment also provided clarifications to the Summary regarding the description of PTE 2012–10 and the covered transactions. In describing PTE 2012–10, paragraph one of the Summary provides that relief was granted for investments in ''six privately offered collective investment vehicles managed by Renaissance.'' However, the Applicant notes that PTE 2012–10 grants relief for investments in three privately offered collective investment vehicles, New Medallion FF, New Medallion FF RMPRF and New Kaleidoscope, which themselves ultimately invest in the Medallion Master Funds. In further describing PTE 2012–10, paragraph thirteen provides that Renaissance also created ''two other feeder funds,'' besides the New Medallion Vehicles, that were specifically designed to facilitate the investment by IRAs into other of Renaissance's Proprietary Funds (the non-Medallion Funds). The Applicant notes, however that there are currently four such feeder funds: RIFF RMPRF LP and the RF Series of RIEF LLC, RIFF LLC and RIDA LLC.

In describing PTE 2012–10, footnote six of the Summary provides that no management fees or profit participations of any kind are charged to IRAs investing (directly or through New Kaleidoscope) in any Renaissance investment vehicles designed to facilitate the investment into the non-Medallion Funds. The Applicant notes in its comment that this will also be the case for investments made by 401(k) Accounts in such vehicles. Furthermore, in describing PTE 2012–10, footnote seven of the Summary provides that Renaissance terminated the Old 401(k) Plan in late 2010 and distributed its assets to participants by December 31, 2010. The Applicant notes in its comment that the effective date of such plan termination was December 15, 2010.

In describing the covered transactions, paragraphs 21 and 23 of the Summary provide general descriptions of the procedures for purchases and redemptions of interests in the New Medallion Vehicles by 401(k) Plan Accounts. The Applicant notes in its comment that the phrase ''purchases by 401(k) Accounts of interests in the Funds will be allowed quarterly and are purchased and redeemed at net asset value'' in paragraph 21 and the phrase ''Redemptions of interests in New Medallion Vehicles are always made in cash'' in paragraph 23 suggest that the 401(k) Account transactions for which relief was sought by the Applicant are already occurring. However, the Applicant represents that these transactions have yet to occur.

Lastly, in describing the covered transactions, paragraph 40 of the Summary provides that, ''if the proposed amendment is granted, each Participant's 'Investment Allocation' would limit the combined amount he or she is permitted to invest in the Medallion Funds via his or her personal account, IRA (including his or her Spouse's IRA), and 401(k) Account (in the case of the latter two, via the New Medallion Vehicles).'' The Applicant notes that a Participant's Investment Allocation applies in the aggregate to his or her investments in non-fee-free Medallion Funds and in fee-free New Medallion Vehicles.

The Department takes note of the Applicant's suggested clarifications to the Summary, as described above.

Clarifications Regarding Use of Defined Terms. The Applicant suggests in its comment that there are several places in the proposed amendment and the Summary where clarification of certain defined terms is appropriate. Specifically, the Applicant states for purposes of clarification that, in paragraphs 14, 15, 28, 32, and in the last sentence of footnote twelve of the Summary, and in Sections I(a), II(a) and III(a) of the proposed amendment, references to ''Medallion Fund'' or ''Medallion Funds'' should be interpreted as references to ''Medallion Master Fund'' or ''Medallion Master Funds.'' In this regard, according to the Applicant, when an IRA or 401(k) Account acquires an interest in a New Medallion Vehicle, it ultimately acquires, through that investment, an interest in a Medallion Master Fund, where the actual investment activity takes place.

Additionally, the Applicant notes that in the second sentence of paragraph ten, the reference to ''Medallion RMP'' should refer to ''Medallion Fund LP.'' In this regard, the Applicant states that Medallion RMP had all of its investors' interests liquidated on December 31, 2012, and Kaleidoscope's investment in the Medallion Master Funds was subsequently redirected through Medallion Fund LP. In addition, the Applicant states that in footnote eighteen of the Summary, the reference to ''New Kaleidoscope'' should be to ''New Medallion FF RMPRF,'' because Spouses are not eligible to invest in New Kaleidoscope.

Lastly, the Applicant's comment also suggests that in paragraph 35 and the last sentence of footnote twelve, the references to ''Medallion Funds'' should be interpreted to read ''New Medallion Vehicles.'' In this regard, the Applicant explains that although the ultimate investment by IRAs and 401(k) Accounts is in the Medallion [Master] Funds, the actual investment that is being offered to an IRA or 401(k) Account is an interest in a New Medallion Vehicle.

The Department takes note of the Applicant's foregoing clarifications of the above-described defined terms in the proposed amendment and the Summary. However, the Department notes that the last sentence of footnote twelve of the Summary already provides that the investments in the Medallion Funds referenced therein are made indirectly through the New Medallion Vehicles, and as such no clarification thereto is necessary.

After giving full consideration to the entire record, including the Applicant's written comment, subject to the Department's responses thereto, the Department has decided to grant the amendment to PTE 2012–10. The complete application file is available for public inspection in the Public Disclosure Room of the Employee Benefits Security Administration, Room N–1515, U.S. Department of Labor, 200 Constitution Avenue NW., Washington, DC 20210.

For a more complete statement of the facts and representations supporting the Department's decision to grant this amendment, refer to the proposed amendment to PTE 2012–10 published in the **Federal Register** on August 14, 2014 at 79 FR 47674.

FOR FURTHER INFORMATION CONTACT: Ms. Jennifer Erin Brown of the Department at (202) 693–8352. (This is not a toll-free number.)

Family Dynamics, Inc., Pension Plan (the Plan) Located in Leesburg, Florida

[Prohibited Transaction Exemption 2014–10; Exemption Application No. D–11777]

Exemption

Section I: Retroactive Transactions

The restrictions of sections 406(a)(1)(A), 406(a)(1)(B), 406(a)(1)(D), 406(a)(1)(E), 406(a)(2), 406(b)(1), 406(b)(2), and 407 of the Act and the sanctions resulting from the application of section 4975 of the Code, by reason of section 4975(c)(1)(A), 4975(c)(1)(B),

4975(c)(1)(D), and 4975(c)(1)(E) of the Code,[4] shall not apply, effective September 15, 2011, through December 28, 2012, to the following transactions, provided that the conditions, as set forth in Section II and Section V of this exemption, are satisfied:

(a) The contribution in-kind to the Plan of two (2) promissory notes (Note#1 and Note#2), of a series of twenty-nine (29) numbered promissory notes (collectively, the ''Notes'' and individually, ''Note#1 through Note#29''), as defined below in Section VI(d), by Family Dynamics, Inc. (FDI), the sponsor of the Plan, for the purpose of satisfying the minimum funding obligation of FDI to the Plan for the plan year ending December 31, 2010;

(b) The holding by the Plan of Note#1 and Note#2 until December 28, 2012;

(c) The extension of credit by the Plan to Minneola AG, LLC (Minneola), the issuer of the Notes and a party in interest with respect to the Plan, resulting from the holding of Note#1 and Note#2 by the Plan;

(d) The extension of credit to the Plan:

(1) By certain stockholders of FDI; and

(2) By the members of Minneola, by reason of each such stockholder's and/or each such member's personal guaranty of all or a portion of the face amounts, plus accrued interest thereon, of Note#1 and Note#2; and

(e) The redemption of Note#1 and Note#2 on December 28, 2012, by Minneola for a cash payment that equaled the fair market value of such notes, including principal and all accrued interest thereon through the date of redemption.

Section II: Conditions for Retroactive Transactions

(a) Prior to the in-kind contribution of Note#1 and Note#2, the fair market value of such notes was determined to be at least $2,316,047, as determined by an independent, qualified appraiser (the IQA);

(b) Prior to the in-kind contribution of Note#1 and Note#2, FDI engaged the law firm of Alston and Bird, LLP (A&B), and FDI thereafter contributed Note#1 and Note#2 in a manner consistent with written guidance provided by A&B on September 10, 2011;

(c) Note#1 and Note#2 were redeemed for $2,616,702.01, providing the Plan with a 10.39 percent (10.39%) annual rate of return in connection with its holding of such notes;

(d) The terms and conditions of the transactions, as described in Section I, were no less favorable to the Plan than the terms and conditions negotiated at arm's length under similar circumstances between unrelated parties;

(e) The Plan did not incur any commissions, fees, costs, other charges, or expenses in connection with the acquisition, the in-kind contribution, the holding, and/or the redemption of Note#1 and Note#2, except for the fees of a qualified, independent fiduciary acting on behalf of the Plan (the I/F), as defined below in Section VI(c), or persons engaged by the I/F on behalf of the Plan.

Section III: Prospective Transactions

The restrictions of sections 406(a)(1)(A), 406(a)(1)(B), 406(a)(1)(D), 406(a)(1)(E), 406(a)(2), 406(b)(1), 406(b)(2), and 407 of the Act and the sanctions resulting from the application of section 4975 of the Code, by reason of section 4975(c)(1)(A), 4975(c)(1)(B), 4975(c)(1)(D), and 4975(c)(1)(E) of the Code, shall not apply as of the date the final exemption is published in the **Federal Register** and ending on the last day certain of the Notes (the Subsequent Notes), as defined below in Section VI(m), are held by the Plan, to the following transactions, provided that the conditions as set forth in Section IV and Section V of this exemption are satisfied:

(a) The contribution in-kind to the Plan of the Subsequent Notes for the purpose of satisfying FDI's minimum funding obligations to the Plan;

(b) The holding of the Subsequent Notes until the maturity date of such notes;

(c) The extension of credit by the Plan to Minneola resulting from the holding of the Subsequent Notes by the Plan;

(d) The extension of credit to the Plan by:

(1) Certain major stockholders of FDI; and

(2) The members of Minneola that are family trusts, by reason of each such stockholder's and/or each such member's personal guaranty of all or a portion of the face amount, plus accrued interest thereon, of any of the Subsequent Notes; and

(e) The redemption by FDI, Family Dynamics Land Company, LLC (FDLC), Minneola, or any affiliate thereof, as affiliate is defined below in Section VI(a), of any of the Subsequent Notes on or before the maturity date of such notes for the *greater* of:

(1) The aggregate principal plus accrued interest thereon of such notes, as of the date of redemption; or

(2) The fair market value of such notes, as determined by an IQA, as of the date of redemption.

Section IV: Conditions for Prospective Transactions

(a) The terms and conditions of the transactions will be no less favorable to the Plan than the terms and conditions negotiated at arm's length under similar circumstances between unrelated parties;

(b) The terms of the transactions, as described in Section III, are determined in advance by the I/F, acting on behalf of the Plan, to be administratively feasible, in the interest of, and protective of the Plan and its participants and beneficiaries;

(c) The I/F is engaged with full discretionary authority to act on behalf of the Plan with respect to each of the Subsequent Notes contributed in-kind to the Plan, including the exercise of any of the rights of the Plan under such notes, and the responsibility to monitor such notes, and to ensure compliance by FDI, Minneola, FDLC, and any affiliates thereof, with the terms and conditions of such notes, and with the terms and conditions of this exemption;

(d) The Subsequent Notes will be contributed in-kind to the Plan in the next order of seniority of such notes (*i.e.,* Note#3, Note#4, Note#5, etc.);

(e) Prior to the in-kind contribution of any of the Subsequent Notes, the fair market value of such notes will be determined by an IQA, engaged by the I/F. The fair market value must reflect the then-current terms of such Subsequent Notes, and take into account all factors deemed relevant, including the then-current value of a certain parcel of real property (the Property), as defined below in Section VI(f), all or a portion of which secures such notes, as well as the additional pledges and covenants the I/F has negotiated on behalf of the Plan;

(f) Upon the contribution in-kind of any Subsequent Notes to the Plan,

(1) The Plan receives a recorded, perfected security interest in the Property (or in a relevant portion of such Property)(the Security Interest) and retains such Security Interest until the Plan no longer holds any Subsequent Notes; and

(2) The Property (or relevant portion thereof) in which the Plan holds the Security Interest has, at all times throughout the duration of the contributed Subsequent Notes, an appraised value equal to a minimum of five (5) times the aggregate outstanding balance, including all principal and accrued interest thereon, of all of the Subsequent Notes held by the Plan,

[4] For purposes of this exemption, references to specific provisions of Title I of the Act, unless otherwise specified, refer also to the corresponding provisions of the Code.

where such appraised value is determined by an IQA,

(A) Immediately after the most recent contribution in-kind of such Subsequent Notes; and

(B) Immediately after the sale or disposition of any portion of the Property;

(g) The aggregate fair market value, as determined pursuant to Section IV(e) above, of the Subsequent Notes that are held by the Plan shall not exceed 20 percent (20%) of the fair market value of the total assets of the Plan, in each case determined by the I/F immediately after any in-kind contribution of such notes;

(h) The Plan will not incur any commissions, fees, costs, other charges, or expenses in connection with the acquisition, the in-kind contribution, the holding, and/or the redemption of any of the Subsequent Notes, including the fees and expenses of the I/F, and the fees and expenses of an IQA, counsel, or other persons engaged by the I/F;

(i) If, at any time, the fair market value of the Property, all or a portion of which serves as collateral for the Subsequent Notes contributed in-kind to the Plan, is less than 150 percent (150%) of the aggregate outstanding principal balance and accrued interest of such notes held by the Plan, the Plan has the right, exercisable on 120 days' prior written notice by the I/F to FDI, to accelerate the payment of such notes in order to cause the fair market value of the relevant portion of the Property which serves as collateral to be at least 150 percent (150%) of the aggregate outstanding principal and accrued interest amount of such Subsequent Notes;

(j) If, at any time, the I/F determines that the Plan does not have sufficient liquidity to meet its projected 12-month forward expense obligations (including benefit payment obligations), the Plan has a right, exercisable, by the I/F, on ninety (90) days' prior written notice to FDI, to accelerate the repayment of the Subsequent Notes held by the Plan;

(k)(1) FDI provides to the I/F a report from the custodian of the Plan no later than ten (10) days after the end of each calendar quarter detailing the assets of the Plan (excluding the Subsequent Notes held by the Plan) as of the last day of the calendar quarter just ended so long as the Plan owns any Subsequent Notes; and

(2) FDI provides to the I/F, not later than thirty (30) days after the written request of the I/F, a report from the actuary of the Plan projecting the Plan's forward expense obligations for the following twelve (12) months;

(l) The following FDI-related entities: Yeehaw Ranch Land, LLC (Yeehaw), PMCC, LLC (PMCC), Bi-Coastal Holdings, LLC (Bi-Coastal), and Arcadia Holdings, LLC (Arcadia): will covenant with FDI to use the ''available proceeds,'' as defined in Section VI(1), from the sale of any real property owned by such entities, and all net royalties received by Arcadia from third parties, to pay off any debts owned by such entities to FDI. At the option of FDI, such available proceeds and such royalties either will be contributed to the Plan (as a current contribution or a pre-contribution of a future funding obligation) or will be loaned to Minneola with a written direction that Minneola pay the proceeds of such loan to the Plan as payment on any of the Subsequent Notes held by the Plan;

(m) The covenants and agreements described in Section IV(l),(n),(o),and(p) of this exemption are entered into prior to any in-kind contribution of any Subsequent Notes to the Plan; and such notes will be amended to treat a breach of any such covenants and agreements as an event of default under such notes;

(n) FDLC enters into a covenant agreement with the Plan, pursuant to which FDLC covenants to:

(1) Refrain from mortgaging the Property; and

(2) Distribute to Minneola the net proceeds (after the payment of expenses) from the sale of all or a portion of the Property by FDLC. If any mortgage is placed on the Property, such mortgage will create a default under the Subsequent Notes held in the Plan that will allow the Plan to enforce its rights under such a default;

(o) FDI enters into an agreement with the Plan, whereby FDI shall apply all the funds that FDI receives during the Prospective Exemption Period, as defined below in Section VI(e), with respect to certain of FDI's illiquid assets, as defined below in Section VI(k), either to the repayment of the principal and accrued interest on the Subsequent Notes then held in the Plan, or to the use of such funds to satisfy FDI's current and future funding obligations to the Plan;

(p) FDI covenants that it will cause Minneola, at the option of FDI, either to pay to the Plan any funds Minneola receives from FDLC, as payment on the Subsequent Notes held, or to loan such funds to FDI for the purpose of FDI making a contribution to the Plan within thirty (30) days of such loan (either as a current contribution or a pre-contribution of a future funding obligation);

(q) Any extension of the maturity date of the Subsequent Notes is subject to the approval of the I/F; and

(r) The Notes are partially guaranteed by certain family trusts, based on the respective ownership of such trusts of interests in Minneola; and unconditionally guaranteed by Mrs. Gail Gregg-Strimenos (Mrs. Strimenos) and Mrs. Jeannie Gregg-Emack, who jointly and severally guarantee payment of the aggregate amount of such notes in full.

Section V: General Conditions

(a) FDI, Minneola, FDLC, and any affiliates thereof, as applicable, maintain or causes to be maintained within the United States, starting on September 15, 2011, and ending on the date which is six (6) years after the last day any of the Subsequent Notes is held by the Plan, the records necessary to enable the persons, described below in Section V(b)(1)(A)–(C), to determine whether the conditions of this exemption have been met, except that:

(1) A separate prohibited transaction shall not be considered to have occurred solely because, due to circumstances beyond the control of FDI, Minneola, FDLC, or their affiliates, as applicable, such records are lost or destroyed prior to the end of the six (6) year period, described in Section V(a) above, and

(2) No party in interest with respect to the Plan, other than FDI, Minneola, FDLC, and their affiliates, as applicable, shall be subject to the civil penalty that may be assessed under section 502(i) of the Act, or to the taxes imposed by section 4975(a) and (b) of the Code, if the records are not maintained, or are not available for examination, as required, below, by Section V(b)(1).

(b)(1) Except as provided in Section V(b)(2), and notwithstanding any provisions of subsections (a)(2) and (b) of section 504 of the Act, the records referred to, above, in Section V(a) are unconditionally available for examination at their customary location during normal business hours by:

(A) Any duly authorized employee or representative of the Department, or the Internal Revenue Service; and

(B) Any fiduciary of the Plan, and any duly authorized representative of such fiduciary; and

(C) Any participant or beneficiary of the Plan, and any duly authorized representative of such participant or beneficiary;

(2) None of the persons, described above in Section V(b)(1)(B) through (C), shall be authorized to examine trade secrets of FDI, Minneola, FDLC, or their affiliates or commercial or financial information which is privileged or confidential.

Section VI: Definitions

(a) An ''affiliate'' of a person includes:

(1) Any person directly or indirectly, through one or more intermediaries, controlling, controlled by, or under common control with the person;

(2) Any officer, director, employee, relative, or partner in any such person; and

(3) Any corporation or partnership of which such person is an officer, director, partner, or employee.

(b) The term ''control'' means the power to exercise a controlling influence over the management or policies of a person other than an individual.

(c) The term ''I/F'' means Gallagher Fiduciary Advisers, LLC or any successor that has satisfied all of the criteria for a ''qualified independent fiduciary'' within the meaning of 29 CFR 2570.31(j).

(d) The term ''Notes'' means a series of twenty-nine (29) promissory notes (declining in seniority from Note#1 to Note#29), issued by Minneola and acquired by FDI from Minneola as a result of the sale of FDLC which owns the Property by FDI to Minneola. Each of the Notes has a face value of $1,000,000, except for Note#29, which has a face value of $1,330,000. Each of the Notes has an interest rate of 4.53 percent (4.53%) per annum compounded semi-annually.

(e) The term ''Prospective Exemption Period'' means the period beginning on the date of publication in the **Federal Register** of the grant of this exemption and ending on the last day any of the Subsequent Notes is held by the Plan.

(f) The term ''Property'' means a certain tract of approximately 1,670 acres of real estate which is located in the City of Minneola, Florida.

(g) The term ''Minneola'' means Minneola AG, LLC, a Florida limited liability company.

(h) The term ''FDI'' means Family Dynamics, Inc., a Florida corporation.

(i) The term ''FDLC'' means Family Dynamics Land Company, LLC, a Florida limited liability company.

(j) The term ''Plan'' means the Family Dynamics, Inc. Pension Plan.

(k) The phrase ''FDI's illiquid assets'' means the following assets:

(1) A $6.730 million dollar note from Yeehaw;

(2) A $2.872 million dollar note from PMCC;

(3) A $5.463 million dollar note from Bi-Coastal, the sole owner of Arcadia;

(4) A non-recourse loan to a Gregg family member in the amount of $5.661 million dollars;

(5) The Notes with an aggregate value of $35.757 million dollars issued by Minneola and held by FDI which are the subject of this exemption; and

(6) Miscellaneous assets worth $0.403 million dollars.

(l) The term ''available proceeds'' means the proceeds from the sale of property less:

(1) All reasonable expenses, including any brokerage commissions, payable to parties unrelated to FDI or its principals/beneficial owners; and

(2) All debt required to be paid as a condition to closing on such sale to obtain a release of any mortgage on such property.

(m) The term ''Subsequent Notes'' means Note#3 through Note#29.

DATES: *Effective Dates:* This exemption shall be effective with regard to the transactions described in Section I above for the period beginning on September 15, 2011, and ending on December 28, 2012. This exemption shall be effective with regard to the transactions described in Section III above beginning on the date of the publication in the **Federal Register** of the grant of this proposed exemption and ending on the last day any of the Subsequent Notes is held in the Plan.

Written Comments

In the Notice of Proposed Exemption (the Notice), the Department invited all interested persons to submit written comments and requests for a hearing within forty-five (45) days of the date of the publication of the Notice in the **Federal Register** on July 24, 2014. All comments and requests for a hearing were due by September 8, 2014. During the comment period, the Department received no requests for hearing.

The Department received two (2) written comments during the comment period with respect to the Notice. One comment was submitted by a commenter who is a beneficiary of the Plan. The other was submitted by FDI. The comments, submitted by the commenter and by FDI, and the Department's responses, thereto, are discussed below in paragraphs 1 and 2, respectively, of the final exemption. Paragraph 3 of the final exemption describes amendments and clarifications that the Department has made to the Summary of Facts and Representations (SFR) of the Notice and to certain conditions.

Commenter's Comments

1. In a letter dated August 29, 2014, a commenter lodged a general objection to the proposed exemption. In this regard, the commenter proposes that an independent receiver be appointed to manage the assets of the Plan without the input from the previous fiduciaries of the Plan or their new agents. In addition, the commenter explains that he would prefer to be given a ''lump sum payout'' that would take into consideration his contribution to the Plan. In this regard, the commenter suggests that the assets of the Plan be disbursed evenly among the current and former employees of FDI.

In response to the commenter's general objection to the proposed exemption, FDI argues that its intent, and the purpose of the exemption are to ensure that the Plan is ultimately fully funded so that 100 percent (100%) of all accrued benefits under the Plan are paid in full. To accomplish this purpose, FDI explains that the Subsequent Notes contributed to the Plan will be collateralized by the Property (or relevant portion thereof) having an appraised value, at all times, equal to five (5) times the aggregate outstanding balance, including all principal and accrued interest thereon, of all of the Subsequent Notes held by the Plan.

Moreover, FDI represents that the exemption contains numerous other safeguards. In this regard, an I/F will be engaged (at FDI's expense) to determine whether the acceptance by the Plan of the contribution of the Subsequent Notes in the future is in the best interest of the Plan and its participants. To the extent any Subsequent Notes are held by the Plan, FDI states that the I/F will exercise all of the Plan's rights with respect to such notes.

With respect to the commenter's request for a ''lump sum payout'' of his benefit under the Plan, FDI states that the Plan does not provide for ''lump sum payouts'' (except for benefits with a lump sum value of $5,000 or less in which event a ''lump sum payout'' is mandatory). Rather, FDI explains, benefits under the Plan are paid in the form of an annuity which is consistent with both the purpose of the Plan to provide retirement income to the participants and the prevailing policy objective to discouraging ''lump sum payouts.''

With regard to the commenter's request that each participant should receive an equal share of the Plan's $28.92 million in assets, FDI argues that the suggestion completely disregards the fact that the amount of accrued benefits that the participants are entitled to receive under the Plan varies widely among the participants.

With respect to the commenter's request that an independent receiver be appointed to manage the funds, FDI states that all of the Plan's assets are currently managed by the Principal Life Insurance Company (Principal Life), a large, sophisticated financial services firm. Principal Life was engaged in 2013 and is unrelated to and independent of

FDI. If the Subsequent Notes are offered to the Plan, FDI explains that the I/F will act on behalf of the Plan to determine whether to accept such notes, and if accepted, to manage such notes.

In summary, FDI submits that the exemption is in the best interest of the Plan and its participants and that there are adequate safeguards in place to protect their interests. FDI further submits that no changes to the proposed exemption or any other actions are warranted based on the comment letter.

The Department concurs with FDI's responses to the commenter's concerns.

FDI's Requested Amendments and Clarifications

2. In an email to the Department, dated August 28, 2014, FDI requested amendments to the language of the proposed exemption, as set forth in the Notice, and clarifications to the representations in the SFR, as follows:

(a) FDI has requested a clarification to Representation 7, on page 43083 of the SFR, which contains a statement that ''[t]he trustee of the Plan is Mrs. Strimenous.'' In this regard, FDI clarifies that Mrs. Strimenous is the trustee of the trust that was established solely for the purpose of holding Note#1 and Note#2, as well as for the purpose of holding any Subsequent Notes to be contributed to the Plan in the future. FDI represents that all of the other assets of the Plan are held pursuant to an insurance company annuity contract currently issued by Principal Life Insurance Company, and, as a result, are not required to be held in trust.

The Department acknowledges the clarification made by FDI to Representation 7.

(b) FDI has requested a clarification to footnote 3, on page 43083 of the SFR, which states that FDLC, as owner of the Property, will be donating approximately ''fifty (50) acres'' to the City of Minneola which will reduce the acreage of the Property. In addition, FDI notes a reference to fifty (50) acres in the last sentence of Representation 16 on page 43085 of the SFR. In this regard, FDI represents that subsequent to the filing of the application, the City of Minneola requested a donation of additional acreage to facilitate potential future expansion of the turnpike exchange from a 2-ramp exit to a 4-ramp clover-leaf exit. FDLC has agreed to this request with the result that the acreage of the Property will likely be decreased by approximately one hundred (100) acres, rather than fifty (50) acres.

The Department acknowledges the clarification made by FDI to footnote 3 and to Representation 16 of the SFR. In addition, the Department notes that the approximate size of the Property (1,770 acres), as described in Representation 9, on page 43083 of the SFR, and in Section VI(f), on page 43091 of the Notice, should be decreased from 1,770 acres to 1,670 acres. Accordingly, the Department has amended the language in Section VI(f) of the final exemption to reflect the change in the acreage of the Property.

(c) Section IV(k)(1), on page 43090 of the Notice, requires the ''custodian'' of the Plan to provide certain reports to the I/F. As noted in paragraph 2(a), above, all of the assets of the Plan (other than the Notes which are the subject of this exemption) are held by an insurance company pursuant to an annuity contract. FDI maintains that the reference to the word, ''custodian,'' in Section IV(k)(1) should be read to mean the insurance company in this context and, therefore, believes that no amendment to this condition is required.

The Department concurs.

(d) Representation 15, on page 43084 of the SFR, lists various sections of the Act with respect to which both retroactive and prospective relief was proposed, including relief from section 406(a)(1)(D) of the Act which had been inadvertently omitted from the Notice. FDI also requests that corresponding references to section 4975(c)(1)(D) of the Code should be included in the language of both Section I and Section III of the final exemption.

The Department concurs with FDI's request and has amended the language of Section I and Section III in the final exemption to include relief from section 406(a)(1)(D) of the Act and section 4975(c)(1)(D) of the Code.

Department's Revisions and Clarifications

3. In addition to the changes to the language of the final exemption requested by FDI, as discussed above in paragraph 2, the Department has determined to make the following clarifications and/or changes to the SFR and the conditions of the final exemption:

(a) In sub-paragraph (c) of Representation 26, on page 43088 of the SFR, and in Section II(c), on page 43089 of the summary of the terms and conditions for the Retroactive Transactions, the phrase, ''The Notes,'' should be deleted and the phrase ''Note#1 and Note#2'' should be inserted instead. Further, the phrase, ''Note#1 and Note#2,'' after the word, ''of,'' should be changed to the phrase, ''such notes.'' In this regard, the Department has amended Section II(c) of the final exemption to reflect this change;

(b) In sub-paragraph (f)(2) of Representation 27, on page 43088 of the SFR, and in Section IV(f)(2), on page 43090 of the Notice, the parenthetical ''(or relevant portion thereof)'' should be inserted after the word ''Property,'' and before the word ''in.'' It is the Department's view that the Property (or relevant portion thereof) in which the Plan has a Security Interest, at all times throughout the duration of Plan's holding of the contributed Subsequent Notes, must have an appraised value equal to a minimum of five (5) times the aggregate outstanding balance, including all principal and accrued interest thereon, of all of the Subsequent Notes held by the Plan, where such appraised value is determined by an IQA immediately after the most recent contribution in-kind of such Subsequent Notes and immediately after the sale or disposition of any portion of the Property. In this regard, the Department has amended Section IV(f)(2) of the final exemption to reflect this change;

(c) In Representation 21(f), on page 43087 of the SFR, the second sentence should be amended to read as follows:

> The aggregate fair market value of the Subsequent Notes that are held by the Plan shall not exceed 20 percent (20%) of the fair market value of the total assets of the Plan, in each case determined by GFA immediately after any in-kind contribution of such notes;

(d) Section IV(g), on page 43090 of the Notice, should be amended to read as follows:

> The aggregate fair market value, as determined pursuant to Section IV(e) above, of the Subsequent Notes that are held by the Plan shall not exceed 20 percent (20%) of the fair market value of the total assets of the Plan, in each case determined by the I/F immediately after any in-kind contribution of such notes;

(e) Section IV(i), on page 43090 of the Notice, should be amended to read as follows:

> If, at any time, the fair market value of the Property, all or a portion of which serves as collateral for the Subsequent Notes contributed in-kind to the Plan, is less than 150 percent (150%) of the aggregate outstanding principal balance and accrued interest of such notes held by the Plan, the Plan has the right, exercisable on 120 days' prior written notice by the I/F to FDI, to accelerate the payment of such notes in order to cause the fair market value of the relevant portion of the Property which serves as collateral to be at least 150 percent (150%) of the aggregate outstanding principal and accrued interest amount of such Subsequent Notes;

and;

(f) In Section IV(m), on page 43090 of the Notice, the reference to subsection

(m) should be deleted and a reference to subsections (l),(n),(o),and(p) should be inserted;

Accordingly, after giving full consideration and review to the entire record, including the written comments from the commenter, FDI and the Department, the Department has decided to grant the exemption, as amended and clarified above. Comments and responses submitted to the Department have been included as part of the public record of the exemption application. The complete application file (D–11777), including all supplemental submissions received by the Department is available for inspection in the Public Disclosure Room of the Employee Benefits Security Administration, Room N–1515, U.S. Department of Labor, 200 Constitution Ave. NW., Washington, DC 20210.

For a complete statement of the facts and representations supporting the Department's decision to grant this exemption refer to the Notice published in the **Federal Register** on July 24, 2014 at 79 FR 43082.

FOR FURTHER INFORMATION CONTACT: Angelena C. Le Blanc, Office of Exemption Determinations, Employee Benefits Security Administration, U.S. Department of Labor, telephone (202) 693–8551. (This is not a toll-free number.)

General Information

The attention of interested persons is directed to the following:

(1) The fact that a transaction is the subject of an exemption under section 408(a) of the Act and/or section 4975(c)(2) of the Code does not relieve a fiduciary or other party in interest or disqualified person from certain other provisions to which the exemption does not apply and the general fiduciary responsibility provisions of section 404 of the Act, which among other things require a fiduciary to discharge his duties respecting the plan solely in the interest of the participants and beneficiaries of the plan and in a prudent fashion in accordance with section 404(a)(1)(B) of the Act; nor does it affect the requirement of section 401(a) of the Code that the plan must operate for the exclusive benefit of the employees of the employer maintaining the plan and their beneficiaries;

(2) These exemptions are supplemental to and not in derogation of, any other provisions of the Act and/or the Code, including statutory or administrative exemptions and transactional rules. Furthermore, the fact that a transaction is subject to an administrative or statutory exemption is not dispositive of whether the transaction is in fact a prohibited transaction; and

(3) The availability of each exemption is subject to the express condition that the material facts and representations contained in the applicable application accurately describes all material terms of the transaction which is the subject of the exemption.

Signed at Washington, DC, this 3rd day of November 2014.

Lyssa E. Hall,

Director of Exemption Determinations, Employee Benefits Security, Administration, U.S. Department Of Labor.

[FR Doc. 2014–26432 Filed 11–6–14; 8:45 am]

BILLING CODE 4510–29–P

NATIONAL FOUNDATION ON THE ARTS AND THE HUMANITIES

Federal Council on the Arts and the Humanities

Arts and Artifacts Indemnity Panel Advisory Committee

AGENCY: National Endowment for the Humanities.

ACTION: Notice of Meeting.

SUMMARY: Pursuant to the Federal Advisory Committee Act, notice is hereby given that the Federal Council on the Arts and the Humanities will hold a meeting of the Arts and Artifacts International Indemnity Panel.

DATES: The meeting will be held on Thursday, November 20, 2014, from 12:00 p.m. to 5:00 p.m.

ADDRESSES: The meeting will be held by teleconference originating at the National Endowment for the Arts, Washington, DC 20506.

FOR FURTHER INFORMATION CONTACT: Lisette Voyatzis, Committee Management Officer, 400 7th Street SW., Room 4060, Washington, DC 20506; (202) 606–8322; *evoyatzis@neh.gov.* Hearing-impaired individuals who prefer to contact us by phone may use NEH's TDD terminal at (202) 606–8282.

SUPPLEMENTARY INFORMATION: The purpose of the meeting is for panel review, discussion, evaluation, and recommendation on applications for Certificates of Indemnity submitted to the Federal Council on the Arts and the Humanities, for exhibitions beginning on or after January 1, 2015. Because the meeting will consider proprietary financial and commercial data provided in confidence by indemnity applicants, and material that is likely to disclose trade secrets or other privileged or confidential information, and because it is important to keep the values of objects to be indemnified, and the methods of transportation and security measures confidential, I have determined that that the meeting will be closed to the public pursuant to subsection (c)(4) of section 552b of Title 5, United States Code. I have made this determination under the authority granted me by the Chairman's Delegation of Authority to Close Advisory Committee Meetings, dated July 19, 1993.

Dated: November 4, 2014.

Lisette Voyatzis,

Committee Management Officer.

[FR Doc. 2014–26545 Filed 11–6–14; 8:45 am]

BILLING CODE 7536–01–P

NATIONAL SCIENCE FOUNDATION

Comment Request: National Science Foundation Proposal—Large Facilities Manual

AGENCY: National Science Foundation.

ACTION: Notice.

SUMMARY: The National Science Foundation (NSF) is announcing plans to request establishment of this collection. In accordance with the requirement of Section 3506(c)(2)(A) of the Paperwork Reduction Act of 1995, we are providing opportunity for public comment on this action.

After obtaining and considering public comment, NSF will prepare the submission requesting OMB clearance of this collection for no longer than 3 years.

Comments are invited on: (a) Whether the proposed collection of information is necessary for the proper performance of the functions of the Agency, including whether the information shall have practical utility; (b) the accuracy of the Agency's estimate of the burden of the proposed collection of information; (c) ways to enhance the quality, utility, and clarity of the information on respondents, including through the use of automated collection techniques or other forms of information technology; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology.

DATES: Written comments should be received by January 6, 2015 to be assured of consideration. Comments received after that date will be considered to the extent practicable.

ADDRESSES: Written comments regarding the information collection and requests for copies of the proposed