

underlying the limits in sections 12(d)(1)(A) and (B) 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.

**Jill M. Peterson,**

*Assistant Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Investment Advisers Act Release No. 5317]

### Notice of Intention To Cancel Registrations of Certain Investment Advisers Pursuant to Section 203(h) of the Investment Advisers Act of 1940

August 12, 2019.

Notice is given that the Securities and Exchange Commission (the “Commission”) intends to issue an order or orders, pursuant to section 203(h) of the Investment Advisers Act of 1940 (the “Act”), cancelling the registrations of the investment advisers whose names appear in the attached Appendix, hereinafter referred to as the “registrants.”

Section 203(h) of the Act provides, in pertinent part, that if the Commission finds that any person registered under section 203 of the Act, or who has pending an application for registration filed under that section, is no longer in existence, is not engaged in business as

an investment adviser, or is prohibited from registering as an investment adviser under section 203A of the Act, the Commission shall by order cancel the registration of such person.

Each registrant listed in the attached Appendix has (a) not filed a Form ADV amendment with the Commission as required by rule 204-1 under the Act and appears to be no longer in business as an investment adviser and/or (b) indicated on Form ADV that it is no longer eligible to remain registered with the Commission as an investment adviser but has not filed Form ADV-W to withdraw its registration. Accordingly, the Commission believes that reasonable grounds exist for a finding that these registrants are no longer in existence, are not engaged in business as investment advisers, or are prohibited from registering as investment advisers under section 203A of the Act, and that their registrations should be cancelled pursuant to section 203(h) of the Act.

Notice is also given that any interested person may, by September 11, 2019, at 5:30 p.m., submit to the Commission in writing a request for a hearing on the cancellation of the registration of any registrant listed in the attached Appendix, accompanied by a statement as to the nature of such person's interest, the reason for such person's request, and the issues, if any, of fact or law proposed to be controverted. The writer may request to be notified if the Commission should order a hearing thereon. Any such communication should be addressed to the Commission's Secretary at the address below.

At any time after September 11, 2019, the Commission may issue an order or orders cancelling the registrations of any or all of the registrants listed in the attached Appendix, upon the basis of the information stated above, unless an order or orders for a hearing on the cancellation shall be issued upon request or upon the Commission's own motion. Persons who requested a hearing, or who requested to be advised as to whether a hearing is ordered, will receive any notices and orders issued in this matter, including the date of the hearing (if ordered) and any postponements thereof. Any registrant whose registration is cancelled under delegated authority may appeal that decision directly to the Commission in accordance with rules 430 and 431 of the Commission's Rules of Practice (17 CFR 201.430 and 431).

**ADDRESSES:** The Commission: Secretary, U.S. Securities and Exchange

Commission, 100 F Street NE, Washington, DC 20549-1090.

#### FOR FURTHER INFORMATION CONTACT:

Alexis Palascak, Senior Counsel, at 202-551-6999; U.S. Securities and Exchange Commission, Division of Investment Management, Office of Investment Adviser Regulation, 100 F Street NE, Washington, DC 20549-8549.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.<sup>1</sup>

**Jill M. Peterson,**

*Assistant Secretary.*

[Appendix follows.]

#### Appendix

SEC No.	Full legal name
801-72892 .....	Harrington Capital Management, LLC.
801-108222 ...	Pacific Point Advisors, LLC.
801-71350 .....	UrbanAmerica Advisors, LLC.
801-71377 .....	UrbanAmerica Principals, LLC.
801-71372 .....	UrbanAmerica Principals II, LLC.
801-71404 .....	UrbanAmerica Principals III, LLC.

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-86618; File No. SR-NYSE-2019-18]

### Self-Regulatory Organizations; NYSE National, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change To Amend Its Schedule of Fees and Rebates

August 9, 2019.

Pursuant to Section 19(b)(1)<sup>1</sup> of the Securities Exchange Act of 1934 (“Act”),<sup>2</sup> and Rule 19b-4 thereunder,<sup>3</sup> notice is hereby given that on August 1, 2019, NYSE National, Inc. (“NYSE National” or “Exchange”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

<sup>1</sup> 17 CFR 200.30-5(e)(2).

<sup>2</sup> 15 U.S.C. 78s(b)(1).

<sup>3</sup> 15 U.S.C. 78a.

<sup>4</sup> 17 CFR 240.19b-4.