
The OIP censures Respondents and finds that (1) BS&Co. willfully violated Section 17(a) of the Securities Act, Sections 10(b), 15(c) and 17(a) of the Exchange Act, and Rules 10b-5, 15c1-2, and 17a-3(a)(6) thereunder, and willfully aided and abetted and caused violations of
Section 17(a) of the Securities Act, Sections 10(b), 15(c) and 17(a) of the Exchange Act and Rules 10b-5, 15c1-2, and 17a-3(a)(6) thereunder, and Rule 22c-1(a) as adopted under Section 22(c) of the Investment Company Act of 1940 (“Investment Company Act”); (2) BSSC willfully violated Section 17(a) of the Securities Act, and Sections 15(c) and 17(a) of the Exchange Act and Rules 15c1-2 and 17a-3(a)(6) thereunder, and Rule 22c-1(a) as adopted under Section 22(c) of the Investment Company Act, and willfully aided and abetted and caused violations of Section 17(a) of the Securities Act, Sections 15(c) and 17(a) of the Exchange Act and Rules 15c1-2 and 17a-3(a)(6) thereunder; (3) requires Respondents to cease and desist from committing or causing violations and future violations of the preceding provisions; (4) requires Respondents to pay, jointly and severally, $160 million in disgorgement and a $90 million civil penalty; and (5) requires Respondents to comply with certain undertakings.

The safe harbor provisions of Section 27A(c) of the Securities Act and Section 21E(c) of the Exchange Act are not available for any forward-looking statement that is “made with respect to the business or operations of the issuer, if the issuer . . . during the 3-year period preceding the date on which the statement was first made . . . has been made the subject of a judicial or administrative decree or order arising out of a governmental action that (I) prohibits future violations of the antifraud provisions of the securities laws; (II) requires that the issuer cease and desist from violating the antifraud provisions of the securities laws; or (III) determines that the issuer violated the antifraud provisions of the securities laws[.]” Section 27A(b)(1)(A)(ii) of the Securities Act; Section 21E(b)(1)(A)(ii) of the Exchange Act. The disqualifications may be waived “to the extent otherwise specifically provided by rule, regulation, or order of the Commission.” Section 27A(b) of the Securities Act; Section 21E(b) of the Exchange Act.

Based on the representations set forth in Respondents’ February 7, 2006 request letter, the Commission has determined that, under the circumstances, the request for a waiver of the disqualifications resulting from the entry of the OIP is appropriate and should be granted.

Accordingly, IT IS ORDERED, pursuant to Section 27A(b) of the Securities Act and Section 21E(b) of the Exchange Act, that a waiver from the disqualification provisions of Section 27A(b)(1)(A)(ii) of the Securities Act and Section 21E(b)(1)(A)(ii) of the Exchange Act as to Respondents and their affiliates resulting from the entry of the OIP is hereby granted.

By the Commission.

Nancy M. Morris
Secretary