

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 55363 / February 27, 2007

ADMINISTRATIVE PROCEEDING
File No. 3-12133

In the Matter of

**Veras Capital Master Fund,
VEY Partners Master Fund,
Veras Investment Partners, LLC,
Kevin D. Larson, and
James R. McBride**

Respondents.

**ORDER DIRECTING
DISBURSEMENT OF FAIR FUND**

On August 10, 2006, the Commission published a notice of the Plan of Distribution (“Plan”) proposed by the Division of Enforcement in connection with this proceeding (Securities Exchange Act Release No. 54299). No comments were received and on October 4, 2006, the Plan was approved.

The Plan of Distribution provides that a Fair Fund consisting of \$37,700,488.00 in disgorgement and civil penalties, plus any accrued interest, be transferred to the Securities and Exchange Commission to be distributed by the Plan Administrator to injured investors according to the methodology set forth in the Plan. The Plan provides that the Commission will arrange for distribution of the Fair Fund when a Payment File listing the payees with the identification information required to make the distribution has been received and accepted.

Accordingly, it is ORDERED that the Commission staff shall transfer \$38,755,624.80 of the Fair Fund and the Plan Administrator shall distribute such monies to investors, as provided for in the Plan of Distribution.

For the Commission, by its Secretary, pursuant to delegated authority.

Nancy M. Morris
Secretary