

UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934  
Release No. 55847 / June 1, 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.

SECOND 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.

On February 27, 2007, the Commission issued an Order Directing Disbursement of Fair Fund providing for the transfer of \$38,755,624.80 following receipt of a validated Payment File. The Plan Administrator has approved one additional payment in the amount of \$756.65 and submitted a Second Payment File, which has been received and accepted by the staff. Sufficient funds remain in the Fair Fund to pay this distribution.

Accordingly, it is ORDERED that the Commission staff shall transfer \$756.65 of the Fair Fund and the Plan Administrator shall distribute such monies to the investor, as provided for in the Plan of Distribution.

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

Nancy M. Morris  
Secretary