UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 66039/December 22, 2011

ADMINISTRATIVE PROCEEDING
File No. 3-13553

In the Matter of

Mary Beth Stevens,

Respondent.

CORRECTED
NOTICE OF PROPOSED PLAN OF DISTRIBUTION AND OPPORTUNITY FOR COMMENT

ADMINISTRATIVE PROCEEDING
File No. 3-13554

In the Matter of

Paul W. Oliver, Jr.,

Respondent.

Notice is hereby given, pursuant to Rule 1103 of the Securities and Exchange Commission's ("Commission") Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. § 201.1103, that the Division of Enforcement has submitted to the Commission a proposed plan for the distribution of monies placed into a Fair Fund in the above-captioned matters ("Distribution Plan").

On July 17, 2009, the Commission issued an Order Instituting Administrative and Cease-and-Desist Proceedings Pursuant to Sections 203(f) and 203(k) of the Investment Advisers Act of 1940, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order against Paul W. Oliver, Jr. ("Oliver Order"). See Paul W. Oliver Jr., Rel. No. IA-2903. Simultaneously with the entry of the Oliver Order, the Commission accepted a settlement offer from Oliver in which he consented to the entry of the Order without admitting or denying the Commission's findings. On January 5, 2010, the Commission issued an Order Making Findings and Imposing Remedial Sanctions and a Cease-and-Desist Order Pursuant to Sections 203(f) and 203(k) of the Investment Advisers Act of 1940 against Mary Beth Stevens ("Stevens Order"). See Mary Beth Stevens, Rel. No. IA-2973. Simultaneously with the entry of the Stevens Order, the Commission accepted a settlement offer from Stevens in which she consented to the entry of the Order without admitting or denying the Commission's findings.

In accordance with the Orders, Oliver and Stevens have paid disgorgement, prejudgment interest and civil penalties to the Commission. These funds were used to create a Fair Fund for a subsequent distribution, pursuant to the proposed Distribution Plan, to the clients of AA Capital Partners, Inc. ("AA Capital") who were harmed by the conduct described in the Orders.

OPPORTUNITY FOR COMMENT

Pursuant to this Notice, all interested parties are advised that they may print a copy of the proposed Distribution Plan from the Commission's public website: http://www.sec.gov. Interested parties also may obtain a written copy of the proposed Distribution Plan by submitting a written request to: Anne C. McKinley, Assistant Regional Director, United States Securities and Exchange Commission, 175 West Jackson Boulevard, Suite 900, Chicago IL 60604. All persons who desire to comment on the Distribution Plan may submit their comments, in writing, no later than 30 days from the date of this Notice:

1. By sending a letter to the Office of the Secretary, United States Securities and Exchange Commission, 100 F Street, N.E., Washington, DC 20549-2090;

2. By using the Commission's Internet comment form (http://www.sec.gov/litigation/admin.shtml); or

3. By sending an e-mail to rule-comments@sec.gov.

Comments submitted by e-mail or via the Commission's website should include "Administrative Proceeding File Nos. 3-11553 and 3-11554" in the subject line. Comments received will be publicly available. You should submit only information that you wish to make publicly available.

DISTRIBUTION PLAN

The Fair Fund is comprised of $284,821.89 in disgorgement, prejudgment interest and civil penalties paid by Oliver and Stevens, plus any accumulated interest and less any federal, state, or local taxes and tax administrator fees. The Distribution Plan provides for the distribution of the Fair Fund to six clients of AA Capital ("Eligible Clients"). As proposed in the Distribution Plan, if approved, the Eligible Clients are those clients of AA Capital from whom AA Capital and John Orecchio ("Orecchio") misappropriated more than $23 million. An Eligible Client's distribution amount will be calculated as follows. First, the Fund Administrator will use the forensic accounting report prepared by Huron Consulting Group in connection with the case United States Securities and Exchange Commission v. AA Capital Partners, Inc. and John Orecchio, 06-cv-4859 (N.D. Ill.), to determine each Eligible Client's pro-rata share of losses suffered as a result of the misappropriations discussed above. The Fund Administrator will then multiply the total amount of money in the Fair Fund (less any money reserved for taxes or expenses) by each Eligible Client's pro-rata loss percentage. This amount will represent each Eligible Client's distribution amount. The Eligible Clients will not be required to make claims or submit documentation to establish their eligibility.

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

Elizabeth M. Murphy
Secretary