

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 66468/February 24, 2012

ADMINISTRATIVE PROCEEDING
File No. 3-13553

In the Matter of

Mary Beth Stevens,

Respondent.

CORRECTED
ORDER APPROVING PLAN OF
DISTRIBUTION AND APPOINTING
A FUND ADMINISTRATOR

ADMINISTRATIVE PROCEEDING
File No. 3-13554

In the Matter of

Paul W. Oliver, Jr.,

Respondent.

On July 17, 2009, the Securities and Exchange Commission (“Commission”) issued a settled 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 (Rel. No. IA-2903) against Paul W. Oliver, Jr. (“Oliver Order”), and on January 5, 2010, the Commission issued a settled 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 (Rel. No. IA-2973) against Mary Beth Stevens (“Stevens Order”) (collectively, the “Orders”). Pursuant to the Orders, Oliver and Stevens paid a total of \$284,821.89 in disgorgement, prejudgment interest and civil monetary penalties to the Commission, and a Fair Fund was established for subsequent distribution of these funds to eligible investors.

On December 22, 2011, the Commission published a “Notice of Proposed Plan of Distribution and Opportunity for Comment” (“Notice”) in connection with these proceedings pursuant to Rule 1103 of the Commission’s Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. § 201.1103 (See Rel. No. 34-66039). This Notice advised interested parties that they could obtain a copy of the proposed plan of distribution (“Distribution Plan”) by printing a copy from the Commission’s public website or 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.

The Notice also advised that all persons desiring to comment on the Distribution Plan could submit their views, in writing, no later than 30 days from the date of the Notice, to the Office of the Secretary, United States Securities and Exchange Commission, 100 F Street, N.E., Washington, DC 20549-2090; by using the Commission’s Internet comment form; or by sending an e-mail to rule-comments@sec.gov. The Commission received no comments on the Distribution Plan and no changes have been made to the Distribution Plan since publication of the Notice.

The Distribution Plan states that monies from the Distribution Fund will be distributed to six clients of AA Capital Partners, Inc. (“AA Capital”) who were harmed by the conduct discussed in the Orders (the “Eligible Clients”), utilizing a methodology delineated in the Distribution Plan. The Eligible Clients will not be required to make a claim or submit documentation to establish their eligibility. The Distribution Plan further describes the procedures that will be used to calculate and distribute the total amounts to be paid to the Eligible Clients from the Distribution Fund. The Distribution Plan also proposes Anne C. McKinley, an Assistant Regional Director in the Chicago Regional Office, as the Fund Administrator.

The Division of Enforcement requests that the Commission approve the Distribution Plan as written and approve the appointment of Ms. McKinley as the Fund Administrator.

Accordingly, IT IS HEREBY ORDERED, pursuant to Rule 1104 of the Commission’s Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. § 201.1104, that the Distribution Plan is approved.

IT IS FURTHER ORDERED, pursuant to Rule 1105 of the Commission’s Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. § 201.1105, that Anne C. McKinley is appointed as the Fund Administrator in accordance with the terms of the Distribution Plan and that, in accordance with Rule 1105(c), 17 C.F.R. § 201.1105(c), no bond is required since the Fund Administrator is a Commission employee.

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

Elizabeth M. Murphy
Secretary