

UNITED STATES OF AMERICA
BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT COMPANY ACT OF 1940
Release No. 28385/ September 22, 2008

In the Matter of :
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 ABERDEEN ASSET MANAGEMENT INC. :
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 1735 Market Street :
 37th Floor :
 Philadelphia, PA 19103 :
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 ABERDEEN FUNDS :
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 5 Tower Bridge :
 300 Barr Harbor Drive :
 Suite 300 :
 West Conshohocken, PA 19428 :
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 (812-13528) :
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ORDER UNDER SECTION 6(c) OF THE INVESTMENT COMPANY ACT OF 1940
GRANTING AN EXEMPTION FROM SECTION 15(a) OF THE ACT AND RULE
18f-2 UNDER THE ACT AND CERTAIN DISCLOSURE REQUIREMENTS

Aberdeen Asset Management Inc. and Aberdeen Funds filed an application on May 8, 2008, and an amendment to the application on September 11, 2008, requesting an order under section 6(c) of the Investment Company Act of 1940 (the “Act”) exempting applicants from section 15(a) of the Act and rule 18f-2 under the Act. The order would permit applicants to enter into and materially amend subadvisory agreements without shareholder approval and would grant relief from certain disclosure requirements.

On August 25, 2008, a notice of the filing of the application was issued (Investment Company Act Release No. 28364). The notice gave interested persons an opportunity to request a hearing and stated that an order granting the application would be issued unless

a hearing was ordered. No request for a hearing has been filed, and the Commission has not ordered a hearing.

The matter has been considered and it is found, on the basis of the information set forth in the application, as amended, that granting the requested exemption is appropriate in the public interest and consistent with the protection of investors and the purposes fairly intended by the policy and provisions of the Act.

Accordingly,

IT IS ORDERED, under section 6(c) of the Act, that the relief requested by Aberdeen Asset Management Inc. and Aberdeen Funds (File No. 812-13528) is granted, effective immediately, subject to the conditions contained in the application, as amended.

For the Commission, by the Division of Investment Management, under delegated authority.

Florence E. Harmon
Acting Secretary