# UNITED STATES OF AMERICA
## Before the
## SECURITIES AND EXCHANGE COMMISSION

**SECURITIES EXCHANGE ACT OF 1934**
Release No.  59389 / February 11, 2009

**ADMINISTRATIVE PROCEEDING**
File No.  3-11359

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**In the Matter of**

**Alliance Capital Management, LP**

**Respondent.**

**ORDER DIRECTING
DISBURSEMENT OF FAIR FUND**

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On March 13, 2008, 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. 57489).  The Commission received no comments and on May 15, 2008, the Plan was approved (Exchange Act Release No. 57825).

The Plan provides that a Fair Fund consisting of $321,230,003 in disgorgement and civil penalties, plus any accrued interest, be transferred to Deutsche Bank to be distributed by the Fund Administrator to injured investors according to the methodology set forth in the Plan.[1]  The Plan provides that the Commission will arrange for distribution of the Fair Fund when a Payee List listing the payees with the identification information required to make the distribution has been received and accepted.  The Payee List for the second tranche of distribution in the amount of $79,178,672.81 has been received and accepted.[2]

Accordingly, it is ORDERED that the Commission staff shall transfer $79,178,672.81 of the Fair Fund to Deutsche Bank and the Fund Administrator shall distribute such monies to investors, as provided for in the Plan of Distribution.

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[1]     The $321,230,003 Fair Fund amount comprises the $250 million from the Alliance Settlement, the $70.38 million from the Calugar Settlement, and the total of $850,003 paid by Malone, Carifa and Laughlin, as described in the Order approving the Plan.  *See* Exchange Act Rel. No. 57825.

[2]     By Order Directing Disbursement of Fair Fund dated January 22, 2009, the Commission ordered the first disbursement, composed of $46,166,264.96.  *See* Exchange Act Rel. No. 59280.

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

Elizabeth M. Murphy
Secretary