

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 62836 / September 2, 2010

ADMINISTRATIVE PROCEEDING
File No. 3-12111

In the Matter of

**FEDERATED INVESTMENT
MANAGEMENT COMPANY,
FEDERATED SECURITIES CORP.
and FEDERATED
SHAREHOLDER SERVICES
COMPANY,**

Respondents.

**ORDER DIRECTING
DISBURSEMENT OF FAIR FUND**

On December 4, 2009, the Commission issued a Notice of Proposed Plan of Distribution and Opportunity for Comment (“Notice”) in connection with this proceeding (Exchange Act Release No. 61118) pursuant to Rule 1103 of the Commission’s Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. § 201.1103. No comments were received by the Commission in response to the Notice and on January 28, 2010, the Commission approved the proposed plan of distribution (“Plan”) (Exchange Act Release No. 61437).

The Plan provides that a Fair Fund consisting of \$72 million in disgorgement and a civil penalty, 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. The Plan provides that the Commission will arrange for distribution of the Fair Fund when a validated Issue List containing the information required to make the distribution has been received and accepted. The validated Issue List for the second distribution in the amount of \$13,941,123.91 has been received and accepted.¹

¹ By Order Directing Disbursement of Fair Fund dated July 21, 2010, the Commission ordered the first disbursement, composed of \$63,212,121.41. *See* Exchange Act Release No. 62542 (July 21, 2010).

Accordingly, it is ORDERED that the Commission staff shall transfer \$13,941,123.91 of the Fair Fund to Deutsche Bank and the Fund Administrator shall distribute such monies to investors, as provided for in the Plan.

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

Elizabeth M. Murphy
Secretary