

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 59657 / March 31, 2009

ADMINISTRATIVE PROCEEDING
File No. 3-11359

In the Matter of

Alliance Capital Management, LP

Respondent.

ORDER DIRECTING
DISBURSEMENT OF FAIR FUND

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 third tranche of distribution in the amount of \$63,141,852.24 has been received and accepted.²

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. By Order Directing Disbursement of Fair Fund dated February 11, 2009, the Commission ordered the second disbursement, composed of \$79,178,672.81. *See* Exchange Act Rel. No. 59389.

Accordingly, it is ORDERED that the Commission staff shall transfer \$63,141,852.24 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.

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

Elizabeth M. Murphy
Secretary