

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 65243A / December 12, 2011**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-11317**

**In the Matter of**  
  
**Putnam Investment Management, LLC,**  
  
**Respondent.**

**AMENDED**  
**ORDER DIRECTING DISBURSEMENT**  
**OF FAIR FUND RESIDUAL**

On March 30, 2007, the Commission published a notice of the Plan of Distribution (“Plan”) proposed by the Division of Enforcement in connection with this proceeding. See Exchange Act Release No. 55561. The Commission received comments, and, on July 20, 2007, the Plan was approved in modified form. See Exchange Act Release No. 56115.

The Plan provides that a Fair Fund consisting of a total of \$153,524,387 in disgorgement and civil penalties, plus additional accumulated interest, will be distributed by the Plan Administrator to injured investors according to the methodology set forth in the Plan. By prior orders, the Commission has directed nine disbursements of the Fair Fund to injured investors totaling \$144,280,769.88.<sup>1</sup>

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<sup>1</sup> By a Corrected Order Directing Disbursement of Fair Fund dated August 15, 2008, the Commission authorized the first distribution in the amount of \$33,778,470.39. See Exchange Act Release No. 58369A. By an Order Directing Disbursement of Fair Fund dated December 2, 2008, the Commission authorized the second distribution in the amount of \$46,515,302.38. See Exchange Act Release No. 59041. By an Order Directing Disbursement of Fair Fund dated February 25, 2009, the Commission authorized the third distribution in the amount of \$28,128,811.12. See Exchange Act Release No. 59447. By an Order Directing Disbursement of Fair Fund dated May 28, 2009, the Commission authorized the fourth distribution in the amount of \$4,245,929.44. See Exchange Act Release No. 59994. By an Order Directing Disbursement of Fair Fund dated July 31, 2009, the Commission authorized the fifth distribution in the amount of \$19,354,093.35. See Exchange Act Release No. 60412. By an Order Directing Disbursement of Fair Fund dated December 2, 2009, the Commission authorized the sixth distribution in the amount of \$4,356,590.74. See Exchange Act Release No. 61098. By an Order Directing Disbursement of Fair Fund dated February 2, 2010, the Commission authorized the seventh distribution in the amount of \$4,214,238.67. See Exchange Act Release No. 61463. By an Order Directing Disbursement of Fair Fund dated November 1, 2010, the Commission authorized the eighth distribution in the amount of \$2,641,841.14. See Exchange Act Release No.

The Plan further provides that any monies remaining in the Fair Fund that are not able to be distributed directly to injured investors (“Residual”) shall be distributed to the Putnam mutual funds harmed by the market timing activity.

Accordingly, it is ORDERED that the Commission staff shall arrange for the transfer of \$10,018,437.29 of the Fair Fund to Northern Trust Company, and, beginning within one business day after such transfer, the Plan Administrator shall distribute such amount, plus the additional \$36,059,008.56 of Fair Fund monies being held at Northern Trust Company, to the Putnam mutual funds identified in the payment file that Putnam has submitted to the Commission staff, for a total Residual distribution of \$46,077,445.85.<sup>2</sup>

By the Commission.

Elizabeth M. Murphy  
Secretary

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63221. By an Order Directing Disbursement of Fair Fund dated March 4, 2011, the Commission authorized the ninth distribution in the amount of \$1,045,492.65. See Exchange Act Release No. 64034.

<sup>2</sup> This Amended Order Directing Disbursement of Fair Fund Residual is being issued because of an error in the original order as to the amount of the Residual distribution. See Exchange Act Release No. 65243 (September 1, 2011).