

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

INVESTMENT ADVISERS ACT OF 1940
Release No. 2981 / January 29, 2010

In the Matter of an Application Filed Under
Rule 193 of the Commission's Rules of
Practice on behalf of

TIMOTHY J. MILLER

To Modify Order Granting Consent to
Associate with Waddell & Reed Investment
Management Company (WRIMCO), Ivy
Investment Management Company (IICO), and
Registered Investment Companies Managed by
WRIMCO and IICO

ORDER GRANTING APPLICATION
FOR MODIFICATION OF CONSENT
TO ASSOCIATE

Timothy Miller has submitted an application seeking modification of an order granting him consent to associate with registered investment advisers Waddell & Reed Investment Management Company (WRIMCO) and Ivy Investment Management Company (IICO), and the registered investment companies that they manage. In the Matter of Timothy J. Miller, Investment Advisers Act Release No. 2702 (Feb. 11, 2008) ("Order"). The relief granted by the Order was required because Miller, as a result of administrative proceedings against him, is subject to a bar from association with any investment adviser, and is prohibited from serving or acting as an employee, officer, director, member of an advisory board, investment adviser or depositor of, or principal underwriter for, a registered investment company or affiliated person of such investment adviser, depositor, or principal underwriter, with a right to reapply for association after one year from the date of the order. In the Matter of Timothy J. Miller, Investment Advisers Act Release No. 2289 (Aug. 30, 2004). Relief was granted in the Order on the basis of representations made by or on behalf of Miller that his supervisors, Michael L. Avery, the chief investment officer of WRIMCO and IICO, and Scott J. Schneider, the chief compliance officer for the registered investment companies managed by WRIMCO and IICO, would, among other things, conduct daily, weekly and monthly meetings with Miller as part of their oversight.

Miller has now requested that the Commission modify the Order to remove the requirement for monthly meetings with his supervisors. The application represents that, since the initial grant of relief, the monthly meetings have in fact proven redundant in light of the daily and weekly oversight meetings. The application specifically states that:

Mr. Miller also attends daily and weekly portfolio manager meetings conducted by Mr. Avery. Mr. Schneider will continue to meet with Mr. Miller as needed with respect to any exception reports and to monitor Mr. Miller's activities.

The Division of Enforcement, pursuant to delegated authority, has reviewed the application to modify the order.¹ Relying upon the representations made concerning the association by Miller with the registered investment advisers and the investment companies under their management, the Division has concluded that it is appropriate for the Commission to approve the application.

Accordingly, IT IS ORDERED that:

- (i) The requirement in the Order that Miller meet individually with Avery on a monthly basis to review the management and trading activity in the funds he manages be, and it hereby is, VACATED; and
- (ii) The requirement in the Order that Miller meet monthly (or more frequently) with Schneider to review the trading activity in, and exception reports concerning, the mutual funds managed by Miller be, and it hereby is, VACATED; and
- (iii) All other requirements and conditions of the Order shall remain in full force and effect.

For the Commission, by the Division of Enforcement, pursuant to delegated authority.²

Elizabeth M. Murphy
Secretary

¹ All representations, terms, and conditions of employment not specifically listed are incorporated herein by reference.

² 17 CFR 200.30-4(a)(5).