

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

Securities Exchange Act of 1934
Release No. 59870 / May 6, 2009

Administrative Proceeding
File No. 3-11676

	:	ORDER APPROVING
	:	DISTRIBUTION PLAN OF A
	:	DISGORGEMENT FUND
In the Matter of	:	
	:	
JOHN W. ADAMS AND AIP, LLC	:	
	:	
Respondents.	:	
	:	
	:	

On September 23, 2004, the Commission issued an Order Instituting Cease-and-Desist Proceedings, Making Findings, and Imposing a Cease-and-Desist Order Pursuant to Section 21C of the Securities Exchange Act of 1934 against John W. Adams (“Adams”) and AIP, LLC (“AIP”), Exchange Act Release No. 50427 (the “Order”). Among other things, the Order directed AIP to pay \$2,466,287 in disgorgement and prejudgment interest and Adams to pay \$4,184 in disgorgement and prejudgment interest into an interest bearing escrow account and that the escrowed funds be disbursed only pursuant to an order of the Commission.

On February 20, 2009, the Commission issued an Order Approving Publication of Notice of Proposed Distribution Plan and Opportunity for Comment, Approving Plan Administrator, and Approving Administrative Bond, Exchange Act Release No. 59431.

On February 23, 2009, the Commission published a “Notice of Proposed Plan of Disgorgement Distribution and Opportunity for Comment” (“Notice”) in connection with this proceeding pursuant to Rule 1103 of the Commission’s Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. § 201.1103, Exchange Act Release No. 59433. The Notice advised interested parties that they could obtain a copy of the proposed plan of distribution of monies in In the Matter of John W. Adams and AIP, LLC (“Distribution Plan”) by printing a copy from the Commission’s public website or by submitting a written request to Tracy L. Davis, Assistant Regional Director, United States Securities and Exchange Commission, 44 Montgomery Street, Suite 2600, San Francisco, CA 94104.

The Notice also advised that all persons desiring to comment on the Distribution Plan could submit their views, in writing, no later than March 25, 2009, to the Office of the Secretary, United States Securities and Exchange Commission, 100 F Street, NE, Washington, DC, 20549-1090; by using the Commission’s Internet comment form; or by sending an e-mail to rule-comments@sec.gov. The Commission received no comments on the Distribution Plan.

The Distribution Plan states that monies from the disgorgement fund will be distributed to eligible recipients who were harmed by Adams’ and AIP’s conduct, utilizing a methodology delineated in the Distribution Plan. The Distribution Plan describes the procedures that will be used to identify the eligible recipients that will receive distributions. The Distribution Plan further describes the procedures that will be used to calculate and distribute the total amounts to be paid to eligible recipients from the disgorgement fund.

The Division of Enforcement requests that the Commission approve the Distribution Plan as written.

The Commission finds that the Distribution Plan provides for an appropriate distribution of the monies paid by Adams and AIP pursuant to the Order.

Accordingly, IT IS HEREBY ORDERED, pursuant to Rule 1104 of the Commission's Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. §201.1104, that the Distribution Plan is approved.

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

Elizabeth M. Murphy
Secretary