

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 54744 / November 13, 2006

ADMINISTRATIVE PROCEEDING
File No. 3-11393

In the Matter of

MASSACHUSETTS
FINANCIAL SERVICES
COMPANY, JOHN W.
BALLEN AND KEVIN R.
PARKE

Respondents.

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ORDER EXTENDING TIME TO
ENTER AN ORDER APPROVING
OR DISAPPROVING DISTRIBUTION PLAN
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I.

On September 14, 2006, pursuant to Rule 1103 of the Securities and Exchange Commission's Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. § 201.1103, the Commission published a Notice of Proposed Plan and Opportunity for Comment ("Notice") for the distribution of monies placed into a Fair Fund in the above-captioned matter. The Notice invited public comment on the proposed distribution plan through October 16, 2006.

Rule 1104 of the Commission's Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. §

201.1104, provides:

At any time after 30 days following publication of notice of a proposed plan of disgorgement or of a proposed Fair Fund plan, the Commission shall, by order, approve, approve with modifications, or disapprove the proposed plan. In the discretion of the Commission, a proposed plan that is substantially modified prior to adoption may be republished for an additional comment period pursuant to 17 CFR 201.1103. The order approving or disapproving the plan should be entered within 30 days after the end of the final period allowed for comments on the proposed plan unless the Commission or the hearing officer, by written order, allows a longer period for good cause shown.

Thirty days from the end of the final period for comments on the proposed distribution plan will lapse on November 15, 2006. The Commission believes that because of the complexity of the comments received, further evaluation, review and analysis are required, and therefore good cause has been shown to extend the thirty day time period provided in Rule 1104 for entry of an order approving or disapproving the plan by ninety days, to February 13, 2007.

II.

Accordingly, IT IS ORDERED that:

Pursuant to Rule 1104 of the Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. § 201.1104, for good cause shown, the time for entering an Order approving or disapproving the proposed distribution plan is extended to February 13, 2007.

By the Commission.

Nancy M. Morris
Secretary