

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 65935 / December 9, 2011

ADMINISTRATIVE PROCEEDING
File No. 3-11645

In the Matter of

**PA FUND MANAGEMENT, LLC,
PEA CAPITAL LLC, and
PA DISTRIBUTORS LLC,**

Respondents.

**ORDER DIRECTING
DISBURSEMENT OF
FAIR FUND**

On October 7, 2010, the Commission published a “Notice of Proposed Plan of 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 Rel. No. 63059). The Notice advised all interested parties that they could obtain a copy of the Plan of Distribution (“Distribution Plan”) from the Commission’s public website, or by requesting one from Lorraine B. Echavarria, Assistant Regional Director, Los Angeles Regional Office. The Notice also advised that all persons desiring to comment on the Distribution Plan could submit their comments, in writing, no later than 30 days from the date of the Notice by sending them to the Office of the Secretary, by using the Commission’s Internet comment form, or by e-mailing rule-comments@sec.gov. No comments were received by the Commission in response to the Notice. On December 10, 2010, the Commission issued an Order Approving Plan of Distribution, Appointing a Fund Administrator, and Waiving Bond (Exchange Act Rel. No. 63518).

The Distribution Plan provides that the Fair Fund consisting of disgorgement, civil penalties and accrued interest, be transferred to Deutsche Bank Trust Company Americas (“Deutsche Bank”) for distribution by the Fund Administrator to injured investors according to the methodology set forth in the Plan. The Plan provides that the Commission will arrange for distribution of the Fair Fund when a validated Payment File listing the payees with the identification information required to make the distribution has been received and accepted. The validated Payment File for the second tranche in the amount of \$2,932,078.67 has been received and accepted.

Accordingly, it is ORDERED that the Commission staff shall transfer for the second tranche \$2,932,078.67 of the Fair Fund to Deutsche Bank and the Fund Administrator shall distribute such monies to investors, as provided for in the Plan.

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

Elizabeth M. Murphy
Secretary