

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

**SECURITIES EXCHANGE ACT OF 1934
Release No. 61568 / February 23, 2010**

**ADMINISTRATIVE PROCEEDING
File No. 3-11987**

In the Matter of

**CANADIAN IMPERIAL
HOLDINGS, INC.
AND CIBC WORLD MARKETS
CORP.,**

Respondents.

**ORDER APPROVING PLAN,
APPOINTING A FUND
ADMINISTRATOR, AND WAIVING
BOND**

On July 20, 2005, the Securities and Exchange Commission (“Commission”) issued a settled Order Instituting Administrative and Cease-and-Desist Proceedings, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order Pursuant to Section 8A of the Securities Act of 1933 (“Securities Act”), Sections 15(b)(4) and 21C of the Securities Exchange Act of 1934 (“Exchange Act”), Section 203(e) of the Investment Advisers Act of 1940 (“Advisers Act”) and Sections 9(b) and 9(f) of the Investment Company Act of 1940 (“Investment Company Act”) against CIBC World Markets Corp. (“World Markets”) and Canadian Imperial Holdings Inc. (“CIHI”) (collectively “Respondents”) for violations of the federal securities laws in connection with the market timing and late trading by the Respondents. (Exchange Act Release No. 52063). The Order, among other things, ordered the Respondents to pay disgorgement and pre-judgment interest of \$100 million and a civil money penalty of \$25 million, and ordered that a Fair Fund be established for the distribution of these funds. The Order further ordered the Respondents to retain an independent distribution consultant (“IDC”), not unacceptable to the staff, to develop a distribution plan for the Fair Fund. The Respondents retained Bernard A. Katz as the IDC, who has developed a proposed distribution plan (the “Distribution Plan”) in consultation with the Division of Enforcement and Respondents.

On December 10, 2009, the Commission published a “Notice of Proposed Plan of Distribution and Opportunity for Comment” (“Notice”) 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. 61142). The Notice advised interested parties that they may

obtain a copy of the Distribution Plan from the Commission's public website, <http://www.sec.gov/litigation/fairfundlist.htm#cibc>, or by submitting a written request to William Finkel, Senior Counsel, United States Securities and Exchange Commission, 3 World Financial Center, New York, NY 10281.

The Notice also advised all persons desiring to comment on the Distribution Plan that they may submit their comments, in writing, no later than 30 days from the date of the notice, to the Office of the Secretary, United States Securities and Exchange Commission, 100 F Street, N.E., Washington, DC 20549-1090; by using the Commission's Internet comment form (<http://www.sec.gov/litigation/admin.shtml>); or by sending an e-mail to rule-comments@sec.gov. The Commission received no comments on the Distribution Plan and no modification has been made to the Distribution Plan since its publication.

The Distribution Plan provides for distribution of the Fair Fund to eligible investors identified in the Distribution Plan to compensate them for losses resulting from market timing and late trading. The Distribution Plan describes the procedures to be used to identify the eligible investors that will receive distributions. The Distribution Plan further describes the procedures to be used to calculate the amounts to be paid to the eligible investors and to distribute those amounts to the eligible investors. Eligible investors will not be required to make a claim or submit documentation to establish their eligibility.

The Distribution Plan proposes J.H. Cohn LLP ("JHC") as the Fund Administrator and sets forth, among other things, procedures for distributing funds from the Fair Fund to investors; procedures for the administration of the Fair Fund, including provisions for filing tax returns; and a proposed timeframe for the termination of the Distribution Plan.

JHC has not posted the bond generally required of third parties under Fair Fund Rule 1105(c). Rather, the Plan incorporates several layers of protection for the Fair Fund. Among other things, under the Plan: (1) the Fund Administrator will have no custody, and only limited control, of the Fair Fund; (2) the Fair Fund will be held by the U.S. Treasury Bureau of Public Debt until immediately before transmittal of checks or electronic transfers to eligible investors; (3) upon transfer from the U.S. Treasury, funds will be held in an escrow account, separate from bank assets, as defined in paragraph 10 of the Plan, until presentation of a check or electronic transfer, at which time funds will be transferred to a controlled distribution account; (4) presented checks or electronic transfers will be subject to "positive pay" controls before being honored by the bank; and (5) both the bank and the Fund Administrator will maintain, throughout this process, insurance and/or a financial institution bond that covers errors and omissions, misfeasance and fraud.

The staff requests that the Commission approve the Distribution Plan, appoint JHS as the Fund Administrator, and waive the bond requirement of the Fund Administrator for the good cause shown in the Plan.

Accordingly, pursuant to Fair Fund Rule 1104, it is hereby ORDERED that the Distribution Plan is approved.

It is hereby ORDERED, pursuant to Fair Fund Rules 1105(a) and (c), that JHC is appointed as the Fund Administrator in accordance with the terms of the Distribution Plan and that the bond requirement is waived for good cause shown.

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

Elizabeth M. Murphy
Secretary