

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 62210 / June 2, 2010

ADMINISTRATIVE PROCEEDING
File No. 3-11538

In the Matter of

J. MICHAEL SCARBOROUGH and
ROYAL ALLIANCE ASSOCIATES, INC.,

Respondents.

ORDER DIRECTING
DISBURSEMENT OF
FAIR FUND

On February 6, 2009, the United States Securities and Exchange Commission (“Commission”) published a Notice of Proposed Plan of Distribution and Opportunity for Comment (Exchange Act Rel. No. 59368) pursuant to Rule 1103 of the Commission’s Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. §201.1103. The Notice advised parties they could obtain a copy of the proposed plan of distribution (“Distribution Plan”) at www.sec.gov. The Notice also advised that all persons desiring to comment on the Distribution Plan could submit their comments, in writing, no later than March 9, 2009. No comments were received by the Commission in response to the Notice. On May 15, 2009, the Commission issued an Order Approving Plan of Distribution (Exchange Act Rel. No. 59930).

The Distribution Plan provides that the Commission will arrange for distribution of the Fair Fund when a validated electronic payment file listing the payees with the identification information required to make the distribution has been received and accepted. The validated electronic payment file has been received and accepted for the disbursement of \$2,324,199.06.

Accordingly, it is ORDERED that the Commission staff shall disburse the Fair Fund in the amount stated in the validated electronic payment file of \$2,324,199.06, as provided for in the Distribution Plan.

By the Commission.

Elizabeth M. Murphy
Secretary