

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

Securities Exchange Act of 1934
Release No. 65016 / August 2, 2011

Administrative Proceedings
File No. 3-11793

In the Matter of

**Southwest Securities, Inc.,
Daniel R. Leland, Kerry M. Rigdon,
and Kevin J. Marsh,**

Respondents.

**ORDER DIRECTING DISBURSEMENT
OF FAIR FUND**

On September 1, 2010, the Commission published a Notice of Proposed Plan of Distribution and Opportunity for Comment (“Plan”) proposed by the Division of Enforcement in connection with this proceeding (Exchange Act Rel. No. 62809). The Commission received no comments and on October 25, 2010, the Commission approved the Plan pursuant to delegated authority (Exchange Act Rel. No. 63172).

The Plan provides for the distribution of a Fair Fund consisting of \$10,275,003 in disgorgement and civil penalties, plus additional accumulated interest, by the U.S. Department of Treasury’s Financial Management Service (“FMS”), with the assistance of the Fund Administrator, to harmed mutual funds according to the methodology set forth in the Plan. The Plan provides that the Fund Administrator compile an electronic file regarding the eligible mutual funds payees and validate the list of eligible funds and respective fund distribution amounts. The validated electronic payment file has been received and accepted by the staff.

Accordingly, it is ORDERED that the Commission staff, through FMS, shall disburse \$5,073,737 of the Fair Fund monies to eligible funds as provided in the Plan. The remaining portion of the Fair Fund shall, upon the termination of the Fair Fund, be sent to the U.S. Treasury.

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

Elizabeth M. Murphy
Secretary