

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 70825 / November 6, 2013

ADMINISTRATIVE PROCEEDING
File No. 3-11701

In the Matter of
INVESCO FUNDS GROUP, INC.,
Respondent.

**ORDER AUTHORIZING TRANSFER
OF REMAINING FUNDS AND ANY
FUTURE FUNDS RECEIVED BY
THE FAIR FUND TO THE U.S.
TREASURY, DISCHARGING THE
FUND ADMINISTRATOR, AND
TERMINATING THE FAIR FUND**

On October 8, 2004, the United States Securities and Exchange Commission (the “Commission”) issued an Order Instituting Administrative and Cease-and-Desist Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, Sections 203(e) and 203(k) of the Investment Advisers Act of 1940, and Sections 9(b) and 9(f) of the Investment Company Act of 1940, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order (the “Order”) against Invesco Funds Group, Inc. (“IFG”), which directed, among other things, that IFG pay disgorgement of \$215 million and a civil penalty of \$110 million (Exchange Act Release No. 50506 (Oct. 8, 2004)). The Order further established a fair fund to provide for the distribution of these payments (the “Fair Fund”) and ordered IFG to comply with undertakings to retain an independent distribution consultant (“IDC”) to develop a plan for distribution of the \$325 million to shareholders in the mutual funds affected by market timing.

On July 6, 2007, the Commission issued a Notice of Proposed Distribution Plan and Opportunity for Comment (Exchange Act Release No. 56025A (July 6, 2007)) pursuant to Rule 1103 of the Commission’s Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. §201.1103. The Commission received comments, and on May 23, 2008, the Commission issued an Order Approving a Modified Distribution Plan (“IFG Plan”) and Transferring Funds to Treasury (“Plan”) (Exchange Act Release No. 57860 (May 23, 2008)). The Plan provided for the distribution of the Fair Fund to harmed investors according to the methodology set forth in the Plan.

On November 20, 2009, the Commission issued an Amended Order Directing Disbursement of Fair Fund that authorized the disbursement of \$418,127,632.34 to injured investors (Exchange Act Release No. 60292A (Nov. 20, 2009)). That amount consisted of: (1) the Fair Fund payments of \$325 million, plus interest of \$38,572,500.16; and (2) other plan payments from the Banc of America Capital Management, LLC,

BACAP Distributors, LLC, and Banc of America Securities, LLC Fair Fund (\$45,830,186.05) and the Bear, Stearns & Co., Inc. and Bear, Stearns Securities Corp. Fair Fund (\$8,724,946.13). On December 11, 2009, the IDC and the Fund Administrator for the Fair Fund distributed \$418,127,632.34 to investors. On May 11, 2011, the Commission issued an Order Amending Distribution Plan and Directing Disbursement that authorized the distribution of any monies not distributed directly to investors (the "Residual") to the mutual funds affected by market timing in the same proportion as the amount of harm calculated on a fund-by-fund basis (Exchange Act Release No. 64472 (May 11, 2011)). The amount distributed as the Residual to the affected mutual funds was \$57,821,352.37. A balance of \$5,433,979.05 remains.

Step Twenty-Six (26) of the IFG Modified Plan provides that the Fair Fund is eligible for termination after the final accounting has been submitted by the Fund Administrator and approved by the Commission and all taxes and fees have been paid. A final accounting, which the Fund Administrator submitted to the Commission for approval as required by Rule 1105(f) of the Commission's Rules on Fair Fund and Disgorgement Plans has been approved. The staff of the Commission has verified that all taxes and fees have been paid and that the Commission is in possession of the remaining funds.

Accordingly, it is ORDERED that:

1. The remaining funds of \$5,433,979.05 in the Fair Fund shall be transferred to the U.S. Treasury, and any future funds received by the Fair Fund shall also be transferred to the U.S. Treasury;
2. The Fund Administrator is discharged; and
3. The Fair Fund is terminated.

By the Commission.

Elizabeth M. Murphy
Secretary