

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

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 72610 / July 15, 2014**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12372**

**In the Matter of**

**WADDELL & REED, INC.,  
WADDELL & REED INVESTMENT  
MANAGEMENT COMPANY, AND  
WADDELL & REED SERVICES  
COMPANY,**

**Respondents.**

**ORDER DIRECTING  
DISBURSEMENT OF A FAIR FUND**

On April 23, 2013, the Securities and Exchange Commission (“Commission”) published a Notice of Proposed Plan of Distribution and Opportunity for Comment (“Plan”) by the Division of Enforcement in connection with this proceeding (Exchange Act Rel. No. 69437). The Commission received no comments and on August 9, 2013, the Plan was approved (Exchange Act Rel. No. 70151).

The Plan provides that a Fair Fund consisting of \$50,000,000 in disgorgement and civil penalties, plus accrued interest, be transferred to Deutsche Bank to be distributed 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 list of payees and amounts has been submitted to Commission staff. The validated list of payees and amounts, which is in the amount of \$52,332,274.34, has been received and accepted.

Accordingly, it is ORDERED that the Commission staff shall transfer \$52,332,274.34 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.

Lynn M. Powalski  
Deputy Secretary