

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 69918 / July 2, 2013

In the Matter of the Application Filed
Under Rule 193 of the Commission's
Rules of Practice on behalf of

FRANK P. MEADOWS

For Consent to Associate with Nottingham
Shareholder Services, LLC

ORDER GRANTING CONSENT TO
ASSOCIATE

Pursuant to an order entered by consent on September 9, 1997, Frank P. Meadows, III, is subject to a bar from association with any investment company, investment adviser, broker, dealer, municipal securities dealer, or transfer agent, with the right to reapply after eighteen months from the date of the order. In the Matter of Frank P. Meadows, III, et al., Securities Exchange Act Release No. 39034 (Sept. 9, 1997). Pursuant to Rule 193 of the Commission's Rules of Practice,¹ Mr. Meadows has applied for consent to acquire, directly or indirectly, up to 80% of the outstanding equity in Nottingham Shareholder Services, LLC, a registered transfer agent.

At the time of the Commission's administrative proceedings, Mr. Meadows was the president and managing director of The Nottingham Company, Inc., a registered transfer agent that provided administrative services to investment companies. Mr. Meadows was also an officer and trustee of the investment companies for which Nottingham provided administrative services. The Commission found that Mr. Meadows violated Sections 17(a)(3), 34(a), 34(b) and 37 of the Investment Company Act, and caused violations of Sections 22(g), 31(a) and 31(b). In addition to being barred, he was ordered to cease and desist from committing or causing violations of those provisions, and to pay a civil penalty of \$35,000. Following the settlement, Nottingham ceased performing transfer agent functions and these functions were assumed by North Carolina Shareholder Services, LLC (NCSS), a new, registered entity.

On February 8, 2002, Mr. Meadows was granted consent to associate with NCSS by acquiring, directly or indirectly, up to 49% of the outstanding equity in NCSS, which is now known as Nottingham Shareholder Services, LLC (NSS). In the Matter of an Application Filed Under Rule 193 of the Commission's Rules of Practice on behalf of Frank P. Meadows, III, For Consent to Associate with North Carolina Shareholder Services, LLC, Securities Exchange Act Release No. 45428 (Feb. 8, 2002).

¹ 17 C.F.R. § 201.193.

The application represents that Mr. Meadows will be associated solely as an owner of NSS. Mr. Meadows will not be involved in the management or control of NSS or in the transfer agent functions of NSS, and he will not supervise its business activities. NSS represents that it will reasonably supervise Mr. Meadows, that his association will be limited to a passive investment in NSS, and that an ownership interest in NSS will be maintained by the person who is, or in future becomes, the managing member of NSS.

The Division of Enforcement, pursuant to delegated authority,² has reviewed the Application. Relying upon the representations made concerning the proposed association by Mr. Meadows and NSS, the Division has concluded that the applicant has made a satisfactory showing that the proposed association is consistent with the public interest, and, hence, that the application meets the standard set forth in Rule 193(c).³

Accordingly, it is ORDERED that the application submitted on behalf of Mr. Meadows be, and hereby is, granted.

For the Commission, by the Division of Enforcement, pursuant to delegated authority.⁴

Elizabeth M. Murphy
Secretary

² All representations, terms, and conditions of employment not specifically listed are incorporated herein by reference.

³ 17 C.F.R. § 201.193(c).

⁴ 17 C.F.R. § 200.30-4(a)(5).