

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934

Release No. 82133 / November 20, 2017

ADMINISTRATIVE PROCEEDING

File No. 3-11818

In the Matter of

**Banc of America Capital Management,
LLC, BACAP Distributors, LLC, and Banc
of America Securities, LLC,**

Respondents.

**ORDER DIRECTING
DISBURSEMENT OF FAIR FUND**

On July 16, 2007, the Commission published a notice of the Plan of Distribution (“Plan”) proposed by the Division of Enforcement in connection with this proceeding (Exchange Act Release No. 56077). The Commission received comments and on December 27, 2007, the Plan was approved (Exchange Act Release No. 57048).

The Plan provides that a Fair Fund consisting of \$375,000,000 in disgorgement and civil penalties, plus any accrued interest, be transferred to Deutsche Bank to be distributed by the Plan Administrator to injured investors according to the methodology set forth in the Plan. From June 2008 to July 2013, the Fund Administrator implemented thirteen waves of distributions to distribute all distributable assets of the Fair Fund to eligible investors. These thirteen waves of distribution resulted in a total disbursement of \$303,101,410 to more than 3 million eligible investors.¹ An additional \$62,004,695 was disbursed through coordinated disbursements with

¹ By Order Directing Disbursement of Fair Fund dated June 5, 2008, the Commission ordered the first disbursement, composed of \$103,683,707.84. *See* Exchange Act Release No. 57926 (June 5, 2008). By Order Directing Disbursement of Fair Fund dated August 6, 2008, the Commission ordered the second disbursement, composed of \$39,910,827.97. *See* Exchange Act Release No. 58322 (August 6, 2008). By Order Directing Disbursement of Fair Fund dated November 3, 2008, the Commission ordered the third disbursement, composed of \$23,825,205.86. *See* Exchange Act Release No. 58896 (November 3, 2008). By Order Directing Disbursement of Fair Fund dated March 5, 2009, the Commission ordered the fourth

four fair fund distribution plans: RS Investment Management, Inc. et al., Exch. Act Rel. No. 57661 (Apr. 14, 2008); AIM Advisors, Inc. et al., Exch. Act Rel. No. 9929 (May 14, 2009); Invesco Funds Group, Inc., Exch. Act Rel. No. 60292A (Nov. 20, 2009); and Prudential Equity Group, LLC, Exch. Act Rel. No. 62848 (Sep. 3, 2010). In all, a total of \$365,106,105 of the distributable assets in the Fair Fund was disbursed to make distributions to eligible investors. Of this amount, a total of \$41,037,141.23 remained unclaimed, consisting of refused, returned, undeliverable or uncashed checks.

Section 6.12 of the Plan provides that “[i]n situations in which distributions are unclaimed (checks not cashed), or persons to whom a distribution would otherwise be made cannot be identified or located, the distributable amounts will be paid to the fund to which the distribution relates.” The Independent Distribution Consultant, in coordination with the Fund Administrator and Commission staff, has determined that \$36,335,607.45 of the \$41,037,141.23 in unclaimed payments relate to and should be remitted to 40 eligible mutual funds (“Eligible Funds”).

The Commission staff has received and accepted a validated payment file listing the Eligible Funds with the information required to make a residual distribution. The total amount of \$36,335,607.45 in the validated payment file for the residual distribution will be paid from the Fair Fund’s assets at Deutsche Bank.

disbursement, composed of \$14,734,968.83. *See* Exchange Act Release No. 59520 (March 5, 2009). By Order Directing Disbursement of Fair Fund dated June 9, 2009, the Commission ordered the fifth disbursement, composed of \$17,511,119.22. *See* Exchange Act Release No. 60080 (June 9, 2009). By Order Directing Disbursement of Fair Fund dated December 1, 2009, the Commission ordered the sixth disbursement, composed of \$13,054,368.91. *See* Exchange Act Release No. 61088 (December 1, 2009). By Order Directing Disbursement of Fair Fund dated June 3, 2010, the Commission ordered the seventh disbursement, composed of \$10,478,066.61. *See* Exchange Act Release No. 62212 (June 3, 2010). By Order Directing Disbursement of Fair Fund dated November 23, 2010, the Commission ordered the eighth disbursement, composed of \$3,047,283.83. *See* Exchange Act Release No. 63360 (November 23, 2010). By Order Directing Disbursement of Fair Fund dated June 6, 2011, the Commission ordered the ninth disbursement, composed of \$5,251,498.94. *See* Exchange Act Release No. 64606 (June 6, 2011). By Order Directing Disbursement of Fair Fund dated November 14, 2011, the Commission ordered the tenth disbursement, composed of \$23,984,335.72. *See* Exchange Act Release No. 65746 (November 14, 2011). By Order Directing Disbursement of Fair Fund dated July 11, 2012, the Commission ordered the eleventh disbursement, composed of \$24,826,874.15. *See* Exchange Act Release No. 67415 (July 11, 2012). By Order Directing Disbursement of Fair Fund dated November 9, 2012, the Commission ordered the twelfth disbursement, composed of \$9,036,325.11. *See* Exchange Act Release No. 68208 (November 9, 2012). By Order Directing Disbursement of Fair Fund dated July 31, 2013, the Commission ordered the thirteenth disbursement, composed of \$13,756,827.09. *See* Exchange Act Release No. 70082 (July 31, 2013).

Accordingly, it is ORDERED that the Fund Administrator shall distribute \$36,335,607.45 to the Eligible Funds and transfer the remaining \$4,701,533.78 in Fair Fund assets at Deutsche Bank to the Commission's Office of Financial Management, as provided for in the Plan.

By the Commission.

Brent J. Fields
Secretary