

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 63994 / March 1, 2011

ADMINISTRATIVE PROCEEDING
File No. 3-12737

In the Matter of	
FOLGER NOLAN FLEMING DOUGLAS CAPITAL MANAGEMENT, INC., NEIL C. FOLGER AND DAVID M. BROWN,	Notice Of Proposed Plan Of Distribution And Opportunity For Comment
Respondents.	

Notice is hereby given, pursuant to Rule 1103 of the Securities and Exchange Commission's ("Commission") Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. § 201.1103, that the Division of Enforcement has submitted to the Commission a proposed plan for the distribution of the Distribution Fund in this matter ("Distribution Plan").

On August 23, 2007, the Commission issued an Order instituting settled administrative and cease-and-desist proceedings against Folger Nolan Fleming Douglas Capital Management, Inc. ("Folger Nolan Capital Management"), Neil C. Folger, and David M. Brown in this matter (the "Order"). Pursuant to the Order, a Distribution Fund was established, comprised of disgorgement and prejudgment interest paid by Folger Nolan Capital Management, for distribution to advisory clients of Folger Nolan Capital Management affected by the firm's failure to seek best execution and its failure to disclose available brokerage options along with the potential conflict of interest relating to its acceptance of referrals from affiliated registered representatives.

OPPORTUNITY FOR COMMENT

Pursuant to this Notice, all interested parties are advised that they may print a copy of the proposed Distribution Plan from the Commission's public website, <http://www.sec.gov>. Interested parties may also obtain a written copy of the proposed Distribution Plan by submitting a written request to Brendan P. McGlynn, Assistant Regional Director, United States Securities and Exchange Commission, 701 Market Street, Suite 2000, Philadelphia, PA 19106. All persons who desire to comment on the Distribution Plan may submit their comments, in writing, within 30 days of the date of this notice:

1. by sending a letter to the Office of the Secretary, United States Securities and Exchange Commission, 100 F Street, N.E., Washington, DC 20549-1090;
2. by using the Commission's Internet comment form (<http://www.sec.gov/litigation/admin.shtml>); or
3. by sending an e-mail to rule-comments@sec.gov.

Comments submitted by e-mail or via the Commission's website should include "Administrative Proceeding File Number 3-12737" on the subject line. Comments received will be publicly available. Persons should submit only information that they wish to make publicly available.

DISTRIBUTION PLAN

The Distribution Fund is comprised of \$244,921 in disgorgement and prejudgment interest paid by Folger Nolan Capital Management, plus accumulated interest, less any federal, state, or local taxes on the interest. The Distribution Plan provides for the distribution of the Distribution Fund to approximately 120 Folger Nolan Capital Management clients ("Eligible Clients"). As proposed in the Distribution Plan, if approved, Eligible Clients are those individuals and entities who were clients of Folger Nolan Capital Management, between January 1, 2002 and April 1, 2004, and who paid excess commissions as described in the Order. An Eligible Client's distribution amount will be calculated by determining the ratio of each Eligible Client's excess commissions to the total excess commissions paid by all Eligible Clients. Then, for each Eligible Client, the Fund Administrator will multiply this ratio by the total amount paid by Folger Nolan Capital Management into the Distribution Fund, plus any accrued interest and less any taxes. This amount will represent each Eligible Client's distribution amount. Eligible Clients will not need to go through a claims process, rather they will be determined from Folger Nolan Capital Management's records. The Eligible Clients will not be required to make claims or submit documentation to establish their eligibility.

By the Commission.

Elizabeth M. Murphy
Secretary

<http://www.sec.gov/litigation/admin/2011/34-63994.htm>