

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

**Securities Exchange Act of 1934**  
**Release No. 57732 / April 29, 2008**

**Administrative Proceeding**  
**File No. 3-12341**

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<b>In the Matter of</b>	:	
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<b>WEISS RESEARCH, INC.,</b>	:	<b>ORDER APPROVING</b>
<b>MARTIN WEISS, AND</b>	:	<b>APPLICATION OF FUND</b>
<b>LAWRENCE EDELSON</b>	:	<b>ADMINISTRATOR FOR</b>
	:	<b>FEES AND EXPENSES</b>
	:	
<b>Respondents.</b>	:	
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On June 22, 2006, the Commission instituted settled administrative proceedings against Weiss Research, Inc., Martin Weiss, and Lawrence Edelson (collectively, “Respondents”) for violations of the Advisers Act in connection with their operation of an unregistered investment adviser and the production and distribution of materially false and misleading marketing materials. See Order Instituting Public Administrative and Cease-and-Desist Proceedings, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order Pursuant to Sections 203(e), 203(f), and 203(k) of the Investment Advisers Act of 1940, Admin. Proc. File No. 3-12341 (June 22, 2006) (“Order”). Among other things, the Commission ordered the Respondents to pay a total of \$2,166,142 in disgorgement, interest, and penalties. The Commission also authorized the creation of a Fair Fund to distribute this money to the harmed investors.

On July 5, 2007, the Commission published a “Notice of Proposed Distribution Plan and Opportunity for Comment” (“Notice”) in connection with this proceeding pursuant to Rule 1103 of the Commission’s Rules on Fair Fund and Disgorgement Plans, 17 C.F.R. § 201.1103 (Exchange Act Release No. 56011). The proposed plan provides that the Fair Fund be distributed to eligible claimants who: (1) subscribed to a Weiss Research premium service publication at any point between September 1, 2001 through December 31, 2004, and (2) had during that same period an auto-trading arrangement with a broker-dealer to execute automatically all trading recommendations contained in the Weiss Research publication. The proposed plan also describes the procedures which will be used to identify the eligible claimants and calculate the total amounts to be paid to the eligible claimants.

The Notice advised that all persons desiring to comment on the Distribution Plan could submit their views in writing, no later than August 6, 2007. The Commission received no comments on the Distribution Plan. Accordingly, the Commission, by its Secretary, pursuant to delegated authority, issued an order approving the proposed distribution plan. See Order Approving Distribution Plan, Admin Proc. File No. 3-12341 (Aug 23, 2007).

The Distribution Administrator has submitted a detailed invoice for fees and expenses incurred through September 30, 2007. The Commission staff, having reviewed the invoice, finds the fees and expenses of \$44,184.37 to be reasonable and in accordance with the Distribution Plan. The Commission staff has requested that the Commission authorize payment for the Distribution Administrator's fees and expenses in the amount of \$44,184.37 from the Fair Fund.

Accordingly, IT IS HEREBY ORDERED, pursuant to Rule 1105(d) of the Commission's Rules on Fair Fund and Disgorgement Plans, 17 C.F. R. § 201.1105, that the Distribution Administrator's current fees and expenses in the amount of \$44,184.37 shall be paid from the Fair Fund.

By the Commission.

Nancy M. Morris  
Secretary