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R E C E I V E D

FEB 14 2012

AT 8:30 \_\_\_\_\_ M  
WILLIAM T. WALSH  
CLERK

UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY

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SECURITIES AND EXCHANGE COMMISSION,  
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Plaintiff, :  
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:  
-against- :  
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:  
ASSOCIATION FOR BETTERMENT THROUGH :  
EDUCATION AND LOVE, INC., and :  
:  
ANTHONY O. DEGREGORIO, SR., :  
:  
:  
Defendants, :  
:  
and :  
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:  
MARGHERITA DEGREGORIO, :  
:  
:  
Relief Defendant. :  
:  
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11 Civ.03183 (FLW)

**[PROPOSED] ORDER AUTHORIZING THE CREATION  
OF FAIR FUND, APPOINTING PLAN ADMINISTRATOR,  
AND APPROVING DISTRIBUTION PLAN**

The Court having reviewed the Motion by Plaintiff Securities and Exchange Commission to Create Fair Fund, Appoint Plan Administrator, and Approve Distribution Plan, and for good cause shown, it is hereby:

**ORDERED** that the U.S. Securities and Exchange Commission (“Commission”) is authorized to establish a Fair Fund in accordance with Section 308(a) of the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley Act”), 15 U.S.C. § 7246, so that the civil penalty imposed by the Court may be added to and become part of the disgorgement fund for the benefit of injured investors as defined in the Distribution Plan.

**IT IS FURTHER ORDERED** that Todd D. Brody, Esq., is appointed Plan Administrator.

**IT IS FURTHER ORDERED** that:

1. The Plan Administrator shall perform such functions as are necessary to implement and administer the approved Distribution Plan, pursuant to which monies in the Fair Fund, minus any appropriate expenses incurred in establishing, maintaining, and distributing the Fair Fund, including without limitation, administrative fees, taxes, or other costs, shall be distributed to injured investors as defined in the Distribution Plan.
2. The Plan Administrator shall be deemed to be acting within the scope of his employment with the Commission in administering this Distribution Plan. In carrying out his duties, the Plan Administrator may be assisted by other Commission staff acting under his supervision.
3. The Plan Administrator shall receive no compensation for the services performed in administering the Fair Fund, other than his regular salary as an employee of the Commission.
4. The Plan Administrator shall coordinate with the Court-appointed Tax Administrator, Damasco & Associates LLP, to ensure that the Fair Fund, a Qualified Settlement

Fund (“QSF”) under Section 468B(g) of the Internal Revenue Code, and related regulations pertaining to QSFs, 26 C.F.R. §§ 1.468B-1 through 5, complies with all related legal and regulatory requirements, including without limitation, satisfying any reporting or withholding requirements imposed on distributions from the Fair Fund.

5. The Plan Administrator may be removed *sua sponte* at any time by the Court or upon motion of the Commission and replaced with a successor.

6. The Plan Administrator and his designees, agents and assistants are not required to post a bond, and shall not be liable to any person for their actions hereunder, except on a finding of bad faith or reckless disregard of duty.

7. At the request of the Plan Administrator, the Clerk of the Court shall promptly notify the Plan Administrator and the Tax Administrator of the amount of money in the Fair Fund and, without further order from the Court and at the request of the Plan Administrator, shall transfer all of the funds from the CRIS interest-bearing account into a non-interest-bearing registry account for distribution to injured investors in accordance with the Distribution Plan.

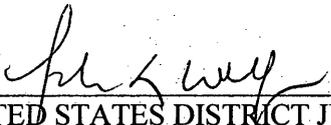
8. The Clerk of the Court, upon written request of the Plan Administrator, without further order from the Court, shall distribute funds to injured investors in accordance with the Distribution Plan.

9. The Plan Administrator shall file quarterly reports, a final report, and an accounting upon completion of the Fair Fund distribution and such reports shall be substantially in the form of the Commission’s Standardized Fund Accounting Report.

**IT IS FURTHER ORDERED** that the proposed Distribution Plan filed with this Court on February 10, 2012, is hereby approved.

SO ORDERED.

Dated: February 10, 2012

  
UNITED STATES DISTRICT JUDGE