

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF OHIO

SECURITIES AND EXCHANGE COMMISSION,	:
	:
Plaintiff,	:
	:
v.	: Case No. 1:09-cv-01906
	: (JSG)
	:
BRANTLEY CAPITAL MANAGEMENT, LLC et al.	:
	:
Defendants.	:

**ORDER TO TRANSFER FUNDS TO THE
DISTRIBUTION AGENT FOR DISBURSEMENT TO ELIGIBLE CLAIMANTS AND
AUTHORIZE THE PAYMENT OF TAXES, FEES AND EXPENSES**

The Court, having reviewed the Securities and Exchange Commission’s (“SEC” or “Commission”) Motion to Transfer Funds to the Distribution Agent for Disbursement to Eligible Claimants and Authorize the Payment of Taxes, Fees and Expenses (“Motion”), the Distribution Payment File Declaration provided by the Distribution Agent in support of the Commission’s Motion, and for good cause shown,

IT IS HEREBY ORDERED:

1. The Clerk of the Court (“Clerk”) is hereby authorized and directed to withdraw \$7,294.24 from the funds in this matter currently deposited in interest-bearing Government Account Series securities via the CRIS administered by the Administrative Office of the United States Courts.
2. The Clerk is further ordered to disburse the \$7,294.24 to Epiq Systems Class Action & Claims Solutions, for the payment of the fees and expenses of the Distribution

Agent. The check shall contain the notation, “SEC v. Brantley Capital Management, et al, 1:09-cv-01906.”

3. The Clerk shall send the check to:

Epiq Systems Class Action & Claims Solutions
Dept. 0286
PO Box 120286
Dallas, TX 75312-0286.2.

4. The Clerk is hereby authorized and directed to withdraw the remaining funds in this matter that are currently deposited in interest-bearing Government Account Series securities via the CRIS administered by the Administrative Office of the United States Courts. The Clerk is ordered to disburse the remaining funds to the Distribution Agent for distribution to Eligible Claimants. The Clerk shall make the check payable to “SEC v. Brantley Distribution Fund” and shall send the checks by overnight mail to

Epiq Systems
Attn: Tice O’Sullivan / Disbursements
10300 SW Allen Blvd.
Beaverton, OR 97005

The Commission’s counsel shall provide the Clerk with the necessary overnight shipping information and the SEC’s billing number.

5. From the funds on deposit with the CRIS, the Clerk will deduct a registry fee as a percentage of interest earned on the investment, not to exceed ten percent, prior to transferring the remaining funds to the Distribution Agent.

6. The Distribution Agent shall:

- a. Deposit the funds payable to the SEC v. Brantley Distribution Fund at the Huntington National Bank for distribution to Eligible Claimants pursuant to Paragraph 4.29 of the Distribution Plan; and

b. Distribute the Brantley Distribution Fund, less the \$23,103.98 held in reserve, to Eligible Claimants pursuant to the Final Payee List (as defined in the Motion) in accordance with the terms of the Distribution Plan.

7. The Distribution Agent is authorized to pay any remaining taxes, and fees and expenses of the Tax Administrator and Distribution Agent from the reserve, upon written request to and written approval by Commission staff, without further order from the Court. All such payments shall be reflected in a final accounting submitted to the Court for approval prior to the termination of the Distribution Fund and discharge of the Distribution Agent.

Dated: December 1, 2014

s/ James S. Gwin

UNITED STATES DISTRICT JUDGE