

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

**UNITED STATES SECURITIES AND
EXCHANGE COMMISSION,**

Plaintiff,

v.

A.C.L.N., LTD., et al.,

Defendants.

**Civil Action No.
1:02-CV-7988 (LAP)**

PLAINTIFF'S MOTION TO APPROVE DISTRIBUTION PLAN

Plaintiff, the United States Securities and Exchange Commission (the "Commission" or "SEC") respectfully moves the Court for an order approving the SEC's proposed distribution plan (the "Proposed Distribution Plan" or the "Plan") for distribution to eligible claimants of funds paid on behalf of certain of the defendants and presently held in the Registry of this Court (the "Distribution Fund" or the "Fund"). A supporting Memorandum of Law and the Proposed Distribution Plan (attached as Exhibit A) are submitted in support of this Motion, along with a Proposed Order.

WHEREFORE, the Commission respectfully requests that this Court grant the SEC's Motion and enter the attached Proposed Order.

Dated: February 12, 2013

Respectfully submitted,

/s/ Nancy Chase Burton
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CERTIFICATE OF SERVICE

This is to certify that I have served a copy of the Plaintiff's Motion to Approve Distribution Plan to the ECF registrants herein by electronically transmitting it using the ECF System for filing and transmittal of a Notice of Electronic Filing on this 12th day of February, 2013.

/s/ Nancy Chase Burton
Nancy Chase Burton