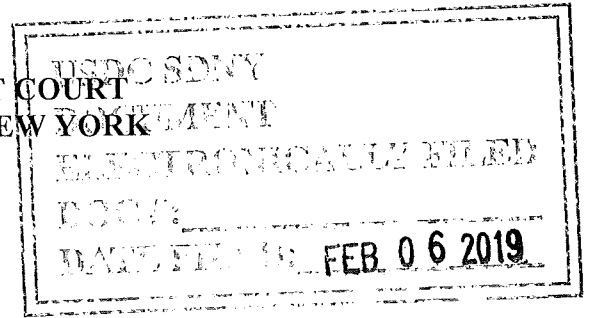


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



UNITED STATES SECURITIES AND
EXCHANGE COMMISSION,

Plaintiff,

vs.

ELON MUSK,

Defendant.

Civil Action No. 1:18-cv-8865-AJN-GWG

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION,

Plaintiff,

vs.

TESLA, INC.,

Defendant.

Civil Action No. 1:18-cv-8947

ORDER TO CONSOLIDATE ACTIONS FOR DISTRIBUTION PURPOSES

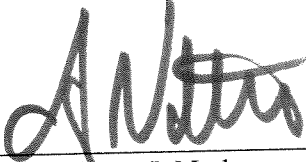
The Court having reviewed the Securities and Exchange Commission's consent motion to consolidate actions and for good cause shown,

IT IS HEREBY ORDERED:

1. Pursuant to Final Judgments entered in these two Securities and Exchange Commission ("SEC") enforcement actions, Defendants Elon Musk and Tesla, Inc. have paid penalties in the total amount of \$40,000,000.00. These funds were paid into an interest-bearing account at the Bureau of Fiscal Services of the U.S. Treasury Department (the "Distribution Funds"). Each final judgment provides, in part, that the Distribution Funds may be distributed pursuant to the Fair Fund provisions of the Section 308(a) of the Sarbanes-Oxley Act of 2002, as amended by the Dodd-Frank Act of 2010, 15 U.S.C. § 7246(a).

2. The Court hereby orders that the above-captioned actions are consolidated for the purposes of distribution of funds to harmed investors.

Dated: 2/6/19



Hon. Alison J. Nathan
UNITED STATES DISTRICT JUDGE