

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,

PLAINTIFF,

v.

MACQUARIE CAPITAL (USA) INC., ET AL.,

DEFENDANTS.

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: No. 15-cv-02304 (DLC)  
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: USDC SDNY  
: DOCUMENT  
: ELECTRONICALLY FILED  
: DATE FILED: 10/20/2015

ORDER TO APPOINT A DISTRIBUTION AGENT

The Court, having reviewed the United States Securities and Exchange Commission’s (“SEC” or “Commission”) Notice of Motion, Motion and Memorandum of Law in Support of an Order to Appoint a Distribution Agent (the “Motion”) and for good cause shown,

**IT IS HEREBY ORDERED:**

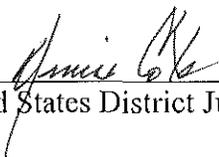
1. Epiq Class Action & Claims Solutions, Inc. (“Epiq”) is appointed to serve as the Distribution Agent for the Fair Fund to assist in overseeing the administration and the distribution of the Fair Fund in coordination with Commission staff, pursuant to the terms of a Distribution Plan to be approved by this Court.
2. Epiq shall perform services described in the Motion in accordance with the pricing schedule and cost proposal submitted to Commission staff. Such services may include, but are not limited to, developing a distribution plan, determining the identities of injured investors and amounts lost, establishing a claims process to evaluate and verify claims,

fielding inquiries from investors, and managing the ultimate distribution of the Fair Fund. In completing these tasks, Epiq may hire economic and other experts.

3. Epiq will coordinate with the Court appointed Tax Administrator, Damasco & Associates LLP (“Damasco”), to ensure that the Fair Fund complies with all related legal and regulatory requirements, including but not limited to satisfying any reporting or withholding requirements imposed on disbursements from the Qualified Settlement Fund (“QSF”).
4. The Distribution Agent will provide to Commission staff, who will file with the Court, a quarterly status report within forty-five (45) days of Court approval of the Distribution Plan, and will provide additional reports within thirty (30) days after the end of every quarter thereafter. Once the monies in the Fair Fund have been transferred to an Escrow Account, a quarterly accounting report, in a format to be provided by the Commission staff, shall be submitted with the status report by the Distribution Agent. The status report and quarterly accounting report will inform the Court and the staff of the Commission of the activities and status of the Fair Fund during the relevant reporting period, and will specify, at a minimum:
  - a. The location of the account(s) comprising the Fair Fund; and
  - b. An interim accounting of all monies in the Fair Fund as of the most recent month-end, including the value of the account(s), all monies earned or received into the account(s), funds distributed to Eligible Claimants under the Distribution Plan, and any monies expended by Macquarie to satisfy any fees, costs, taxes and other expenses incurred in the implementation of the Distribution Plan.

5. The fees and expenses of the Distribution Agent and all costs of administering the Distribution Plan shall be paid by Defendant Macquarie. Epiq will provide an invoice to Macquarie for payment and a copy to the Commission staff on a quarterly basis, which shall include supporting documentation to justify the expenses or services rendered.
6. Epiq may be removed *sua sponte* at any time by the Court or upon motion of the Commission and replaced with a successor. In the event Epiq decides to resign, it will first give written notice to the Court and to the Commission's counsel of such intention, and the resignation, if permitted, will not be effective until the Court appoints a successor.

20<sup>th</sup> day of October, 2015.

  
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United States District Judge