

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

SECURITIES AND EXCHANGE COMMISSION,

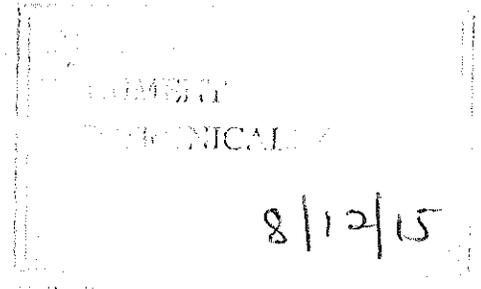
PLAINTIFF,

v.

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

DEFENDANTS,

No. 15-CV-02304 (DLC)



**ORDER TO ESTABLISH A FAIR FUND FOR HARMED INVESTORS
AND APPOINT A TAX ADMINISTRATOR**

The Court having reviewed the United States Securities and Exchange Commission's ("SEC" or "Commission") Motion to Establish a Fair Fund for Harmed Investors and Appoint a Tax Administrator (the "Motion") and for good cause shown,

IT IS HEREBY ORDERED

1. The Motion is GRANTED.
2. A Fair Fund is established pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, as amended by the Dodd-Frank Act of 2010, from the funds deposited with the SEC under the case name designation "SEC v. Macquarie Capital (USA) Inc., et al.," plus interest earned on those funds (the "Fair Fund").
3. Damasco & Associates LLP ("Damasco") is appointed as Tax Administrator to execute all income tax reporting requirements, including the preparation and filing of tax returns, with respect to the Fair Fund.

4. Damasco shall be designated the Tax Administrator of the Fair Fund, a qualified settlement fund, pursuant to Section 468B(g) of the Internal Revenue Code, 26 U.S.C. §468B(g), and related regulations, and shall satisfy the administrative requirements imposed by those regulations, including but not limited to (a) obtaining a taxpayer identification number, (b) filing applicable federal, state, and local tax returns, and (c) satisfying any information, reporting, or withholding requirements imposed on distributions from the Fair Fund. The Tax Administrator shall contemporaneously provide copies of all such filings to the Commission's counsel of record.

5. The Tax Administrator shall, at such times as the Tax Administrator deems necessary to fulfill the tax obligations of the Fair Fund, submit a declaration of the amount of taxes due by the Fair Fund to Macquarie and the Commission staff. The Commission staff is authorized, after its review of supporting documentation, to approve the payment of all tax obligations of the Fair Fund by Macquarie without further approval of this Court.

6. The Tax Administrator shall be entitled to charge reasonable fees for tax compliance services and related expenses in accordance with its agreement with the Commission. The Tax Administrator shall, at such times as the Tax Administrator deems appropriate, submit a declaration of fees and expenses to Commission staff and to Macquarie. The Commission staff is

authorized, after its review of supporting documentation, to approve payment by Macquarie of all fees and expenses owed by the Fair Fund without further approval of this Court.

Dated: August 2, 2015

Denise Cole
UNITED STATES DISTRICT COURT JUDGE