

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

**SECURITIES AND EXCHANGE
COMMISSION**

Plaintiff,

v.

KIK INTERACTIVE INC.,

Defendant.

Civil Action No. 19-cv-5244 (AKH)

**[PROPOSED] ORDER ESTABLISHING A FAIR FUND, APPOINTING A TAX
ADMINISTRATOR AND AUTHORIZING THE SEC TO APPROVE PAYMENT OF
THE TAX OBLIGATIONS OF THE FAIR FUND AND THE RELATED FEES AND
EXPENSES OF THE TAX ADMINISTRATOR WITHOUT FURTHER COURT ORDER**

The Court, having reviewed the Notice of Motion and Motion of Plaintiff Securities and Exchange Commission (“SEC”) for an Order Establishing a Fair Fund, appointing a Tax Administrator, and Authorizing the SEC to Approve Payment of the Tax Obligations of the Fair Fund and the Related Fees and Expenses of the Tax Administrator Without Further Court Order (the “Motion”) and for good cause shown,

IT IS HEREBY ORDERED:

1. The Motion is GRANTED.
2. A Fair Fund is hereby established pursuant to 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)] for the \$5,000,000.00 paid by the Defendants, along with any accrued interest and earnings thereon (the “Fair Fund”).
3. Miller Kaplan is appointed Tax Administrator to execute all income tax reporting

requirements, including the preparation and filing of tax returns, for the Fair Fund.

4. Miller Kaplan shall be designated the Tax Administrator of the Fair Fund, pursuant to Section 468B(g) of the Internal Revenue Code (IRC), 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 paying taxes reported thereon out of the Fair Fund, and (c) satisfying any information, reporting, or withholding requirements imposed on distributions from the Fair Fund. Upon request, the Tax Administrator shall provide copies of any filings to the SEC's counsel of record.

5. The Tax Administrator shall be entitled to charge reasonable fees for tax compliance services and related expenses in accordance with its agreement with the SEC for the Tax Years 2022 through 2024. The Tax Administrator shall, at such times as the Tax Administrator deems appropriate, submit a request to the SEC's counsel of record for payment of fees and expenses from the Fair Fund.

6. The SEC is authorized to approve and arrange payment of all tax obligations owed by the Fair Fund and the fees and expenses of the Tax Administrator directly from the Fair Fund without further approval of this Court.

IT IS SO ORDERED.

Dated: 5-20-24


United States District Court Judge