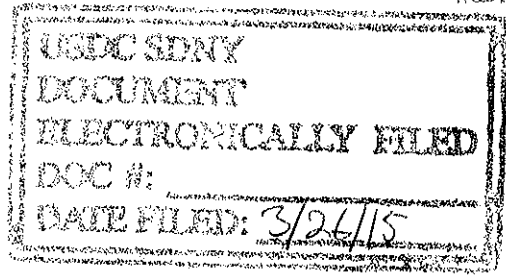


Prouty, Y.



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION

Plaintiff,

v.

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

Defendants.

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

~~PROSECUTED~~ **ORDER TO TRANSFER FUNDS TO THE
DISTRIBUTION AGENT FOR DISBURSEMENT TO ELIGIBLE CLAIMANTS AND
AUTHORIZE THE PAYMENT OF TAXES, FEES AND EXPENSES**

The Court, having reviewed the Plaintiff’s Notice of Motion, Motion and Memorandum in Support, for an Order to Transfer Funds to the Distribution Agent for Disbursement to Eligible Claimants and Authorize the Payment of Taxes, Fees and Expenses (“Motion”), the Distribution Payment File Declaration executed by Lorri Staal, Senior Director of Operations at The Garden City Group, and for good cause shown,

IT IS HEREBY ORDERED:

1. The Clerk of the Court shall issue a check payable to “Garden City Group, LLC”, from the Court Registry Investment System (“CRIS”) account number 1:02-cv-07988-2, under the case name designation “A.C.L.N., Ltd., *et al.*” in the amount of \$140,716.01 for the payment of the Distribution Agent’s fees and expenses. The check shall contain the notation “SEC v ACLN, Case No. 02-7988, Inv. 17825” and the Clerk shall send the check by overnight mail to

Garden City Group, LLC
c/o SEC v. ACLN Distribution Fund
1985 Marcus Ave., Suite 200
Lake Success, NY 11042

The Securities and Exchange Commission's ("Commission") counsel shall provide the Clerk with the necessary overnight shipping information and the SEC's billing number.

2. The Clerk of the Court shall issue a second check to the Distribution Agent, Garden City Group, LLC, from CRIS account numbers 1:02-cv-07988-1 and 1:02-cv-07988-2, under the case name designation "A.C.L.N., Ltd., *et al.*" for the remaining amount on deposit in these CRIS accounts, minus Court registry fees, for distribution to Eligible Claimants. The Clerk shall make the check payable to "SEC v. ACLN Distribution Fund" and shall send the check by overnight mail to

Garden City Group, LLC
c/o SEC v. ACLN Distribution Fund
1985 Marcus Ave., Suite 200
Lake Success, NY 11042

The Commission's counsel shall provide the Clerk with the necessary overnight shipping information and the SEC's billing number.

3. The Distribution Agent shall:
- a. Deposit the funds payable to the SEC v. ACLN Distribution Fund at Signature Bank for distribution to Eligible Claimants pursuant to Paragraph 3.30 of the Distribution Plan; and
 - b. Distribute the ACLN Distribution Fund, less the \$58,100 held in reserve, to Eligible Claimants pursuant to the Final Payee List (as defined in the Motion) in accordance with the terms of the Distribution Plan.

4. The Distribution Agent is authorized to pay any remaining taxes, and fees and expenses of the Tax Administrator and Distribution Agent from the reserve, upon written request to and written approval by Commission staff, without further order from the Court. All such

payments shall be reflected in a final accounting submitted to the Court for approval prior to the termination of the Distribution Fund and discharge of the Distribution Agent.

Dated: March 26, 2015


UNITED STATES DISTRICT JUDGE

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