

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

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SECURITIES AND EXCHANGE	:	
COMMISSION,	:	
	:	
Plaintiff,	:	
	:	
v.	:	Civil No.: 00-2873 (KSH)
	:	
COSMO CORIGLIANO, et al.,	:	
	:	
	:	
Defendants.	:	
	:	

ORDER APPROVING THE DISTRIBUTION OF FUNDS THROUGH A RELATED CLASS ACTION AND THE TRANSFER OF FUNDS TO THE CLASS ACTION

The Court, having reviewed both the Securities and Exchange Commission’s (“SEC” or “Commission”) Motion to Approve the Distribution of Funds through a Related Class Action and the Transfer of Funds to the Class Action [D.E. 107] and its Memorandum Brief in Support of said motion, and good cause being shown for a joint distribution of the disgorgement funds paid by the defendants in this action through the related private securities litigation, *In re Cendant Corporation Litigation*, Master File No. 98-1664 (WHW) (D.N.J.) (the “Class Action”) also pending in the District of New Jersey, and said joint distribution being fair and reasonable,

IT IS on this 5th day of June 2015, hereby

ORDERED that:

1. The transfer of the disgorgement fund of approximately \$13.1 million (“Disgorgement Fund”) on deposit with this court to a non-interest bearing account is approved and the Clerk of the Court is authorized and directed to implement such transfer, minus any applicable registry fees.

2. Without further order of the Court, upon receipt of instructions and the necessary transfer information from Commission counsel, the Clerk of the Court is authorized and directed to transfer the Disgorgement Fund, minus any applicable registry fees and the reserve established by Commission counsel for taxes and tax administrator fees and expenses, to the Class Action distribution fund account at The Huntington National Bank for distribution with the remaining Class Action distribution funds according to the Plan of Allocation in the Class Action and the subsequent orders entered with respect to the Class Action distributions.
3. In accordance with Section 21(d)(4) of the Securities Exchange Act of 1934, the Disgorgement Fund shall not pay for any administrative expenses incurred, including taxes, mailing, postage or any other expenses of implementing the joint distribution; however, if the Disgorgement Fund cannot be distributed simultaneously with the payments from the Class Action, then payment of the Class Action claims administrator's fees from the Disgorgement Fund will be permitted only for necessary expenses incurred that are not related to the administration of the Class Action distribution, and only if such fees are reviewed with no objection from Commission staff and are then approved by the district court in the Class Action.
4. The Class Action shall be responsible for all further tax compliance and reporting obligations of the distribution fund into which the SEC Disgorgement Fund is transferred and the payment of taxes, if any, will be made from the Class Action settlement fund.
5. Each joint distribution payment shall include a check stub or attachment that explains the distribution represented by the check consists of funds remaining from the

recovery in the Class Action as well funds recovered by the Commission, set forth the proportionate amount of the check coming from each source, and indicate that the Commission's portion is from payments ordered for securities violations in *SEC v. Corigliano*.

6. In the event that any portion of the Disgorgement Fund is not distributed to injured investors, less fees and/or expenses that may be appropriately deducted from the Disgorgement Fund in accordance with Paragraphs 3 and 7 of this order, any residual amount remaining after completion of the distribution will be paid to the Commission for transmittal to the United States Treasury.
7. After the transfer of the Disgorgement Fund from this action to the Class Action, an accounting report by the Class Action Claims Administrator, limited to the distribution of the Commission funds, will be provided to Commission counsel with the necessary expenses incurred for such report to be paid from monies that remain undistributed in the Disgorgement Fund. The Commission shall file such accounting report with this Court.

/s/ Katharine S. Hayden
Katharine S. Hayden, U.S.D.J.