

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

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-01789 (BRL)

SIPA Liquidation

(Substantively Consolidated)

In re:

BERNARD L. MADOFF,

Debtor.

IRVING H. PICARD, Trustee for the Liquidation
of Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

BEACON ASSOCIATES LLC I, BEACON
ASSOCIATES LLC II, BEACON ASSOCIATES
LLC, BEACON ASSOCIATES
MANAGEMENT CORPORATION, ANDOVER
ASSOCIATES, L.P., ANDOVER ASSOCIATES
LLC I, ANDOVER ASSOCIATES (QP) LLC,
ANDOVER ASSOCIATES LLC II, ANDOVER
ASSOCIATES MANAGEMENT
CORPORATION, JOEL DANZIGER, HARRIS
MARKHOFF, J.P. JEANNERET ASSOCIATES,
INC., JOHN JEANNERET, PAUL PERRY, IVY
ASSET MANAGEMENT LLC, LAWRENCE
SIMON, HOWARD WOHL, IVY
BIRCHWOOD ASSOCIATES, L.P., IVY
ENHANCED INCOME FUND, IVY
OAKWOOD ASSOCIATES, L.P., IVY
REGENCY FUND, L.P., IVY ROSEWOOD
ASSOCIATES, L.P., and IVY ROSEWOOD
OFFSHORE FUND, LTD.,

Defendants.

Adv. Pro. No. 10-05356 (BRL)

**ORDER PURSUANT TO SECTION 105(a) OF THE BANKRUPTCY CODE AND
RULES 2002 AND 9019 OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE APPROVING A SETTLEMENT AGREEMENT BY AND BETWEEN
THE TRUSTEE, ON THE ONE HAND, AND BEACON ASSOCIATES LLC I,
BEACON ASSOCIATES LLC II, BEACON ASSOCIATES LLC, BEACON
ASSOCIATES MANAGEMENT CORPORATION, ANDOVER ASSOCIATES, L.P.,
ANDOVER ASSOCIATES LLC I, ANDOVER ASSOCIATES (QP) LLC, ANDOVER
ASSOCIATES LLC II, ANDOVER ASSOCIATES MANAGEMENT
CORPORATION, JOEL DANZIGER, HARRIS MARKHOFF, J.P. JEANNERET
ASSOCIATES, INC., JOHN JEANNERET, PAUL PERRY, IVY ASSET
MANAGEMENT LLC, LAWRENCE SIMON, HOWARD WOHL, IVY
BIRCHWOOD ASSOCIATES, L.P., IVY ENHANCED INCOME FUND, IVY
REGENCY FUND, L.P., IVY ROSEWOOD ASSOCIATES, L.P., IVY ROSEWOOD
OFFSHORE FUND, LTD., BIRCHWOOD ASSOCIATES MANAGEMENT, LLC,
ROSEWOOD ASSOCIATES MANAGEMENT, LLC, IVY INTERNATIONAL, LLC
AND REGENCY ASSET MANAGEMENT, LLC, ON THE OTHER HAND**

Upon the motion (ECF Number 47, the “Motion”)¹ of Irving H. Picard, Esq. (the “Trustee”) as trustee for the substantively consolidated liquidation of Bernard L. Madoff Investment Securities LLC and Bernard L. Madoff, seeking entry of an order, pursuant to section 105(a) of the United States Bankruptcy Code, 11 U.S.C. §§ 101 *et seq.* and Rules 2002 and 9019 of the Federal Rules of Bankruptcy Procedure, approving the agreement, by and between the Trustee, on the one hand, and the Settling Defendants, as defined therein, on the other hand, as more particularly set forth in the Agreement annexed thereto (the “Agreement”); and it appearing that due and sufficient notice has been given to all parties in interest as required by Rules 2002 and 9019 of the Federal Rules of Bankruptcy Procedure and that certain Order Establishing Notice Procedures (SIPA Proceeding, ECF No. 4560); and the Court having considered the Affidavit of Irving Picard in support of the Motion; and it further appearing the relief sought in the Motion is appropriate based upon the record of the hearing held before this Court to consider the Motion; and it further appearing that this Court has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C.

¹ All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

§§ 157 and 1334; and after due deliberation; and sufficient cause appearing therefor; it is

ORDERED, that the Motion is granted in its entirety; and it is further

ORDERED, that the Agreement between the Trustee, on the one hand, and the Settling Defendants, on the other hand, is hereby approved and authorized (including without limitation the provisions of section 3 as to the Settlement Payment, sections 4(a) and (b) as to the Allowed Claims, and section 8 as to the Released Claims); and it is further

ORDERED, that the Trustee and the Settling Defendants (including for the sake of clarity Sandra Simon and Joan K. Danziger, as applicable) shall each comply with and carry out the terms of the Agreement.

ORDERED, that this Order shall be binding upon and inure to the benefit of the Trustee and the Settling Defendants and their respective successors and permitted assigns.

ORDERED, that this Court shall have exclusive jurisdiction over any and all disputes between or among the Parties arising out of or relating to the Agreement, as set forth more fully in the Agreement.

Dated: New York, New York
December 4, 2012

/s/Burton R. Lifland
HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE