

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

In re:  
BERNARD L. MADOFF INVESTMENT  
SECURITIES LLC,

Debtor.

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

Plaintiff,

v.

MAXAM ABSOLUTE RETURN FUND, L.P.;  
MAXAM ABSOLUTE RETURN FUND, LTD.;  
MAXAM CAPITAL MANAGEMENT LLC;  
MAXAM CAPITAL GP LLC; SANDRA L.  
MANZKE REVOCABLE TRUST; SANDRA L.  
MANZKE, as trustee and individually; SUZANNE  
HAMMOND; WALKER MANZKE; and APRIL  
BUKOFSEK MANZKE;

Defendants.

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

SIPA LIQUIDATION

(Substantively Consolidated)

Adv. Pro. No. 10-05342 (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  
AND MAXAM ABSOLUTE RETURN FUND, L.P.; MAXAM ABSOLUTE RETURN  
FUND, LTD.; MAXAM CAPITAL MANAGEMENT LLC; MAXAM CAPITAL GP  
LLC; SANDRA L. MANZKE REVOCABLE TRUST; SANDRA L. MANZKE;  
SUZANNE HAMMOND; WALKER MANZKE; AND APRIL BUKOFSEK MANZKE**

Upon the motion (the "Motion")<sup>1</sup> of Irving H. Picard (the "Trustee") as trustee for the  
substantively consolidated liquidation of Bernard L. Madoff Investment Securities LLC and the  
estate of Bernard L. Madoff, seeking entry of an order, pursuant to section 105(a) of the United

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

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 one the hand, and MAXAM Absolute Return Fund, L.P., MAXAM Absolute Return Fund, Ltd., MAXAM Capital Management LLC, MAXAM Capital GP LLC, Sandra L. Manzke Revocable Trust, Sandra L. Manzke, Suzanne Hammond, Walker Manzke and April Bukofser Manzke (collectively, the “MAXAM Defendants”), on the other hand, as more particularly set forth in the Agreement annexed hereto (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 the Court having considered the Affidavit of Irving H. Picard in support of the Motion; and William Manno having filed a limited objection to the Motion, which objection having been discussed amongst the parties and having been withdrawn by Mr. Manno; 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. §§ 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 MAXAM Defendants, on the other hand, is hereby approved and authorized; and it is further

ORDERED that, for the avoidance of doubt, the language contained in Paragraph 4 of the Agreement shall have no binding, precedential or evidentiary effect on non-parties to this Adversary Proceeding, and is without prejudice to the rights of such non-parties, if any, with respect to the use of or manner of distributing any amounts from any distribution made by the BLMIS estate to MARF LP; and it is further

ORDERED, that the Trustee and the MAXAM Defendants shall each comply with and carry out the terms of the Agreement; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York  
September 17, 2013

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