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**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

SECURITIES AND EXCHANGE)
COMMISSION,)

Plaintiff,)

vs.)

MERRILL SCOTT & ASSOCIATES, LTD.;)
MERRILL SCOTT & ASSOCIATES, INC.;)
PHOENIX OVERSEAS ADVISERS, LTD.;)
GIBRALTAR PERMANENTE ASSURANCE,)
LTD.; PATRICK M. BRODY; DAVID E. ROSS)
II and MICHAEL G. LICOPANTIS,)

Defendants.)

**MOTION FOR APPROVAL OF
RECEIVER'S THIRD INTERIM
DISTRIBUTION**

Civil No. 2:02CV-0039C

Judge Tena Campbell
Magistrate Judge David Nuffer

The Receiver ("Receiver") hereby moves this Court for an order approving and authorizing the Receiver's Third Interim Distribution.

On January 15, 2002, this Court granted an order approving the appointment of David Broadbent as Receiver over the assets of the defendants. The Court approved a Plan for Partial Distribution (the "Plan") on January 3, 2007. Among other things, the Plan allows the Receiver to distribute a portion of the funds available in the Receivership to claimants who meet certain conditions set out in the Plan and as approved by the Court. Pursuant to the Plan, the Receiver made a first interim distribution of \$13,201,518.29 and a second interim distribution in the

amount of \$6,455,236.12. The Receiver has marshaled additional funds and believes that it is appropriate to make another interim distribution of \$3,684,277.22 from the Receivership. The Receiver respectfully requests that the Court approve and authorize the Receiver's Third Interim Distribution of funds under the terms of the Plan previously approved by the Court and as set forth on Schedule A attached to the memorandum that accompanies this motion.

DATED this 20th day of November, 2009.

/s/ David K. Broadbent
David K. Broadbent
Rebecca A. Ryon
Attorneys for the Receiver

CERTIFICATE OF SERVICE

I hereby certify that on November 20, 2009, I have mailed, by United States Postal Service, the document to the following non-CM/ECF participant:

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Exhibit A

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**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

SECURITIES AND EXCHANGE)
COMMISSION,)
)
Plaintiff and Intervention Defendant,)
)
V.)
)
MERRILL SCOTT & ASSOCIATES, LTD.;)
MERRILL SCOTT & ASSOCIATES, INC.;)
PHOENIX OVERSEAS ADVISERS, LTD.;)
GIBRALTAR PERMANENTE ASSURANCE,)
LTD.; PATRICK M. BRODY; DAVID E. ROSS)
II and MICHAEL G. LICOPANTIS,)
)
Defendants.)

**[PROPOSED] ORDER APPROVING
RECEIVER'S THIRD INTERIM
DISTRIBUTION**

Civil No. 2:02CV-0039C

DAVID K. BROADBENT, ESQ., as RECEIVER)
for MERRILL SCOTT & ASSOCIATES, LTD.;)
MERRILL SCOTT & ASSOCIATES, INC.;)
PHOENIX OVERSEAS ADVISERS, LTD.;)
GIBRALTAR PERMANENTE ASSURANCE,)
LTD.; and each of their respective)
SUBSIDIARIES and AFFILIATED ENTITIES,)
)
Third-Party Plaintiff,)
)
V.)
)
CERTAIN UNDERWRITERS AT LLOYDS,)
LONDON; and JAMES P. LANDIS,)
)
Third-Party Defendants.)

Judge Tena Campbell
Magistrate Judge David Nuffer

The Receiver, having filed a motion for approval of Receiver's Third Interim Distribution, and for good cause showing:

IT IS HEREBY ORDERED, ADJUDGED, and DECREED that the Receiver's Third Interim Distribution is approved.

DATED this ___ day of November, 2009.

The Honorable Tena Campbell
United States District Judge

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