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Attorneys for the Receiver

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

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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 SECOND INTERIM  
DISTRIBUTION**

Civil No. 2:02CV-0039C

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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, )

Judge Tena Campbell  
Magistrate Judge David Nuffer

V. )

CERTAIN UNDERWRITERS AT LLOYDS, )  
LONDON; and JAMES P. LANDIS, )  
 )  
Third-Party Defendants. )

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

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

DATED this \_\_\_ day of August, 2008.

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The Honorable Tena Campbell  
United States District Judge

Submitted by:  
David K. Broadbent, 0442  
Katherine N. Hansen, 9573  
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