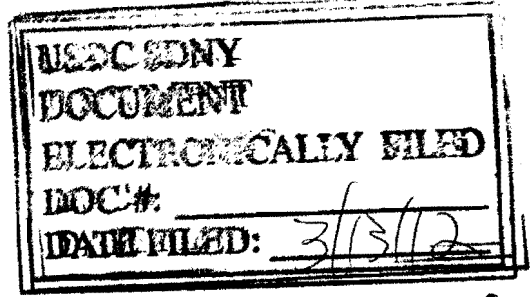


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



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

Plaintiff,

v.

SAUL B. KATZ, et al.,

Defendants.

11 Civ. 03605 (JSR) (HBP)

Adv. Pro. No. 10-05287 (BRL)

 PROPOSED ORDER DISMISSING CERTAIN DEFENDANTS

By Opinion and Order dated September 27, 2011 (“Dismissal Order”), the Court dismissed in the above-captioned Adversary Proceeding (“Adversary Proceeding”) all Counts except Counts 1 and 11 asserted by Plaintiff Irving H. Picard (“Trustee”), as trustee for the liquidation of the business of Bernard L. Madoff Investment Securities LLC (“BLMIS”) under the Securities Investor Protection Act, 15 U.S.C. §§ 78aaa, *et seq.*, and the substantively consolidated estate of Bernard L. Madoff individually. Thereafter, the Trustee filed a motion (“Certification Motion”) seeking certification of rulings in the Dismissal Order for interlocutory appeal under 28 U.S.C. § 1292(b), or to have the Court enter a final judgment as to such dismissed claims so that they could be immediately appealed. By Opinion and Order dated January 17, 2012 (“Certification Order”), the Court denied the Certification Motion, but reinstated Count 9 insofar as it seeks to avoid subsequent transfers under Bankruptcy Code § 550(a) in accordance with the Dismissal Order.

By Order dated March 5, 2012, the Court ordered the parties to submit a stipulation specifying which parties should be dismissed as a consequence of the Court’s rulings in the Dismissal and Certification Orders. The parties submitted to the Court the attached Exhibit A,

which identifies those defendants that the parties stipulate should be dismissed as a result of the Court's Dismissal and Certification Orders because they did not receive any initial or subsequent transfers within the two years prior to December 11, 2008 and/or did not file a claim against the BLMIS estate.


Based on the foregoing, it is hereby

ORDERED, that the defendants identified on Exhibit A are dismissed from the Adversary Proceeding (the "Dismissed Defendants"); and it is further

ORDERED, that nothing in this Order shall affect the Trustee's right to appeal the Dismissal Order, the Certification Order, and/or this Order with respect to all claims and all Defendants including the Dismissed Defendants.

Dated: New York, New York

March 12, 2012



JED S. RAKOFF, U.S.D.J

EXHIBIT A

1. 157 J.E.S. LLC
2. Air Sterling LLC
3. BAS Aircraft LLC
4. Bon-Mick, Inc.
5. Brooklyn Baseball Company LLC
6. Charles 15 Associates
7. Charles 15 LLC
8. Charles Sterling LLC
9. Coney Island Baseball Holding Company LLC
10. Kimberly Wachtler
11. Michael Schreier
12. Realty Associates Madoff II
13. Ruskin Garden Apartments LLC
14. SEE Holdings I
15. SEE Holdings II
16. Sterling American Property III LP
17. Sterling American Property IV LP
18. Sterling Brunswick Corporation
19. Sterling Equities Investors
20. Sterling Jet Ltd.
21. Sterling Jet II Ltd.
22. Sterling PathoGenesis Company
23. Sterling Third Associates
24. Valley Harbor Associates
25. C.D.S. Corp.
26. Mets One
27. Sterling Mets Associates
28. Sterling Mets Associates II
29. Mets Partners, Inc.
30. Sterling Heritage
31. Minor 1
32. Minor 2

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