

UNITED STATES DISTRICT COURT
DISTRICT OF CONNECTICUT

SECURITIES AND EXCHANGE
COMMISSION,

11-CV-00078 (JBA)

Plaintiff,

v.

FRANCISCO ILLARRAMENDI, HIGHVIEW
POINT PARTNERS, LLC and MICHAEL
KENWOOD CAPITAL MANAGEMENT, LLC,

Defendants,

And

HIGHVIEW POINT MASTER FUND, LTD.,
HIGHVIEW POINT OFFSHORE, LTD.,
HIGHVIEW POINT LP, MICHAEL
KENWOOD ASSET MANAGEMENT, LLC,
MK ENERGY AND INFRASTRUCTURE, LLC,
and MKEI SOLAR, LP,

Relief Defendants.

ORDER GOVERNING TRANSFER OF FUNDS

WHEREAS this matter has come before this Court upon the Stipulation of Settlement dated August 10, 2012 (Dkt. No. 543-1) and approved by the Court on November 27, 2012 (Dkt. No. 634) (the “Highview Point Settlement”);

WHEREAS in furtherance of the Highview Point Settlement, the Court has taken exclusive jurisdiction and possession of the assets, of whatever kind and wherever situated, of Highview Point Master Fund, Ltd., Highview Point Offshore, Ltd., and Highview Point LP (collectively, the “Highview Point Funds”) (Dkt. No. 666);

WHEREAS the Highview Point Funds' assets have been repatriated, transferred, frozen and otherwise restrained under the Court's Ruling on Motion for Temporary Restraining Order, Order Freezing Assets, and Order for Other Equitable Relief, entered June 16, 2011 (Dkt. No. 276) and the Court's Order Governing Payment of Attorneys' Fees and Operating Expenses, dated June 28, 2011 (Dkt. No. 284);

IT IS HEREBY ORDERED THAT:

1. Docket Entries 276 and 284 are modified to permit the Highview Point Funds to transfer, as directed by the Receiver and in furtherance of the Highview Point Settlement, all assets held by them to one or more custodial accounts established by the Receiver for the purpose of holding cash equivalent Receivership Property for the Receivership Estate (the "Receivership Estate Account(s)").

2. All banks or other financial institutions to which such assets were previously transferred pursuant to the Court's Ruling on Motion for Temporary Restraining Order, Order Freezing Assets, and Order for Other Equitable Relief, entered June 16, 2011 (Dkt. No. 276) are directed to comply with the directives of the Receiver in transferring such assets, in furtherance of the Highview Point Settlement, to the Receivership Estate Account(s). All banks and other financial institutions and all individuals or entities acting on behalf of any bank or other financial institution are forever held harmless and released from any and all liability of every type whatsoever for any and all claims of any type whatsoever, regardless of when any such claim may have arisen or may arise in the future, relating in any way to the transfer of assets in compliance with any directive or instruction of the Receiver.

3. The Receiver is solely responsible to ensure any and all transfers of the Highview Point Funds' assets are made in accordance with the terms of the Highview Point Settlement and the Amended and Restated Order Appointing Receiver, dated March 1, 2013 (Dkt. No. 666).

/s/

JANET BOND ARTERTON, U.S.D.J.

Dated at New Haven, Connecticut this 1st day of March, 2013.