

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

DOLLAR GENERAL CORPORATION
HURLEY CALISTER TURNER, JR.,
BRIAN M. BURR,
RANDY S. SANDERSON, and,
BOBBY R. CARPENTER

Defendants.

Civil Case No. 3:05 0283
Honorable William J. Haynes

[PROPOSED] ORDER AUTHORIZING A SECOND DISTRIBUTION TO CERTAIN
ELIGIBLE CLAIMANTS AND THE PAYMENT OF TAXES, FEES AND EXPENSES

The Court, having reviewed the Plaintiff Securities and Exchange Commission's ("SEC" or "Commission") Motion to Authorize a Second Distribution to Certain Eligible Claimants and the Payment of Taxes, Fees and Expenses ("Motion"), the supporting Affidavit of Lorri Staal in Support of the Securities and Exchange Commission's Motion for Second Distribution of Fair Fund, and for good cause shown,

IT IS HEREBY ORDERED that the SEC's Motion is granted.

IT IS FURTHER ORDERED that the Distribution Agent is authorized to pay itself \$249,109.86 from the Fair Fund for outstanding fees and expenses incurred from February 16, 2013 to February 28, 2015.

IT IS FURTHER ORDERED that a second distribution is approved. The second distribution will include the balance of the Fair Fund after the Distribution Agent has paid itself \$249,109.86, minus a reserve in the amount of \$12,200 for the remaining taxes and fees and

expenses of the Tax Administrator, and \$19,509.45 for the remaining fees and expenses of the Distribution Agent (the "Second Distribution Amount").

The Second Distribution Amount will be distributed *pro rata* to the Eligible Claimants who negotiated their initial distribution checks and who will receive at least the Minimum Distribution Amount of \$10.00.

All checks will bear the notation "CASH PROMPTLY, VOID IF NOT CASHED WITHIN 60 DAYS." Checks that are not negotiated within this period will be voided and the issuing financial institution will be instructed to stop payment on those checks. Where an Eligible Claimant's check has not been negotiated within the sixty (60) day period and has been voided, that Eligible Claimant's claim will be extinguished upon the occurrence of the stale date and all such funds will remain in the Fair Fund.

After the second distribution occurs, if cost effective, as determined by the Distribution Agent and Commission staff, the Distribution Agent is authorized to conduct a further distribution of any remaining funds in the Fair Fund to Eligible Claimants who cashed their second distribution check.

All other terms and conditions of the Distribution Plan will remain in full effect to the extent applicable.

IT IS FURTHER ORDERED that the Distribution Agent is authorized to pay the remaining taxes, and fees and expenses of the Tax Administrator and Distribution Agent from the reserve upon written request to and written approval by Commission staff, without further order from the Court.

Dated: 8-31-15


UNITED STATES DISTRICT JUDGE