

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA**

Case No. 03-23044-CIV-MARRA

JOHN BRUHL, KEITH ROTMAN and SCOTT
MALTZ, individually an on behalf of all others
similarly situated,

Plaintiffs,

v.

PRICEWATERHOUSECOOPERS
INTERNATIONAL LIMITED II,
et al.,

Defendants.

PRELIMINARY APPROVAL ORDER

WHEREAS:

A. On July 22, 2011, Class Representatives Peter A. Broadhurst, Esq., Executor of the Estate of John Bruhl and Keith Rotman (collectively "Class Representatives"), acting on behalf of themselves and the proposed Class, entered into a Stipulation and Agreement of Settlement (the "Stipulation" or the "Settlement") with the Receiver, Marty Steinberg, and Defendants Citco Fund Services (Curacao) N.V., The Citco Group Limited, Citco Acceptance Corporation, Citco Fund Services U.S.A., Inc., Inter Caribbean Services Ltd., Kieran Conroy, Declan Quilligan, John M.S. Verhooren, Anthony Stocks, and Maria J. Stocks, Executrix of the Estate of Anthony Stocks (collectively, the "Citco Defendants" or "Settling Defendants") in case number 03-23044-CIV-MARRA (the "Class Action").

B. Class Representatives have moved, pursuant to Rule 23(e) of the Federal Rules of Civil Procedure, for an Order preliminarily approving their Settlement in accordance with the

terms of the Stipulation (Class Representatives' Unopposed Motion for Preliminary Approval of Settlement, Approval of Notice to the Class, and Scheduling of a Final Approval Hearing) (the "Motion") [DE 779];

C. The Court having read and considered the Motion, the Stipulation and exhibits thereto, including the proposed Notice of Proposed Settlement of Class Action and Settlement Hearing (the "Notice"), the proposed Summary Notice of Proposed Settlement of Class Action and Settlement Hearing (the "Summary Notice"), the proposed Class Proof of Claim Form and Release ("Class Proof of Claim"), and the proposed Final Judgment of Dismissal of the Class Action ("Class Judgment"), and finding that substantial and sufficient grounds exist for entering this Order;

NOW, THEREFORE, IT IS HEREBY ORDERED AND ADJUDGED that Class Representatives' Unopposed Motion for Preliminary Approval of Settlement, Approval of Notice to the Class, and Scheduling of a Final Approval Hearing is GRANTED [DE 779].

1. The Court, for purposes of this Order, adopts all defined terms as set forth in the Stipulation. Any inconsistencies between the Stipulation and the Notice will be controlled by the language of the Stipulation.

2. On September 30, 2008, the Court certified the Class Action to proceed as a class action pursuant to Rule 23(a) and Rule 23(b)(3) of the Federal Rules of Civil Procedure, on behalf of all securities purchasers and/or holders of the shares of Lancer Offshore, Inc. or the OmniFund Ltd. successor fund to the Orbiter Fund, Ltd. and the Viator Fund, Ltd. (collectively the "Offshore Funds") during the period of September 3, 1998 through and including July 8, 2003 (the "Class"). The Court also appointed Class Counsel and the Class Representatives.

3. Excluded from the Class are: Defendants; members of the Individual Defendants' immediate families; the officers and directors of Defendants; the subsidiaries and affiliates of Defendants; any entity in which any Defendant has a controlling interest or which is related to, or affiliated with, any Defendant; those persons or entities that were recipients of the Group Action settlement; Michael Lauer; any of Lancer Management Group, LLC, Offshore, OmniFund, LSPV, Inc., G.H. Associates, LLC, Alpha Omega Group, Inc., CLR Associates, LLC, LSPV, LLC, and Lancer Management Group II, LLC (the "Lancer Entities") or their former employees; and the legal representatives, heirs, successors-in-interest, or assigns of any such excluded party.

4. The Court hereby preliminarily approves the Settlement of the Class Action on the terms set forth in the Stipulation as being fair, reasonable and adequate, subject to further consideration at a hearing to be held before this Court on **Friday, October 7, 2011 at 1:00 PM** at United States Courthouse, 701 Clematis Street, Courtroom 4 (3rd floor), West Palm Beach, Florida 33401 (the "**Settlement Hearing**") to determine whether the proposed settlement of the Class Action on the terms and conditions provided for in the Stipulation is fair, reasonable and adequate as to the Class Members and should be approved by the Court; whether the Class Judgment as provided in Exhibit B to the Stipulation should be entered; and whether Class Counsel's application for an award of attorneys' fees and reimbursement of expenses should be granted.

5. The Court approves the form, substance and requirements of the Notice, the Summary Notice (together the "Notices") and the Class Proof of Claim, and finds that the procedures established for publication, mailing and distribution of such Notices substantially in the manner and form set forth in ¶¶ 6 and 7 of this Order constitute the best notice practicable under the circumstances and are in full compliance with the notice requirements of due process,

Fed. R. Civ. P. 23 and Section 21D(a)(7) of the Securities Exchange Act of 1934, 15 U.S.C.

§ 78u-4(a)(7), as amended by the Private Securities Litigation Reform Act of 1995 ("PSLRA").

6. Class Counsel and the Receiver shall cause the Notice and the Class Proof of Claim, substantially in the forms annexed hereto as Exhibits 1 and 2, to be mailed, by first class mail, postage prepaid ten (10) business days after entry of this order (the "Notice Date") to all Settlement Class Members at the address of each such person as set forth in the records of the Offshore Funds or their agents, or such other addresses as can be identified through reasonable effort. Class Counsel or the Receiver shall, at or before the Settlement Hearing, file with the Court proof of mailing of the Notice and Class Proof of Claim.

7. Class Counsel and the Receiver shall cause the Summary Notice, substantially in the form annexed hereto as Exhibit 3, to be published in the national edition of *The Investors Business Daily* once within fourteen calendar (14) calendar days of the Notice Date. Class Counsel or the Receiver shall, at or before the Settlement Hearing, file with the Court proof of publication of the Summary Notice.

8. Class Counsel or the Receiver shall promptly provide counsel for the Settling Defendants a copy of all communications from and documentation relating to members of the Class who request exclusion therefrom.

9. Lead Counsel and the Receiver shall use reasonable efforts to give notice to nominee owners such as brokerage firms and other persons or entities who purchased or held shares of the Funds or interests in Partners during the Class Period as record owners but not as beneficial owners. Such nominees who hold or held shares of the Funds or interests in Partners for beneficial owners are directed (a) to provide the Receiver with lists of the names and last known addresses of the beneficial owners for whom they purchased or held shares of the Funds

or interests in Partners during the Class Period within seven (7) days of receipt of the Notice, or (b) to request additional copies of the Notice and Class Proof of Claim form within seven (7) days of receipt of the Notice. If the nominee owner elects to send the Notice and Class Proof of Claim to beneficial owners, the nominee owner is directed to mail the Notice and Class Proof of Claim within seven (7) days of receipt of the copies of the Notice from the Receiver, and within seven (7) days of such mailing, the nominee owner shall send a statement to the Receiver confirming that the mailing was made as directed. Provided the submission to the Receiver is timely, such nominee owner shall be reimbursed from the Settlement Fund, upon receipt by the Receiver of proper documentation for the reasonable expenses of sending the Notices and Class Proofs of Claim to the beneficial owners.

10. The reasonable costs of notification to Class Members of the Settlement, including printing, mailing and publication of all required notices, shall be paid out of the Settlement Fund.

11. Class Counsel, the Receiver and their agents are authorized and directed to undertake the actions contemplated by ¶ 9 of the Stipulation, including the payment or reimbursement of any Taxes out of the Settlement Fund and the preparation of tax returns, without further Order of the Court.

12. No Person that is not a Class Member, counsel to the proposed Class Representatives or the Receiver, shall have any right to any portion of, or in the distribution of, the Settlement Fund unless otherwise ordered by the Court or otherwise provided in the Stipulation.

13. All funds paid as part of the Settlement Amount shall be deemed and considered to be in *custodia legis* of the Court, and shall remain subject to the jurisdiction of the Court, until

such time as such funds shall be distributed pursuant to the Stipulation and/or further order(s) of the Court.

14. All members of the Class who do not timely request exclusion from the Class, such that the requests are postmarked or received no later than fourteen (14) calendar days prior to the Settlement Hearing in the form and manner set forth in the Notice, will be bound by the proposed Settlement provided for in the Stipulation, including any Class Judgment or determination of the Court affecting the Class and the releases provided for by the Stipulation. Investors who previously timely and validly requested exclusion from the Class in response to the Notice of Pendency of Class Action disseminated by the Receiver are no longer Class Members and do not need to request exclusion.

15. Class Members who have requested or who request exclusion from the Class shall not be entitled to receive any payment out of the Net Settlement Fund.

16. Class Members who have an Allowed Claim do not need to submit a Class Proof of Claim in order to be eligible to participate in the Settlement. Class Members who do not have an Allowed Claim and wish to be eligible to participate in the distribution for the Net Settlement Fund must complete and timely submit a Class Proof of Claim. Unless otherwise ordered by the Court, any Class Member who does not have an Allowed Claim or who does not complete and submit a valid Class Proof of Claim within the time provided herein shall be barred from sharing in the distribution of the Net Settlement Fund but will otherwise be bound by all of the terms of the Stipulation, including the terms of the Class Judgment to be entered herein and the releases provided by the Stipulation.

17. Class Counsel shall submit papers in support of final approval of the Settlement and their application for an award of attorneys' fees and expenses by no later than thirty-one (31) calendar days prior to the date set for the Settlement Hearing.

18. Any member of the Class who has not requested exclusion from the Class may appear at the Settlement Hearing to show cause why the proposed Settlement should not be approved as fair, reasonable and adequate and why a judgment should not be entered thereon; *provided, however*, unless otherwise ordered by the Court, no member of the Class shall be heard or entitled to contest the approval of the terms and conditions of the proposed Settlement and the Class Judgment to be entered approving the same unless such Class Member has served by hand or by overnight delivery written objections and copies of any supporting papers and briefs (which comply with the requirements in the Notice) upon each of the following:

Mark S. Goldman, Esq.
Carol Villegas, Esq.
Labaton Sucharow LLP
140 Broadway
New York, NY 10005

David E. Bane, Esq.
Hunton & Williams LLP
1111 Brickell Avenue
25th Floor
Miami, FL 33131

Lewis N. Brown, Esq.
Dyanne E. Feinberg, Esq.
Gilbride Heller & Brown,
P.A.
One Biscayne Tower,
15th Floor
Two South Biscayne Blvd.
Miami, FL 33131

Harley S. Tropin, Esq.
Adam Moskowitz, Esq.
Kozyak Tropin &
Throckmorton, P.A.
2525 Ponce De Leon Blvd.
9th Floor
Coral Gables, FL 33134

*Counsel for Marty Steinberg,
Receiver*

*Counsel for The Citco
Defendants*

*Class Counsel for Class
Representatives and the
Class*

and has filed said objections, papers and briefs, showing due proof of service upon Class

Counsel, the Receiver, and Defendants' Counsel with the Clerk of the United States District

Court for the Southern District of Florida, 701 Clematis Street, West Palm Beach, Florida 33401 on or before fourteen (14) calendar days prior to the Settlement Hearing. Persons who intend to object to the Settlement and desire to present evidence at the Settlement Hearing must include in their written objections the identity of any witnesses they may seek to call to testify and exhibits they may seek to introduce into evidence at the Settlement Hearing. Any Party has the right to object to any testimony or other evidence which a Person objecting to the Settlement seeks to introduce.

19. Unless the Court otherwise directs, no member of the Class or other Person shall be entitled to object to the Settlement, or the Class Judgment to be entered herein, or otherwise be heard, except by serving and filing written objections as described above. Unless otherwise ordered by the Court, any Person who does not object in the manner prescribed above shall be deemed to have waived such objection in this or any other action or proceeding and shall be bound by all the terms and provisions of the Stipulation and by all proceedings, orders and judgment in the Action.


20. Neither the Citco Defendants nor their counsel shall have any responsibility for any plan of allocation of the Settlement Fund or any application for attorneys' fees or reimbursement of expenses, and such matters will be considered separately from the fairness, reasonableness and adequacy of the Settlement.

21. The administration of the proposed Settlement and the determination of all disputed questions of law and fact with respect to the validity of any claim or right of any person to participate in the distribution of the Settlement Fund shall be under the authority of this Court.

22. The Court retains exclusive jurisdiction over the Class Action to consider all further matters arising out of or connected with the Settlement.

DONE AND ORDERED in Chambers at West Palm Beach, Palm Beach County, Florida,
this 28th day of July, 2011.

copies to:
all counsel of record


KENNETH A. MARRA
United States District Judge