

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

SECURITIES AND EXCHANGE COMMISSION,

PLAINTIFF,

v.

MACQUARIE CAPITAL (USA) INC., ET AL.,

DEFENDANTS.

15cv2304 (DLC)

In re: PUDA COAL SECURITIES INC.

LITIGATION

11cv2598 (DLC)

**Joint Notice of Funds to Compensate Certain Investors
of Puda Coal Common Stock and Options**

PLEASE READ THIS JOINT NOTICE CAREFULLY. IF YOU SATISFY THE ELIGIBILITY CRITERIA DESCRIBED BELOW, YOU MAY BE ENTITLED TO A RECOVERY.

A FEDERAL COURT AUTHORIZED THIS JOINT NOTICE.

- I. If you purchased Puda Coal, Inc. (“Puda Coal”) common stock in the December 8, 2010 secondary public offering (“Secondary Offering”) and held any of the Puda Coal stock you purchased in that offering until after April 7, 2011, you may be entitled to receive compensation from two distributions in two separate proceedings:
 - A. **Fair Fund:** a Fair Fund established by the Court pursuant to Section 308(a) of the Sarbanes–Oxley Act of 2002, as amended, in *SEC v. Macquarie Capital (USA) Inc., et al.*, No. 15cv2304 (S.D.N.Y.) (DLC) (“Fair Fund”); and
 - B. **Class Action Settlements:** Funds paid to settle claims in the class action lawsuit (“Class Action”) *In re Puda Coal Securities Inc. Litigation*, No. 11cv2598 (S.D.N.Y.) (DLC) (“Class Action Settlements”).¹
- II. If you purchased Puda Coal common stock, purchased Puda Coal call options, or sold Puda Coal put options during the period December 8, 2010 through and including April 11, 2011, you may be eligible to receive a payment from the Class Action Settlements, even if you did not purchase Puda Coal common stock in the Secondary Offering.

On the following pages is important information regarding your eligibility to a recovery from the Fair Fund and/or the Class Action Settlements and instructions for submitting a Claim Form for each distribution.

The Differences Between the Two Proceedings

The Class Action Settlements compensate those who purchased Puda Coal common stock, purchased Puda Coal call options, or sold Puda Coal put options during the period December 8, 2010 through and including April 11, 2011. The Fair Fund distribution only compensates those who purchased Puda Coal common stock in the Secondary Offering. Note that even if you decide to “opt-out” of participating in the Class Action Settlements, you may still participate in the Fair Fund if you submit a Claim Form.

¹ The following capitalized terms in this Joint Notice refer to the Class Action Settlements and not the Fair Fund: “Settlement,” “Settlements,” “Settlement Class,” “Settlement Class Members,” “Settlement Fund,” “Net Settlement Fund,” “Settlement Class Period,” “Class Members,” “Class Action Plaintiffs,” “Class Action Settlements,” “Settling Plaintiffs,” “Settling Defendants,” “Settling Parties,” and “Settling Hearing.”

**Questions? Visit www.pudacoalfund.com, email info@pudacoalfund.com
or call 877-276-7324**

Filing a Claim for One or Both of the Proceedings

There are separate Proofs of Claim for each proceeding. **You do not need to file your trade documentation twice but you do need to file two claims if you want to participate in both distributions.** The Proof of Claim Forms have been included with this Joint Notice as Exhibits C and D. Please be sure to provide your complete name and mailing address on the Proof of Claim.

There are eligibility rules that apply to each distribution. The rules are described in the respective Distribution Plans and Plans of Allocation, which can be found at www.pudacoalfund.com. If you have any questions, please contact Epiq Class Action & Claims Solutions, Inc. (“Epiq” or “Distribution Agent/Administrator”) at the email address or telephone number listed at the bottom of each page of this Joint Notice. Copies of important documents relating to the Fair Fund and the Class Action Settlements are also available on the website, www.pudacoalfund.com.

All Proofs of Claim must be signed and submitted to the address provided below, postmarked no later than May 13, 2016. Claims postmarked after May 13, 2016 will not be eligible to participate in the distribution of the Fair Fund or the Class Action Settlements.

**Macquarie Capital Fair Fund / Puda Coal Securities Litigation
PO Box 2838
Portland, OR 97208-2838**

The Deadlines

Fair Fund		Class Action Settlements	
Deadline to File a Claim	May 13, 2016	Deadline to File a Claim	May 13, 2016

Background to the Fair Fund and Class Action Settlements

The Fair Fund and the Class Action Settlements arise out of the following events. Puda Coal’s former Chairman Ming Zhao (“Zhao”) is accused of executing a fraudulent scheme in 2009 by transferring Puda Coal’s 90% ownership interest in its primary operating subsidiary, Shanxi Puda Coal, to himself, rendering Puda Coal an empty shell. Subsequently, Puda Coal concealed the transfer and represented to investors that it continued to own Shanxi Puda Coal. The unlawful transfer was publicly revealed in April 2011.

Puda Coal is a U.S. issuer of securities. It engaged in a \$108 million Secondary Offering on December 8, 2010. Macquarie Capital (USA) Inc. (“Macquarie”) and Brean Murray, Carret & Co. (“Brean”) (together, the “Underwriters”) served as Underwriters for the Secondary Offering. Lawrence S. Wizel and C. Mark Tang (the “U.S. Directors”) were serving as the U.S. Directors for Puda Coal. An investigative report prepared for Macquarie during the due diligence it conducted for the Secondary Offering uncovered the fact that Puda Coal no longer owned Shanxi Puda Coal. Despite that report, the Offering Documents for the Secondary Offering continued to describe Shanxi Puda Coal as owned by Puda Coal.

As a result of a Securities and Exchange Commission (“SEC”) investigation of Puda Coal and the Secondary Offering, Macquarie agreed to pay \$15,000,000 into the Fair Fund and to pay the costs of administering the Fair Fund distribution. The Fair Fund is to be distributed to Puda Coal investors harmed as a result of purchasing Puda stock in the Secondary Offering.

The SEC has also sued Zhao and Liping Zhu (“Zhu”), Puda Coal’s CEO. Default judgments have been entered against both of these individual defendants; neither one of the individual defendants thus far has paid any of the amounts ordered to be paid.

The Class Action complaint asserts securities law claims against Puda Coal, Zhao, Macquarie, Brean, the U.S. Directors, Moore Stephens Hong Kong and Moore Stephens, P.C. (the “Auditor Defendants”), and three additional Puda Coal Officers. The parties participating in the Class Action have engaged in extensive discovery of the facts underlying the Class’s claims and expert discovery. In settlement of the Class Action, Macquarie has agreed to pay \$7.4 million; Brean has agreed to pay \$1.2 million, and the U.S. Directors have agreed to pay \$100,000 and assign certain claims against their insurance company, PICC. These Class Action Settlements collectively provide a fund of \$8.7 million.

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In the Class Action, the Court has entered defaults against Puda Coal and Zhao, dismissed the claims against the Auditor Defendants on summary judgment, and dismissed the claims against the three additional Puda Coal Officers because they reside in China and could not be found and served with the complaint. The Class Action Plaintiffs are appealing the dismissal of the claims against the Auditor Defendants.

Who Is Eligible to Participate in the Fair Fund?

Any person or entity that purchased Puda Coal common stock in the Secondary Offering, and held any of those Secondary Offering shares through the close of trading on April 7, 2011, may be eligible for compensation from the Fair Fund subject to certain eligibility limitations described in the Distribution Plan. You must file a claim in the Fair Fund distribution if you want to participate in the Fair Fund distribution.

If you did not purchase shares of Puda Coal in the Secondary Offering you are not eligible for compensation from the Fair Fund, but you may still be eligible to receive compensation from the Class Action Settlements.

Who Is Eligible to Participate in the Class Action Settlements?

The Court has preliminarily certified in the Class Action a Settlement Class that consists of those persons or entities that purchased Puda common stock or call options or sold Puda put options during the period from December 8, 2010 through and including April 11, 2011 (the "Settlement Class Period").

If you are eligible to receive compensation from both the Fair Fund and the Class Action Settlements, your Recognized Loss, as calculated by the rules that govern the distributions of the Class Action Settlements, will be reduced by the amount of money you receive from the Fair Fund.

You must file a claim in each distribution if you want to participate; therefore, you must file a claim in both distributions if you wish to participate in both the Fair Fund and Class Action Settlements.

How Much Will My Payment Be?

For complete information on how payments will be calculated for those who file Claim Forms, please review the Plans of Allocation for the Fair Fund and for the Class Action. The Plan of Allocation for the Fair Fund is attached as Exhibit A to this Joint Notice and the Plan of Allocation for the Class Action Settlements is attached as Exhibit B to this Joint Notice. Both the Fair Fund and the Class Action Plans of Allocation are also available on the website, www.pudacoalfund.com. The amount of compensation will vary based on the exact dates of transactions in Puda Coal common stock during the relevant period, the number of shares of Puda Coal common stock purchased in the Secondary Offering and held, and the total dollar value of eligible claims submitted to the Fair Fund and the Class Action Settlements. Distribution payments shall only be made to Eligible Claimants whose total payment for a claim exceeds \$10.00.

Other Information

This is not a solicitation from a lawyer. Section 21(d)(4) of the Securities Exchange Act of 1934 ("Exchange Act") prohibits the use of funds disgorged in an action brought by the SEC "as payment for attorneys' fees or expenses incurred by private parties seeking distribution of the disgorged funds."

Special Notice to Securities Brokers and Other Nominees:

If you purchased Puda Coal common stock or call options, or sold Puda Coal put options during the period from December 8, 2010 through and including April 11, 2011, for the beneficial interest of an individual or entity other than yourself, then within TEN (10) DAYS OF YOUR RECEIPT OF THIS JOINT NOTICE, you must either:

1. Provide to Epiq the name and last known address of each individual or entity for whom or which you purchased/held the eligible securities during such time period; or
2. Request additional copies of this Joint Notice Packet, and within 10 days, mail the Joint Notice Packet to the beneficial owners of the eligible securities.

**Questions? Visit www.pudacoalfund.com, email info@pudacoalfund.com
or call 877-276-7324**

You are entitled to reimbursement for your reasonable expenses actually incurred in providing notice, provided an invoice is timely submitted to Epiq. All communications concerning the foregoing should be addressed to Epiq at the address below:

Macquarie Capital Fair Fund / Puda Coal Securities Litigation
PO Box 2838
Portland, OR 97208-2838
Telephone: 877-276-7324
Email: info@pudacoalfund.com

ADDITIONAL NOTICE OF CLASS ACTION SETTLEMENTS

The Lead Plaintiffs in the Class Action are Salomón Querub, Howard Pritchard and Hotel Ventures LLC (“Lead Plaintiffs”).² The Court in charge of this case still has to decide whether to approve each of the Settlements, which will be considered independently of one another. The portion of the Settlement Fund attributable to each defendant’s payment will be available for distribution to the Settlement Class only if the settlement is approved as to that specific defendant, and that approval is upheld following any appeals.

YOUR LEGAL RIGHTS AND OPTIONS IN THE CLASS ACTION SETTLEMENTS

Submit a Claim Form No Later than May 13, 2016.	This is the only way to get a payment from any of the proposed Settlements. A copy of the Claim Form is enclosed, and is also available at www.pudacoalfund.com .
Exclude Yourself from any of the Settlements no later than May 13, 2016.	Get no payment from the Settlement(s) that you have excluded yourself from. This is the only option that allows you to be part of any other lawsuit against the defendants about the legal claims in this case.
Object to one or more of the Settlements no later than May 13, 2016.	Write to the Court about why you do not like any of the Settlements.
Attend the Hearing on June 17, 2016.	Speak in Court about the fairness of the Settlements.
Do Nothing.	Receive no payment, give up your rights and be bound by the Settlements and judgments that will be entered by the Court.

Even if you fall within the Settlement Class definition, you are not a member of the Settlement Class if you: (a) are one of the Defendants; (b) were a partner, executive officer, director, controlling person, subsidiary, or affiliate of any Defendant during the Settlement Class Period; (c) are a member of any Defendant’s immediate family; (d) a Person in which any Defendant has a Controlling Interest; and/or (e) are a legal representative, heir, estate, administrator, predecessor, successor or assign of any of the foregoing Excluded Persons. Also excluded from the Settlement Class is any Person that files a valid and timely request for exclusion in accordance with the requirements set forth in this Joint Notice.

Plaintiffs’ financial experts have opined that the recoverable damages on behalf of all Class Members against the Settling Defendants collectively range between a minimum of \$52.9 million and as much as \$92.2 million. Each of the Settling Defendants disputes the existence of any damages.

Each of the Settling Defendants is entering into their Settlement to avoid the substantial burden, expense and uncertainty inherent in complex securities cases. All are entering into their Settlement without admitting any liability to the Class Action Plaintiffs or the other Settlement Class Members. The Settling Parties disagree on, among other things: (a) the amount of inflation in the securities’ prices, if any, caused by the alleged misrepresentations and omissions; and (b) the percent of responsibility, if any, of each of the Settling Defendants.

² For purposes of this Notice, “Plaintiffs” means, collectively, Steven Weissmann and Trelus Management Company LLC (the “Additional Named Plaintiffs”) and Lead Plaintiffs.

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The claims in the Class Action involve numerous complex legal and factual issues, many of which require expert testimony. The Class Action Plaintiffs recommend acceptance of the Settlements since the Settlements eliminate litigation risk and guarantee some recovery to Settlement Class Members in addition to the compensation provided by the Fair Fund.

This Notice does not express any opinion by the Court concerning the merits of the claims and defenses of the parties to the Class Action.

How Much Will Be Distributed to Investors from the Class Action Settlements?

If the Class Action Settlements are approved by the Court, after certain deductions (including the costs of notice and administration, taxes, any attorneys' fees and litigation expenses, as well the amount of any Reimbursement Award to the Class Action Plaintiffs granted by the Court), the balance of the Settlement Fund, plus accrued interest, will be distributed to eligible members of the Settlement Class who have timely submitted a Claim Form (the "Net Settlement Fund"). If only one or more of the Settlements is approved, then the Settlement Fund will consist only of the amount paid for the Settlement(s) approved.

Your share of the Net Settlement Fund will depend on several factors, including: how many Settlement Class Members submit valid Claim Forms; the total Recognized Losses represented by the valid Claim Forms; the number of shares of Puda common stock or call options that you purchased or put options that you sold during the Settlement Class Period; how much you paid for the shares; when you purchased; and if you sold your shares and, if so, for how much. The method by which the Claims Administrator will determine your share of the Net Settlement Fund is described in Exhibit B. Defendants are not entitled to get back any portion of the Settlement Fund if and when their Settlement becomes effective.

Plaintiffs' damages expert has opined that approximately 12.7 million shares of Puda common stock have been damaged as a result of the allegedly wrongful conduct. Thus, assuming that the owners of all affected shares elect to participate, the average per share recovery from the combined Settlement Fund would be approximately \$0.68 per damaged share. After payment of the requested legal fees, expenses and Reimbursement Awards, the Settlement Fund would be approximately \$0.31 per damaged share. Option traders should review the Plan of Distribution, set out in Exhibit B, for their personal recovery.

What Rights Are Being Compromised as Against the Class Action Settling Defendants?

Unless you exclude yourself from a Settlement, you will remain in the Settlement Class for that Settlement. That means that you and all other Settling Class Members will release (agreeing never to sue, continue to sue, or be part of any other lawsuit) against that defendant as well as their current, former, or future affiliates for, among other things, any claims arising from or concerning your purchase, sale or ownership of Puda Securities.

A complete description of the releases provided for in each of the Settlements, including the claims being released and the persons and entities who are being released, is set forth in the separate Stipulations of Settlement which are available for you to review at www.pudacoalfund.com.

If you sign the Claim Form, you are agreeing to a release of the claims identified in the separate Stipulations of Settlement. That means you will accept a share in the Net Settlement Fund as sole compensation for any losses you have suffered in the acquisition and sale of Puda securities (supplemented only by any funds you may be entitled to receive from the Fair Fund).

If a settlement is approved, the Class Action will be dismissed against the defendant(s) for all time.

Excluding Yourself from the Class Action Settlements

To exclude yourself from one or more of the Settlements, you must send a request for exclusion by mail to the Claims Administrator saying that you want to be excluded from one or more of the Settlements reached in *In re Puda Coal Securities Inc. et al. Litigation*. You **must** include: (a) your name, address, telephone number; (b) your Social Security Number or Taxpayer Identification Number; (c) the number of Puda common shares, call options or put options purchased or otherwise acquired, or disposed of during the Settlement Class Period; (d) the dates of each such purchase or acquisition of each Puda common share and the price or other consideration paid for each such share; (e)

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the date of each such sale or other disposal of any Puda common shares (or put/call options) during the Settlement Class Period and the price or other consideration received for each such share; and (f) the number of Puda shares held at the close of trading on December 7, 2010 (i.e., immediately before the commencement of the Class Period). You must state clearly that you are seeking to be excluded and identify the Settlement(s) for which you are seeking exclusion. Any request for exclusion must also be signed by the Person requesting exclusion. Your exclusion request must be **received** no later than May 13, 2016. Mail your request to both of the following:

Puda Coal Securities Litigation
PO Box 2838
Portland, OR 97208-2838

Lionel Z. Glancy
Glancy Prongay & Murray LLP
1925 Century Park East, Ste. 2100
Los Angeles, CA 90067

You cannot exclude yourself by telephone or by e-mail. If you do not exclude yourself in the manner described above, you will be bound by all of the orders and judgments entered by the Court regarding the Settlements. You must exclude yourself even if you already have a pending case against the Underwriters or U.S. Directors based on the claims being released, if you wish to be able to continue that case.

If you ask to be excluded from one or more of the Settlements, you will not be eligible to get any payment from that Settlement(s) and you cannot object to that Settlement(s) or the Class Action Plan of Allocation and/or the motion for an award of attorneys' fees or reimbursement of litigation expenses in connection with that Settlement(s).

The Lawyers Representing You in the Class Action Settlements

The Court has appointed the law firms The Rosen Law Firm P.A. and Glancy Prongay & Murray LLP as Plaintiffs' Counsel to represent Plaintiffs and all other Settlement Class Members in the Class Action. If you have any questions about the proposed Class Action Settlements, you may contact Plaintiffs' Counsel using the contact information at the end of this Notice.

If you want to be represented by your own lawyer, you may hire one at your own expense. Such counsel must file a notice of appearance on your behalf.

Plaintiffs' Counsel have not received any payment for their services in pursuing the claims asserted in the Class Action, nor been reimbursed for their out-of-pocket expenses. Lead Plaintiffs intend to request that the Court award Plaintiffs' Counsel attorneys' fees equal to one-third of the Settlement Fund, as well as reimbursement of up to \$2.1 million of out-of-pocket litigation expenses.

In addition, Lead Plaintiffs intend to ask the Court for an award for their work in prosecuting the Class Action in the amount of \$7,500 each (the "Reimbursement Award"). Plaintiffs are also entitled to share in the proceeds of the Net Settlement Fund in the same manner as any other Class Member.

The Court will determine whether these awards are warranted and the amount thereof. Any such payments will be paid out of the Settlement Fund.

The Hearing Regarding the Class Action Settlements

A hearing has been scheduled on the proposed Class Action Settlements for June 17, 2016 at 11:00 am, before the Honorable Denise Cote in the United States District Court for the Southern District of New York, United States Courthouse, 500 Pearl Street, New York, New York 10007 (the "Settlement Hearing"). At the Settlement Hearing, the Court will determine whether: (a) to grant final certification of the Settlement Class solely for purposes of the Settlements; (b) the Macquarie Settlement is fair, reasonable, and adequate; (c) the Brean Settlement is fair, reasonable and adequate; (d) the U.S. Directors Settlement is fair, reasonable and adequate, (e) to award Plaintiffs' Counsel attorneys' fees and reimbursement of litigation expenses; (f) the Plan of Allocation should be adopted; and/or (g) the Reimbursement Award to the Lead Plaintiffs should be granted. The Court can also consider any other matters that it may wish to address. If there are objections, the Court will consider them.

The Court will consider the Brean Settlement, the Macquarie Settlement and the U.S. Directors Settlement independent of, and separately from, each other. Approval of any one or more Settlement is not contingent upon approval of

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any other Settlement. Thus, you can decide to exclude yourself from, or object to, one or two, or all three of the Settlements. However, the proposed Plan of Allocation is the same for each Settlement and a single application for attorneys' fees and reimbursement of expenses to Plaintiffs' Counsel has been filed covering all of the Settlements.

If the Court approves one or more of the Settlements, payments to eligible claimants will be made after any appeals are resolved, and after completion of claims processing.

Please note that the date of the Settlement Hearing is subject to change without further notice. If you plan to attend the hearing, you should check with Plaintiffs' Counsel to be sure no change to the date and time of the Settlement Hearing has been made.

The Court has the authority to make certain modifications to the Settlements and the Plan of Allocation without further notice to Class Members.

How Do I Tell the Court That I Don't Like One or All of the Class Action Settlements?

If you are a Settlement Class Member and you do not exclude yourself, you can object to any of the Settlements, or any part of them, including the application for attorneys' fees and for reimbursement of litigation expenses, and give reasons why you think the Court should not approve it. Objections must be in writing. To object, you must file a written objection with the Court saying that you object to the proposed Settlement(s), or the specific portion thereof to which you are objecting, in the case captioned, *In re Puda Coal Securities, Inc. Litigation*, No. 11cv2598 (S.D.N.Y.) (DLC).

Your written objection must be sent to both the Court and to Plaintiffs' Counsel and must be received by them no later than May 13, 2016:

Clerk of the U.S. District Court for the Southern District of New York
Daniel Patrick Moynihan United States Courthouse
500 Pearl Street
New York, NY 10007-1312
Attn. *In re Puda Coal Securities Litigation*, 11cv2598

Lionel Z. Glancy
Glancy Prongay & Murray LLP
1925 Century Park East, Ste. 2100
Los Angeles, CA 90067
Attn. *In re Puda Coal Securities Litigation*, 11cv2598

Counsel for Lead Plaintiffs will forward your objection to the lawyers for the Settling Defendants.

Any objection must include: (a) the full name, address and telephone number of the objecting Settlement Class Member and identify the Settlement(s) to which you are objecting; (b) a list and documentation of all of the Settlement Class Member's transactions involving Puda common stock (or put/call options) during the Settlement Class Period; (c) a written statement of all grounds for the objection; (d) copies of any documents upon which the objection is based; (e) a statement of whether you intend to appear at the Settlement Hearing; (f) a list of other cases in which you or your counsel have appeared either as settlement objectors or as counsel for objectors in the preceding five years; and (g) the objector's signature, even if represented by counsel. If you intend to appear at the Settlement Hearing through counsel, the objection must also state the identity of all attorneys who will appear on your behalf at the Settlement Hearing.

If you submit an objection, you are submitting yourself to the jurisdiction of the Court with respect to the subject matter of the Settlements, including, but not limited to, the releases that will be contained in the final judgments.

Any member of the Settlement Class who does not object in the manner provided above will be deemed to have waived all objections.

**Questions? Visit www.pudacoalfund.com, email info@pudacoalfund.com
or call 877-276-7324**

Do I Have to Come to the Class Action Settlement Hearing?

No. Class Action Plaintiffs' Counsel will answer any questions the Court might have. But you are welcome to come at your own expense. If you send an objection, you do not have to come to the Court to talk about it. As long as you mailed your written objection so that it was received by the deadline, the Court will consider it when it considers whether to approve the Settlements.

CONCLUSION

Getting More Information About Either the Class Action Settlements or About the Fair Fund

This Joint Notice contains only a summary of the proposed Fair Fund distribution and Class Action Settlements. The complete Fair Fund Distribution Plan and Fair Fund Plan of Allocation approved by the Court are available at www.pudacoalfund.com.

The complete Settlements, including the scope of the claims being released by Class Members who do not opt-out of the Settlements, are set out in the separate Stipulations governing each of the Settlements. You may obtain copies of the Stipulations at www.pudacoalfund.com.

You can also call the Claims Administrator toll free with questions about either the Fair Fund or the Class Action Settlements at 877-276-7324.

With respect to the Class Action Settlements, you may also contact representatives of Class Action Plaintiffs' Counsel: Lionel Z. Glancy, Glancy Prongay & Murray LLP, 1925 Century Park East, Suite 2100, Los Angeles, CA 90067, (T) (310) 201-9150, (F) (310) 432-1495, info@glancylaw.com.

PLEASE DO NOT CALL OR WRITE THE COURT REGARDING THIS NOTICE.

BY ORDER OF THE COURT

Hon. Denise Cote
UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

Dated: March 9, 2016

**Questions? Visit www.pudacoalfund.com, email info@pudacoalfund.com
or call 877-276-7324**