



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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UNITED STATES OF AMERICA :

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- v. - :

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SAMUEL BANKMAN-FRIED, :

a/k/a "SBF," :

:

Defendant. :

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INTERLOCUTORY SALE ORDER

22 Cr. 673 (LAK)

WHEREAS, on December 9, 2022, February 22, 2023, and March 28, 2023, SAMUEL BANKMAN-FRIED was charged in separate indictments with charges including, *inter alia*, conspiracy to commit wire fraud on customers of FTX, in violation of 18 U.S.C. § 1349; wire fraud on customers of FTX, in violation of 18 U.S.C. §§ 1343 and 2; conspiracy to commit wire fraud on lenders to Alameda Research, in violation of 18 U.S.C. § 1349; wire fraud on lenders to Alameda Research, in violation of 18 U.S.C. §§ 1343 and 2; and conspiracy to commit money laundering, in violation of 18 U.S.C. § 1956(h).

WHEREAS, each indictment included forfeiture allegations, seeking forfeiture of any and all property, real and personal, that constitutes or is derived from proceeds traceable to the commission of the wire fraud and wire fraud conspiracy charges, including but not limited to a sum of money in United States currency representing the amount of proceeds traceable to the wire fraud and wire fraud conspiracy charges, pursuant to Title 18, United States Code, Section 981(a)(1)(C), and Title 28 United States Code, Section 2461(c); and of any and all property, real and personal, involved in the money laundering conspiracy charge, or any property traceable to such property, pursuant to Title 18, United States Code, Section 982(a)(1). The

Superseding S5 Indictment further notices the intent to forfeit specific property including *inter alia* 55,273,469 shares of the stock of Robinhood Markets Inc. (the “Robinhood Shares”);

WHEREAS, on December 30, 2022, the Honorable Katharine H. Parker, United States Magistrate Judge for the Southern District of New York, issued a Warrant of Seizure for the Robinhood Shares, based on a showing of probable cause that the Shares are subject to forfeiture;

WHEREAS, pursuant to the Warrant of Seizure, the Robinhood Shares were transferred and are now under the control of the United States Marshals Service (“USMS”), which administers the Department of Justice’s Asset Forfeiture Program by managing and disposing of properties seized and forfeited by federal law enforcement agencies, and U.S. Attorneys nationwide;

WHEREAS, as a result of fluctuation in market prices, the Robinhood Shares could diminish in value;

WHEREAS, an interlocutory sale of the Robinhood Shares is necessary in order to prevent the deterioration of its value during the criminal case and any subsequent ancillary forfeiture proceedings;

WHEREAS, the net proceeds of the sale of the Robinhood Shares shall be deposited in the Department of Justice’s Seized Asset Deposit Fund, an account controlled by the USMS, pending resolution of the instant case and any related forfeiture proceedings, or until further order from the Court;

WHEREAS, Robinhood Markets Inc. (“Robinhood”) has offered to purchase the Robinhood Shares from the USMS per the terms of the proposed Share Purchase Agreement (“SPA”) enclosed herein; and

WHEREAS, as a publicly traded company, within four days of entering into the proposed SPA Robinhood will be obligated to file a report with the Securities and Exchange Commission describing the terms and conditions of the SPA material to Robinhood and attaching a copy of the SPA;

NOW, THEREFORE, IT IS ORDERED, ADJUDGED AND DECREED THAT:

1. The proposed SPA is an appropriate, beneficial, commercially feasible interlocutory sale of the Robinhood Shares, and is in the best interests of the relevant stakeholders.
2. If the proposed SPA fails, the USMS or their designees are authorized to conduct an interlocutory sale of the Robinhood Shares in a commercially feasible manner and with reasonable notice to FTX, Emergent, BlockFi, and Bankman-Fried. Among the means of such an interlocutory sale, the USMS or their designees are authorized to pursue a private sale of the Robinhood Shares.
3. The net proceeds realized from the sale of the Robinhood Shares, and any and all income or interest accrued thereon, shall be the substitute *res* for the Robinhood Shares. The term “net proceeds” shall mean the net amount realized from the interlocutory sale, after the payment of all costs and disbursements related to the sale of the Robinhood Shares, including any costs incurred by the Federal Bureau of Investigation, USMS, or their designees in connection with the sale. The net proceeds shall be deposited and maintained in the Seized

Asset Deposit Fund pending resolution of the instant case and any related forfeiture proceedings, or further order from the Court.

4. In any forfeiture proceedings, the net proceeds from the sale of the Robinhood Shares (the “Substitute *Res*”) shall be treated in all respects as though they are the Robinhood Shares, with all claims, interests, and defenses applicable to the Robinhood Shares or claims by third parties, to apply instead to the Substitute *Res* and any and all claims to, or secured by, or interests in, the Robinhood Shares shall be paid, if at all, from the Substitute *Res*. Upon consummation of any transfer of the Robinhood Shares in accordance with this Order, the title to the Robinhood Shares shall transfer free and clear of any claims, interests, liens, and encumbrances.

5. The Government may, in its sole discretion, reject any offer to purchase the Robinhood Shares should the Government: (i) determine that the offer is made by, on behalf of, or in aid of any person involved in or associated with the criminal activity alleged as the basis for forfeiture in this matter; or (ii) deem that the proposed sale and purchase does not constitute an arms-length transaction.

6. The Government shall provide notice of consummation of the transfer of the Robinhood Shares in accordance with this Order within two business days of such transfer, and upon such notice, this filing will be unsealed.

7. This Court shall have exclusive jurisdiction over the interpretation and enforcement of this Order for the Interlocutory Sale of the Robinhood Shares. This Court shall further retain jurisdiction in this matter to take additional action and enter further orders as necessary to implement and enforce this Order.

Dated: New York, New York
August 28, 2023

SO ORDERED:

/s/ Lewis A. Kaplan

THE HONORABLE LEWIS A. KAPLAN
UNITED STATES DISTRICT JUDGE