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**UNITED STATES DISTRICT COURT
for the
DISTRICT OF NEW JERSEY**

	:	
SECURITIES AND EXCHANGE	:	
COMMISSION,	:	05-CV-5040 (RMB)
	:	
Plaintiff,	:	
	:	
v.	:	Order Regarding
	:	Ownership of Assets
	:	
THE ESTATE OF DONALD	:	(Redacted Pursuant to Rule 18 of the
MATTHEW GRETH, David J.	:	Electronic Case Filing Policies and
Greth, Administrator, et al.	:	Procedures)
	:	
Defendants.	:	
	:	

On this _____ day of _____, 2007,

Upon review of the Plaintiff's Motion Seeking a Determination of Ownership and supporting documents (the "Motion"), which Motion is not opposed by any of the parties to this action; and

Upon representation by the Plaintiff that all parties identified by the defendant Estate of Donald Matthew Greth (the "Estate") as creditors of the Estate for purposes of the resolution of state probate proceedings, have been served by first class mail with the Motion at the addresses provided by the Estate, and consideration of the responses submitted by those creditors, if any;

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that the Motion is GRANTED and that all assets held under the name of Donald Matthew Greth, or in which Donald Matthew Greth purportedly had an interest at the time of his death (collectively, the "Assets at Issue"), up to and including the amount of \$1,377,984, are and shall be held in constructive trust for the victims of the scheme to defraud further described in the Complaint filed in the above- captioned action. Accordingly, Donald Matthew Greth had no legal or equitable right, title, or interest in the Assets at Issue and the Assets at Issue are not part of the Estate.

II.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, unless otherwise stated herein, all of the Assets at Issue shall be paid to the Clerk of this Court within 15 days of this Order, together with a cover letter identifying "David J. Greth, Administrator of the Estate of the Donald Matthew Greth" as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant

to this Order Regarding Assets. The payor shall simultaneously transmit photocopies of each such payment and letter to the Commission's counsel in this action: Catherine E. Pappas, Esquire, Senior Trial Counsel, United States Securities and Exchange Commission, 701 Market Street, Suite 2000, Philadelphia, PA 19106. The payor relinquishes all legal and equitable right, title, and interest in such payments, and no part of the funds shall be returned to payor.

III.

IT IS FURTHER SPECIFICALLY ORDERED, ADJUDGED, AND DECREED that the Estate is directed to immediately liquidate any illiquid Assets at Issue for fair market value. All liquidations shall be completed within twenty (20) days of this Order unless good cause is shown as to a need for additional time. The Estate shall pay each Asset at Issue and/or its proceeds, in its possession, custody, or control, to the Clerk of this Court within ten (10) days of the latter of: the entry of this Order or the liquidation of the Asset at Issue. All payments shall be made to the Clerk of this Court, together with a cover letter identifying "David J. Greth, Administrator of the Estate of the Donald Matthew Greth" as a defendant in this action, as well as the Asset at Issue represented by the payment; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Order. The Estate shall simultaneously transmit photocopies of such payment and letter to Catherine E. Pappas, Senior Trial Counsel, United States Securities and Exchange Commission, 701 Market Street, Suite 2000, Philadelphia, PA 19106. By making this payment, the Estate relinquishes all legal and equitable right, title, and interest in such funds.

IV.

IT IS FURTHER SPECIFICALLY ORDERED, ADJUDGED, AND DECREED that Wachovia Bank N.A. and Bank of America, N.A. are hereby each directed to pay, within twenty (20) business days of facsimile notice of this Order, all amounts in the accounts [REDACTED] and [REDACTED], and account [REDACTED], respectively, to the Clerk of this Court, together with a cover letter setting forth the title and civil action number of this proceeding and the name of this Court; and specifying that payment is made pursuant to this Order. Wachovia Bank N.A. and Bank of America N.A., shall each, simultaneously with each payment to the Clerk of this Court, transmit a photocopy of such payment and letter to Catherine E. Pappas, Senior Trial Counsel, United States Securities and Exchange Commission, 701 Market Street, Suite 2000, Philadelphia, PA 19106.

V.

The Clerk shall deposit all funds received pursuant to this Order into an interest bearing account with the Court Registry Investment System ("CRIS") or any other type of interest bearing account that is utilized by the Court. These funds, together with any interest and income earned thereon (collectively, the "Fund"), shall be held in the interest bearing account until further order of the Court. In accordance with 28 U.S.C. § 1914 and the guidelines set by the Director of the Administrative Office of the United States Courts, the Clerk is directed, without further order of this Court, to deduct from the income earned on the money in the Fund a fee equal to ten percent of the income earned on the Fund. Such fee shall not exceed that authorized by the Judicial Conference of the United States. The Fund may be subject to offset for certain expenses, pursuant to this Court's Order, entered by Consent on April 17, 2006 and as further ordered by

the Court. The Commission may propose a plan to distribute any remaining amounts in the Fund, subject to the Court's approval. Payor shall pay post-judgment interest on any delinquent amounts pursuant to 28 U.S.C. § 1961.

VI.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, except as otherwise provided herein, the Order of Preliminary Injunction entered against Greth on October 31, 2007 (the "PI"), including the provisions freezing assets, shall remain in full force and effect.

VII.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that the Order by Consent dated April 17, 2006, including all procedures relating to the release and/or liquidation of assets subject to the Order of Preliminary Injunction and Order Freezing Assets and Granting Other Relief, shall remain in full force and effect.

VIII.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that the Estate shall provide to the Commission a full accounting of its compliance with this Order within five (5) business days of a written request for the same by the Commission. Any such accounting shall be faxed to Catherine E. Pappas at (215) 597-2740 unless the Estate is directed otherwise in the written request for an accounting.

IX.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, notwithstanding the foregoing, if the Plaintiff collects more than \$1,377,984 in the aggregate from the Assets at Issue and from third party recipients of ill-gotten gains from defendant Greth, the Plaintiff shall return any amount in excess of \$1,377,984 to the defendant Estate for distribution to Estate creditors.

X.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Order.

Dated: _____, 2007

The Honorable Renee M. Bumb
United States District Court Judge