

**(Remaining) Counsel of Record:**

Catherine E. Pappas  
Mellon Independence Center  
701 Market Street, Suite 2000  
Philadelphia, PA 19106  
Telephone: (215) 597-3100  
Facsimile: (215) 597-2740  
**(Counsel for Securities and Exchange  
Commission)**

Kristin J. Telsey  
Earp Cohn P.C.  
20 Brace Road, 4<sup>th</sup> Floor  
Cherry Hill, NJ 08034  
Telephone: (856) 354-7700  
Facsimile: (856) 354-0766  
**(Counsel for David J. Greth, Administrator  
of the Estate of Donald Matthew Greth)**

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

_____	:	
<b>SECURITIES AND EXCHANGE</b>	:	
<b>COMMISSION,</b>	:	
	:	
<b>Plaintiff,</b>	:	
	:	
<b>v.</b>	:	<b>05-CV-5040 (RMB)</b>
	:	
<b>THE ESTATE OF DONALD</b>	:	
<b>MATTHEW GRETH, David J.</b>	:	<b>Order to Show Cause</b>
<b>Greth, Administrator, et al.</b>	:	
	:	
<b>Defendants.</b>	:	
_____	:	

Plaintiff Securities and Exchange Commission ("Commission") has filed a motion (the "Motion") for an Order directing Eligible Investors to show cause why the Court should not approve the Commission's proposed plan of distribution (the "Plan"), as modified in final form to reflect interest accretions and other adjustments, and appointing the Distribution Agent proposed in the Plan.

The Court has considered the Commission's motion and all other evidence and arguments

presented regarding this motion. Based on that consideration:

**I.**

**IT IS HEREBY ORDERED** that within five days of the entry of this Order to Show Cause, the Commission shall serve all identified Investors, as described in the Plan, and all proposed recipients of payments under the Plan, with a copy of the Plan and this Order to Show Cause. Service under this Order may be made by first-class mail at the last known address of the recipient.

**II.**

**IT IS FURTHER ORDERED** that the Commission shall post a notice on the Commission's website, located at <http://www.sec.gov/divisions/enforce/claims/donaldgreth.htm>, to alert Investors or other interested parties of whom the Commission is now unaware or cannot locate, and this website posting shall be sufficient notice of the Plan to all such unknown or unlocated Investors and interested parties. The notice shall specify how copies of the Plan may be obtained and shall state that persons desiring to comment on or object to the proposed Plan may submit their views, in writing, in accordance with Section III, below.

**III.**

**IT IS FURTHER ORDERED** that Investors and any other interested entities, within thirty (30) days from the entry of this Order, shall show cause, if there is any, why this Court should not enter an Order approving the Plan, as modified to reflect interest accretions and other necessary adjustments further described in the Plan, and appointing the proposed Distribution Agent, by sending a letter to counsel for the Commission at the address set forth below, stating all objections to the Plan. To the extent that an objection is based on a claimed right to a distribution for which there is no provision in the Plan, the objection must demonstrate, under

penalty of perjury, the grounds for such claim. This can be done by setting forth in detail the basis for the claim and including at the end of the statement the phrase: "I declare pursuant to 28 U.S.C. § 1746, under penalty of perjury, that the foregoing is true and correct," and signing the document. All letters submitted pursuant to this paragraph must include current contact information for the submitting person, and must be sent to the following address:

SEC v. Greth Distribution Plan Comments  
c/o Catherine E. Pappas  
Senior Trial Counsel  
Securities and Exchange Commission  
Philadelphia Regional Office  
701 Market Street, Suite 2000  
Philadelphia, PA 19106

**IV.**

**IT IS FURTHER ORDERED** that, if no objections to the Plan and/or the appointment of a Distribution Agent are submitted within the allotted time period, the Commission shall:

- file a notice so advising the Court, accompanied by a copy of the Plan, updated as appropriate to reflect interest accrued to date, unused reserve, and/or any other adjustments necessitated by, and consistent with, the methodology in the Plan, as well as a proposed Order approving the Plan and appointing the Distribution Agent; and
- Post a copy of the notice, updated Plan, and proposed Order on the Commission's public website (<http://www.sec.gov/divisions/enforce/claims/donaldgreth.htm>);

Upon receipt of such notice from the Commission, the Court may enter an Order approving the proposed Plan and appointing the proposed Distribution Agent without further notice or passage of time.

**IV.**

**IT IS FURTHER ORDERED** that, if the Commission receives any objections to the

Plan, the Commission shall file them together with its response, within fifty (50) days of the entry of this Order to Show Cause, with copies of any such objections and its response served by First Class Mail upon anyone who submitted an objection(s) pursuant to paragraph III, above. The Commission may propose an amended plan if it deems it necessary. If the Commission proposes an amended plan, it shall make the amended plan, and any accompanying filings, available to all interested parties at the following website:

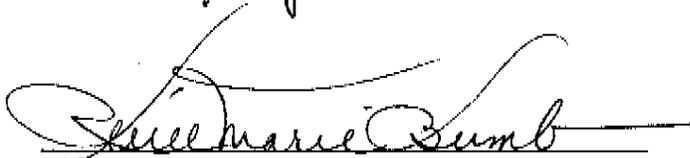
<http://www.sec.gov/divisions/enforce/claims/donaldgreth.htm>,

and such publication shall constitute, and suffice as, notice of the amended plan. No further comment period will be provided unless expressly ordered by the Court.

If the Court deems it necessary or appropriate, the Court may conduct a hearing before approving the proposed Plan. Notice of a hearing shall be provided through the Court Docket and on the Commission's public website:

<http://www.sec.gov/divisions/enforce/claims/donaldgreth.htm>.

SO ORDERED, this 11<sup>th</sup> day of July 2007,

  
The Honorable Renee Marie Bumb  
United States District Court Judge