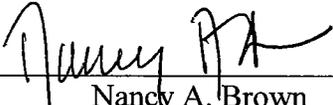


Courthouse for the Southern District of New York, 500 Pearl Street, New York, New York 10007, for an Order (i) authorizing the Commission to create a Fair Fund pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, 15 U.S.C. § 7246(a); and (ii) approving the Commission's Proposed Plan of Distribution (the "Proposed Plan") after notice to investors, submission of objections, if any, and a hearing; and an Order setting a schedule for circulation of the Proposed Plan, filing of objections, and a hearing on the Commission's Motion for approval of the Proposed Plan; and such other and further relief as the Court may deem just and proper.

Dated: New York, New York
April 29, 2011

Respectfully submitted,

SECURITIES AND EXCHANGE COMMISSION

By: 
Nancy A. Brown
New York Regional Office
Securities and Exchange Commission
3 World Financial Center
New York, New York 10281
(212) 336-1023
Attorneys for Plaintiff

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff, :

v. :

03 Civ. 5490 (SAS)

TECUMSEH HOLDINGS CORPORATION, :
TECUMSEH TRADEVEST LLC, :
S.B. CANTOR & CO., INC., JOHN L. MILLING, :
GERARD A. McCALLION, :
ANTHONY M. PALOVCHIK, and DALE CARONE, :

Defendants, :

- and - :

TECUMSEH ALPHA FUND LP, :
TECUMSEH ALPHA LLC, and :
STRACQ, INC., :

Relief Defendants. :
-----X

**[PROPOSED] ORDER SETTING SCHEDULE FOR
APPROVAL OF PLAINTIFF'S PROPOSED PLAN OF DISTRIBUTION**

WHEREAS, Plaintiff Securities and Exchange Commission (the "Commission") seeks creation of a Fair Fund pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002 (the "Fair Fund") and has proposed a Plan of Distribution (the "Plan of Distribution") by which the amounts paid by Defendants and Relief Defendant Stracq, Inc. pursuant to the respective Judgments entered against them can be distributed to certain investors;

IT IS HEREBY ORDERED, that

1. Notice of Plan: On or before thirty (30) days following the entry of an Order appointing a Fund Administrator, (the "Notice Date"), the Commission and/or Fund

Administrator shall distribute to known Tecumseh Investors as defined in Section C of the proposed Plan of Distribution (a) a copy of the proposed Plan of Distribution; (b) its Motion for approval of the proposed Plan of Distribution; and (c) this Order setting the time table for individuals to file Objections to the proposed Plan of Distribution. Also on the Notice Date, the Commission shall post a copy of the proposed Plan of Distribution on its own website in a form that can be accessed and downloaded, together with this Order setting the time table for individuals to file Objections.

2. Objections to the Plan: Within thirty (30) days following the Notice Date, any objections to the proposed Plan shall be filed by letter to the Commission's counsel, Nancy A. Brown, Esq., Securities and Exchange Commission, 3 World Financial Center, Suite 400, New York, New York 10281. If no such objections are submitted to the Commission's counsel within the allotted time period, the Commission shall so advise the Court.

3. Commission Response to Objections: Within sixty (60) days following the Notice Date, the Commission shall file all objections it received with the Court, together with its response to such objections. The Commission shall also serve any objector with a copy of all such objections and responses. The Commission shall post a copy of any objections and responses on its own website in a form that can be accessed and downloaded. The Commission shall have the right to withdraw its proposed Plan of Distribution and propose an amended Plan of Distribution in connection with its filing of responses to the objections.

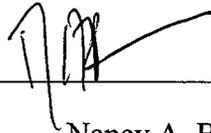
4. Hearing on the Plan: In the event objections are filed to the proposed Plan of Distribution, and the Commission determines to proceed with the proposed Plan of Distribution, the Court shall fix a hearing date to consider the objections and determine if approval is appropriate.

Dated: New York, New York
_____, 2011

UNITED STATES DISTRICT JUDGE

Certificate of Service

I hereby certify that I caused the foregoing Notice of Plaintiff's Motion for an Order Authorizing Creation of a Fair Fund, Approving Plan of Distribution after Notice to Investors, and for a Scheduling Order, and attached Proposed Order, to be served on the Receiver in this action, Robert Knuts, Esq., by emailing a copy of the same to him at rknuts@parkjenson.com this 29th day of April 2011.



Nancy A. Brown