

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff, :

v. :

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, :

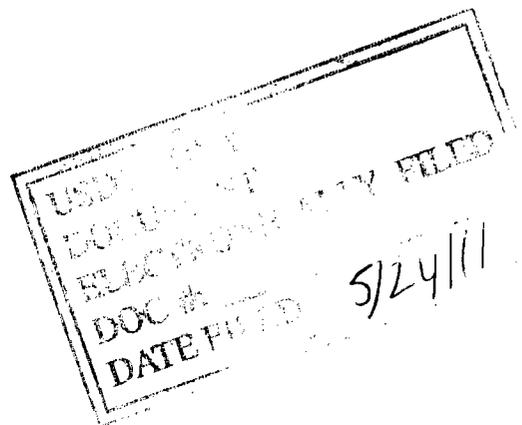
TECUMSEH ALPHA LLC, and :

STRACQ, INC., :

Relief Defendants. :

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03 Civ. 5490 (SAS)



~~PROPOSED~~ ORDER SETTING SCHEDULE FOR
APPROVAL OF PLAINTIFF'S PROPOSED PLAN OF DISTRIBUTION

AND AUTHORIZING
 THE COMMISSION
 TO CREATE
 A FAIR
 FUND

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.

5. Creation of Fair Fund: the Commission is hereby authorized to create a Fair Fund, pursuant to 15 U.S.C. § 7246(a), consisting of all disgorgement, prejudgment interest and penalties paid and to be paid by Defendants for distribution to Teemseh investors.

Following the completion of the schedule for approval of the Commission's proposed Plan of Distribution, this Court will issue an order approving or disapproving the plan. Within sixty (60) days following the Notice Date, whether or not objections are filed, the Commission shall submit a proposed order approving the Proposed (or amended Proposed) Plan of Distribution.

The clerk of the Court is directed to close this motion [Docket No. 134]. So ordered.

Dated: New York, New York

May 27, 2011


UNITED STATES DISTRICT JUDGE