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SECURITIES AND EXCHANGE COMMISSION
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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

GLR CAPITAL MANAGEMENT, LLC, GLR
ADVISORS, LLC, GERINGER, LUCK & RODE LLC,
and JOHN A. GERINGER

Defendants

and

GLR GROWTH FUND, L.P.,

Relief Defendant.

Case No. CV12-2663 (LHK)

**STIPULATION TO MODIFY
ASSET FREEZE TO DEPOSIT
FUNDS IN ACCOUNT AND
~~PROPOSED~~ ORDER
MODIFYING ASSET FREEZE**

Complaint Filed: May 24, 2012

1 WHEREAS, Plaintiff Securities and Exchange Commission (“Commission”) filed its
2 complaint in this action on May 24, 2012 against defendants GLR Capital Management, LLC, GLR
3 Advisors, LLC, Geringer, Luck & Rode LLC, and John A. Geringer, and relief defendant GLR
4 Growth Fund, L.P. The next day, the Commission filed the Consent of the Defendants GLR Capital
5 Management, LLC, GLR Advisors, LLC, John A. Geringer and Relief Defendant to the entry of an
6 Order Granting Preliminary Induction and Ancillary Relief (“Order”) (Dkt. 8). The Court entered the
7 Order on June 12, 2012 (Dkt. 15);

8 WHEREAS the Order, in part, provided a freeze placed on all monies and assets in all
9 accounts at banks holding accounts in the name or for the benefit of the relief defendant GLR Growth
10 Fund, L.P. (the “Fund”), and that all banks holding such accounts shall not permit transactions in
11 such accounts without further order of the Court;

12 WHEREAS pursuant to the Order, the Fund’s bank account ending in 0522 held at Santa Cruz
13 County Bank was frozen;

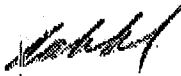
14 WHEREAS while the account was frozen, substantially all of the assets of The MediaTile
15 Company (“MediaTile”), a private company in which the Fund had invested, were purchased by a
16 third party on August 3, 2012 for approximately \$1 million. After transactional costs, the Fund
17 currently is expected to receive about \$800,000 from the transaction. The parties propose depositing
18 the proceeds into the Fund’s bank account pending a future resolution of how the funds will be
19 distributed.

20 Based on the foregoing, the Commission through its counsel of record, and Defendants John
21 A. Geringer, GLR Advisors, LLC, GLR Capital Management, LLC and the Fund hereby enter into a
22 Stipulation for the entry of an order providing that the Court modify the asset freeze as the Fund’s
23 account ending in 0522 held at Santa Cruz County Bank, to temporarily lift the freeze for the sole
24 purpose of allowing the deposit of the proceeds from the sale of the assets of MediaTile into that
25 account. After the deposit is complete, the asset freeze is to continue in effect until further order of
26 the Court.

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IT IS SO STIPULATED.

Dated: August 22, 2012




Robert J. Durham
Attorney for Plaintiff
Securities and Exchange Commission

Dated: August 22, 2012



GLR Capital Management, LLC

Dated: August 22, 2012



GLR Growth Fund, L.P. by its General Partner,
GLR Capital Management, LLC

Dated: August __, 2012

GLR Advisors, LLC

Dated: August __, 2012

John A. Geringer

ORDER MODIFYING ASSET FREEZE

Good cause appearing, the Court accepts the parties' Stipulation to Modify Asset Freeze. It is hereby ordered that:

1. The freeze of GLR Growth Fund L.P.'s account ending in 0522 at Santa Cruz County Bank is temporarily lifted to allow the proceeds from the sale of the The MediaTile Company investment to be deposited. After receipt of the deposit, Santa Cruz County Bank shall not permit further transactions in that account without further order of the Court.

IT IS SO ORDERED.

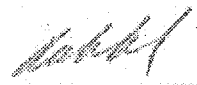
Dated: August __, 2012

Lucy H. Koh, Judge
United States District Court

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IT IS SO STIPULATED.

Dated: August 22, 2012



Robert J. Durham
Attorney for Plaintiff
Securities and Exchange Commission

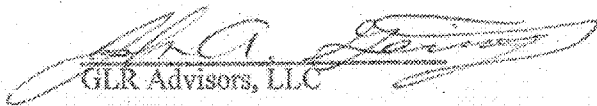
Dated: August __, 2012

GLR Capital Management, LLC

Dated: August __, 2012

GLR Growth Fund, L.P. by its General Partner,
GLR Capital Management, LLC

Dated: August 22, 2012



GLR Advisors, LLC

Dated: August 22, 2012



John A. Geringer

ORDER MODIFYING ASSET FREEZE

Good cause appearing, the Court accepts the parties' Stipulation to Modify Asset Freeze. It is hereby ordered that:

1. The freeze of GLR Growth Fund L.P.'s account ending in 0522 at Santa Cruz County Bank is temporarily lifted to allow the proceeds from the sale of the The MediaTile Company investment to be deposited. After receipt of the deposit, Santa Cruz County Bank shall not permit further transactions in that account without further order of the Court.

IT IS SO ORDERED.

Dated: August 28, 2012



Lucy H. Koh, Judge
United States District Court