

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLORADO  
Judge Christine M. Arguello**

Civil Action No. 09-cv-00217-CMA

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

ENTERPRISES, LLC,  
BRIAN V. PRENDERGAST,  
WORLDWIDE EQUITY CORPORATION,  
DONALD R. SMITH, and  
YUAIL I. ENWIA,

Defendants.

---

**ORDER FOR FULL DISTRIBUTION  
TO INVESTORS OF FUNDS FROM CRIS ACCOUNT**

---

This matter comes before the Court upon stipulation of the parties made in open Court on July 14, 2009 and pursuant to the Court's Order dated July 14, 2009, ordering full distribution of the funds held in the Court Registry Investment System ("CRIS") account to each of the investors in Enterprises, LLC in the amounts set forth herein. The staff of Plaintiff Securities and Exchange Commission ("SEC") represents and the Court accepts that the SEC has contacted each investor listed below and obtained a representation from each investor that the amount listed herein is the true and correct amount of their investment with Defendant Enterprises, LLC, and that they have not received any return of their investment to date. The Court, having considered the matter and for good cause showing,

IT IS HEREBY ORDERED that:

1. Funds of \$185,231.38 having been received on July 20, 2009, funds of \$692.47 having been received on July 22, 2009 and an additional .94 having been contributed to the CRIS account on July 22, 2009, which amount shall be deposited into the CRIS account, the total amount in the CRIS account in this matter is \$2,559,587.92.

2. This total amount included interest earned in the CRIS account which is being distributed to investors *pro rata*. Any investor receiving over \$10 interest will receive a Form 1099.

3. The Clerk shall cause distribution to each investor listed below the amount set forth in the column below titled Distribution by issuing U.S. Treasury checks and sending the checks in pre-addressed, Federal Express envelopes (or certified return, receipt requested U.S. Postal letters, where indicated by asterisk) that have been supplied to the Clerk by Plaintiff Securities and Exchange Commission to the addresses listed below. The amounts to be distributed are as follows:

<b><u>Investor Name</u></b>	<b><u>Address</u></b>	<b><u>Distribution Amount</u></b>
Douglas W. Borchers	218 3rd Street West, Washburn, WI 54891	\$300,000.00
Deborah A. Carlson	6880 South Yosemite Court, Suite 210 Centennial, CO 80112	\$91,972.00
Robert Carlson	6880 South Yosemite Court, Suite 210 Centennial, CO 80112	\$8,028.00
The Edwards Family Trust	18572 E. Tanforan Place Aurora, CO 80015	\$150,000.00
Erwin Goetzfried	5690 Sugarloaf Rd. Boulder, CO 80302	\$50,000.00
Virginia Griffin	Town of Breckenridge 150 Ski Hill Road Breckenridge, CO 80302	\$163,150.00
John Hewett	5597 Newport St. Greenwood Village, CO 80111	\$100,000.00

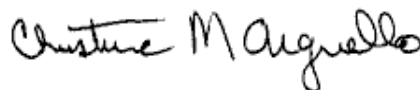
The Lindblad Family Trust	C/O Ruby Lindblad 13313 Highway 392 Greeley, CO 80631	\$163,000.00
M A Lindblad, LLC	C/O Lee Lindblad 13313 Highway 392 Greeley, CO 80631	\$93,000.00
Virginia Lorbeer	3140 South Peoria Street, K306 Aurora, CO 80014	\$209,455.00
Lewis J. McGrath*	P. O. Box 654 Winter Park, CO 80482-0654	\$100,000.00
Karen Newton*	P. O. Box 971 Winter Park, CO 80482-0971	\$100,000.00
Frieda Regalado	10091 Zenobia Ct. Westminster, CO 80031	\$57,000.00
Howard O. Schneider	5286 E. 130th Way Denver, CO 80241-1566	\$190,000.00
Michael & Janie Wible	240 Saguaro Lane Montrose CO 81403	\$633,982.22
Donna Lee Yanko	93 Greenwood Dr. New Cumberland PA 17070	\$150,000.70
	<b>TOTAL:</b>	<b>\$2,559,587.92</b>

\* Delivery by pre-addressed certified, return receipt requested U.S. Postal service letter.

4. The Distribution is without prejudice to the parties' respective claims and defenses in this Action.

SO ORDERED this 22nd day of July, 2009.

BY THE COURT:




---

CHRISTINE M. ARGUELLO  
United States District Judge

APPROVED AS TO FORM:

s/Nancy J. Gegenheimer

Nancy J. Gegenheimer

Julie K. Lutz

U.S. Securities and Exchange Commission

1801 California Street Suite 1800

Denver, CO 80202

(303) 844-1000

[gegenheimern@sec.gov](mailto:gegenheimern@sec.gov)

For the Plaintiff

s/ Bradford J. Lam

Bradford J. Lam

1901 West Littleton Blvd.

Littleton Colorado 80120

303.860.8188

[brad@lamlaw.net](mailto:brad@lamlaw.net)

Counsel for Yuail I. Enwia

s/ Robert T. McAllister

Robert T. McAllister, P.C.

5845 W. Mansfield Ave. Unit 259

Denver, CO 80235

[rtmcallister@qwestoffice.net](mailto:rtmcallister@qwestoffice.net)

Defendants Smith, Worldwide Equity Corp. Prendergast and Enterprises, LLC