

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO**

Civil Action No. 11-cv-00313-JLK

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

NEAL R. GREENBERG,

Defendant; and

DANICA CHEN IRREVOCABLE TRUST II

Intervenor

**ORDER MODIFYING CHEN FREEZE ORDER IN VIEW OF
SETTLEMENT OFFERS**

This matter is currently before me on the parties' Stipulation to Modify the March 13, 2012 Order freezing Danica Chen's assets (doc. 46) ("Chen Asset Freeze") in view of a settlement offer made to the Commission by Intervenor Danica Chen Irrevocable Trust II, and non-parties Danica Chen and Dorje Trawang Ling, a Colorado nonprofit organization. The Commission staff intends to recommend that settlement offer to the Commission, a process that may take 8-10 weeks.

Because it will take the Commission staff a significant period of time to seek approval of the settlement offer from the Commission, at the parties' request, the Chen Asset Freeze is partially lifted, to allow her, upon reasonable notice to the Commission, to transfer up to \$17,540

from one or more identified accounts to the UMB Escrow Account Number XXXX24.1 established to pay her and Neal Greenberg's reasonable and necessary living expenses and attorney fees ("Chen Escrow Account") and to transfer \$55,200 from one or more identified accounts to, or for the benefit of, an identified landlord for prepaid rent. The Escrow Agreement by Danica Chen and the Commission dated March 4, 2012 shall remain in effect while the staff submits the proposed settlement offer to the Commission.

The UMB Escrow Account Number XXXX30.1 established to pay Dorje Trawang Ling's reasonable operating expenses and attorney fees shall continue to pay those expenses in accordance with the Escrow Agreement entered into by Dorje Trawang Ling and the Commission dated March 9, 2012, pending submission of the settlement offer to the Commission.

Otherwise, the asset freeze orders entered on March 13, 2012, freezing the assets of Danica Chen and Neal Greenberg, will remain operative while Commission approval is sought. If a settlement is approved and finalized the parties will promptly move to lift the asset freeze orders to allow for the transfer of settlement funds from Danica Chen, the Danica Chen Irrevocable Trust II, and Dorje Trawang Ling to the Court Registry Investment System Account in this matter, DC0X111CV000313 Case Title SEC v. Neal R. Greenberg, or as otherwise agreed by all parties to this agreement or ordered by the Court.

Following the lifting of the asset freeze orders and payment of the settlement funds set forth above, the parties shall cooperate to effect forthwith the termination of UMB Escrow Account Number XXXX30.1 and UMB Escrow Account XXXX24.1, after which Danica Chen,

the Danica Chen Irrevocable Trust II, and Dorje Trawang Ling shall be free to disburse their remaining assets as they choose, without restriction by any term of their Stipulation.

To the extent settlement is finalized in one or more settlement agreement(s) duly executed by the respective parties, the terms of those agreements shall take precedence over this order and their Stipulation. If the settlement offer is not approved and/or finalized, no party shall be deemed to have waived any right pertaining to this litigation by entry into the Stipulation.

Dated: October 25, 2012

BY THE COURT

*s/John L. Kane*_____

John L. Kane

United States District Judge