

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

PETER S. JESSOP, ET AL.,

Defendants.

07/10/09

USDC SDNY DOCUMENT ELECTRONICALLY FILED DOC #: DATE FILED: 4-23-09
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No. 05-CV-10115 (PAC)

**ORDER TO ESTABLISH FAIR FUND
AND APPOINT DISTRIBUTION AGENT**

The Court, having reviewed the Securities and Exchange Commission's Motion to Establish Fair Fund and Appoint Distribution Agent, and for good cause shown, **IT IS HEREBY ORDERED** that the Motion is **GRANTED**.

IT IS FURTHER ORDERED that Alan M. Grochal is appointed as the Distribution Agent for the funds that defendant Socius Holdings, Ltd. has paid into the Court Registry in this case as disgorgement, prejudgment interest and penalties (the "Distribution Fund"). The Distribution Fund shall include moneys that any defendant subsequently pays into the Court Registry in this case.

IT IS FURTHER ORDERED that the Distribution Agent shall be entitled to reasonable compensation for services from the Distribution Fund; however, no payment may be made prior to approval of the Court. The Distribution Agent shall submit a bill for services to the Court no less often than quarterly.

IT IS FURTHER ORDERED that the Distribution Agent may hire certain professionals to assist him in carrying out his duties. However, the retention of all such professionals is subject to Court approval. Any professional approved by the Court and retained by the Distribution Agent shall be entitled to reasonable compensation for their services from the Distribution Fund, but no payment may be made prior to approval of the Court. Any professional shall submit a bill for services to the Court no less often than quarterly.

IT IS FURTHER ORDERED that in connection with the performance of his duties under this Order, the Distribution Agent shall not be liable to any person except for an act of gross negligence or greater. *The Clerk of Court is directed to terminate document # 104.*

Dated this *23rd* day of *April*, 2009.


HONORABLE PAUL A. CROTTY
UNITED STATES DISTRICT JUDGE