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**BEFORE THE DIVISION OF SECURITIES  
OF THE DEPARTMENT OF COMMERCE  
OF THE STATE OF UTAH**

**IN THE MATTER OF:**

GREENMILL SERVICES, INC.;  
MICHAEL PRESTON;  
LEO WAGNER; and  
**RALPH DIFALCO;**

**Respondents.**

**STIPULATED MOTION TO DISMISS  
AND ORDER AS TO RALPH  
DIFALCO**

Docket No. SD-07-0005  
Docket No. SD-07-0006  
Docket No. SD-07-0007  
**Docket No. SD-07-0008**

Petitioner, the Division of Securities, by and through counsel, and pursuant to Rule 41(a) of the Utah Rules of Civil Procedure to the extent they may be looked to as persuasive in this proceeding, Utah Admin. Code R151-46b-5(3), hereby moves to dismiss the above-captioned Order to Show Cause filed on February 2, 2007, as to Ralph DiFalco only, each party to bear its own costs.

If an answer has been filed, Rule 41(a)(2) allows the court to dismiss an action upon stipulation of the parties. Utah R. Civ. P. 41(2)(i). Ralph DiFalco filed a response to the Order to Show Cause through counsel on April 26, 2007.

Respectfully submitted this August 3, 2007.

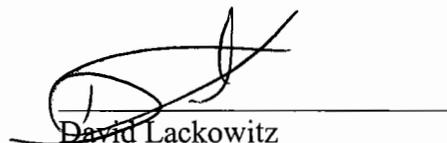
MARK L. SHURTLEFF  
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### STIPULATION

Respondent Ralph DiFalco, by and through counsel, hereby stipulates to dismissal of the above-captioned lawsuit. Mr. DiFalco also represents that he is not the same Ralph DiFalco named in the Order to Show Cause, that he has reviewed the discovery produced by the Division, and that he does not know Greenmill Services, Inc., Michael Preston or Leo Wagner or anything about the transaction described in the Order to Show Cause.

Dated this 01<sup>st</sup> day of August 2007.

  
David Lackowitz  
Gerstsen Savage, LLP  
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New York, NY 10022

Attorneys for Ralph DiFalco