

EXHIBIT B

**CLOSED
CIVIL
CASE**

UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF FLORIDA
Miami Division

Case Number: 05-60906-CIV-MORENO

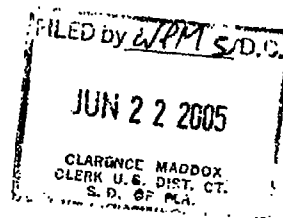
ROBERTO MARTINEZ, as court-appointed
Receiver for
MUTUAL BENEFITS CORPORATION,

Plaintiff,

vs.

DAVE TRAINA, *et al.*,

Defendants.



**FINAL ORDER OF DISMISSAL AND ORDER
DENYING ALL PENDING MOTIONS AS MOOT**

THIS CAUSE came before the Court upon a *sua sponte* examination of the record. The Court finds that the complaint fails to allege an injury in fact to the Receiver or any of the companies on whose behalf the Receiver is acting. Although the Receiver's attempt to protect the investors is commendable, he may only sue on behalf of the companies and not the third party investors. See *McCabe v. Atchinson, T. & S. F. R. Co.*, 235 U.S. 151, 162 (1914) and *Warth v. Seldin*, 422 U.S. 490, 499 (1975). Thus, there is no case or controversy.


The Receiver also lacks statutory standing to sue under the federal security laws. See 15 U.S.C. § 771 and *Leonard v. Merrill Lynch, Pierce, Fenner & Smith, Inc.*, 64 F.R.D. 432 (S.D.N.Y. 1974). The Court is concerned with the possibility that, if also sued by the investors, the sales agents might be forced to pay double damages since there is no indemnification clause in the settlement agreements to protect the agents in such circumstances. In summary, the Court lacks constitutional jurisdiction and the Receiver does not have statutory standing to bring this suit on behalf of the

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investors. Accordingly, the action is DISMISSED. It is also

ADJUDGED that all pending motions in this case are DENIED as moot with leave to refile if appropriate.

DONE AND ORDERED in Chambers at Miami, Florida, this 22nd day of June, 2005.


FEDERICO A. MORENO
UNITED STATES DISTRICT JUDGE

Copies provided to:

Roberto Martinez, Receiver
Dean C. Colson, Esq.
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Marc Cooper, Esq.
Julie B. Kane, Esq.