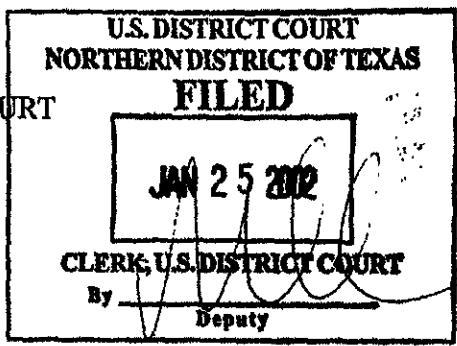


ORIGINAL

IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION



SECURITIES AND EXCHANGE
COMMISSION

Plaintiff,

VS.

FUNDING RESOURCE GROUP
a/k/a FRG TRUST, ET AL.

Defendants.

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NO. 3-98-CV-2689-M



ORDER

Michael J. Quilling, as Receiver for Funding Resource Group and related entities, has filed an application for \$1,535.00 in fees and \$36.18 in expenses for services performed and costs incurred in prosecuting a claim against Mark Talley in the United States District Court for the Western District of Tennessee. *Quilling v. Talley*, No. 00-3041-G/BRE. The Receiver also seeks authority to pay his local counsel, Borod & Kramer, \$6,403.25 in attorney's fees and \$24.88 in expenses. The application covers legal services performed and expenses incurred in the *Talley* litigation from September 1, 2001 through November 30, 2001 as to the Receiver, and from August 1, 2001 through October 31, 2001 as to Borod & Kramer.

The Receiver was ordered to post a copy of this fee application on his website with instructions to all interested parties that any objections must be filed by January 11, 2002. No objections have been received by the Receiver or the Court. A hearing was held on January 25, 2002. The Receiver advised all interested parties of this hearing by posting notice on his website. No one appeared at the hearing or otherwise objected to the fee application. The Securities and

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Exchange Commission, through its regional counsel, previously consented to payment of the amount requested.


The Court has reviewed the fee application and exhibits attached thereto, and finds that the time spent, services performed, expenses incurred, and hourly rates charged by the Receiver and his local counsel are justified under the factors set forth in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974). No upward or downward adjustment is warranted. Accordingly, the fee application is approved. The Receiver is authorized to pay the following law firms fees and expenses for services performed and costs incurred in the *Talley* litigation:

| <u>Law Firm</u> | <u>Fees</u> | <u>Expenses</u> |
|---|-------------|-----------------|
| Quilling, Selander, Cumiskey & Lownds, P.C. Dallas, Texas | \$1,535.00 | \$ 36.18 |
| Borod & Kramer Memphis, Tennessee | \$ 6,403.25 | \$ 24.88 |

All payments shall be charged to the Hammersmith Trust Estate.

SO ORDERED.

DATED: January 25, 2002.


JEFF KAPLAN
UNITED STATES MAGISTRATE JUDGE