

2. Pursuant to the terms of the foregoing Order, the Receiver was authorized to employ such attorneys as is necessary and proper for the collection, preservation, maintenance and operation of the Receivership's Assets. Subsequent to his appointment, the Receiver employed the law firm of Quilling, Selander, Cummiskey, Clutts & Lownds, P.C., now known as Quilling, Selander, Cummiskey & Lownds, P.C. ("QSC&L") as his general counsel. The Receiver is an attorney and a shareholder of the law firm and has rendered many of the legal services which are the subject of this Application as well as performing his duties as the Receiver.

3. These proceedings were initiated by the Receiver as a consequence of his pursuit of Receivership Assets and causes of action against third parties to recover funds which the Receiver believes rightfully belong to defrauded investors.

4. On August 24, 2000 the Court entered its Order regarding the Receiver's proposed budget pursuant to which the Court established procedures for fee applications to be submitted by the Receiver.

5. On September 5, 2000 the Receiver filed his First Interim Application to Allow and Pay (1) Receiver's Fees and Expenses and (2) Attorneys Fees and Expenses for the time period from June 1, 2000 through August 31, 2000. On October 6, 2000 the Court entered its Order Approving the First Interim Application and thereafter QSC&L was paid \$1,032.54.

6. On December 4, 2000 the Receiver filed his Second Interim Application to Allow and Pay (1) Receiver's Fees and Expenses and (2) Attorney's Fees and Expenses for the time period from September 1, 2000 through November 30, 2000. On January 8, 2001 the Court issued its Order Approving the Second Interim Application and thereafter QSC&L was paid \$1,292.40.

7. On March 5, 2001, the Receiver filed his Third Interim Application to Allow and Pay (1) Receiver's Fees and Expenses and (2) Attorney's Fees and Expenses for the time period from December 1, 2000 through February 28, 2001. On April 13, 2001, the Court issued its Order Approving the Third Interim Application and thereafter QSC&L was paid \$4,988.00.

8. On June 4, 2001, the Receiver filed his Fourth Interim Application to Allow and Pay (1) Receiver's Fees and Expenses and (2) Attorney's Fees and Expenses for the time period from March 1, 2001 through May 31, 2001. On July 16, 2001, the Court issued its Order Approving the Fourth Interim Application and thereafter QSC&L was paid \$2,141.84.

9. On September 5, 2001 the Receiver filed his Fifth Interim Application to Allow and Pay (1) Receiver's Fees and Expenses and (2) Attorney's Fees and Expenses for the time period from June 1, 2001 through August 30, 2001. On October 18, 2001 the Court issued its Order Approving the Fifth Interim Application and thereafter QSC&L was paid \$2,652.02.

10. On December 4, 2001 the Receiver filed his Sixth Interim Application to Allow and Pay (1) Receiver's Fees and Expenses and (2) Attorney's Fees and Expenses for the time period from September 1, 2001 through November 1, 2001. On January 25, 2002 the Court issued its Order Approving the Sixth Interim Application and thereafter QSC&L was paid \$1,125.30.

11. In connection with collecting the judgment issued in this case, the Receiver retained the services of Robert Lynn in New York. John Dunn of his office actually performed the work. He charges \$250.00 per hour.

12. This Application seeks approval and payment of the fees and reimbursement of expenses for the Receiver and QSC&L for the time period from December 1, 2001 through February 28, 2002.

13. This Application also seeks approval and payment of fees and reimbursement of expenses for the Receiver's counsel in New York, Robert Lynn, for the period of December 2001 and January 2002.

14. During the period covered by this Application, the Receiver has incurred fees and expenses with respect to his activities as Receiver and with respect to QSC&L and Robert Lynn as to these proceedings on a monthly basis as follows:

<u>Month</u>	<u>Fees</u>	<u>Expenses</u>
December, 2001	\$ 670.00	\$ 5.84
January, 2002	651.50	2.42
February, 2002	190.00	-0-
TOTAL:	<u>\$1,511.50</u>	<u>\$ 8.26</u>

Robert Lynn

<u>Month</u>	<u>Fees</u>	<u>Expenses</u>
December, 2001		
January/February, 2002	\$1,395.00	\$61.68

15. Exhibit "A," which is attached hereto and incorporated herein by reference for all purposes conveys the following information for the time period of December 1, 2001 through February 28, 2002: (a) the number of hours worked by each attorney and staff member on a particular day, (b) the manner and type of work performed by each attorney and staff member, (c) the customary billing rate for each person rendering service in this matter, and (d) the monetary value assigned to each task performed by a given attorney and/or staff member. Each of the invoices attached hereto as Exhibit "A" reflect aggregate expenses by category during a given month.

Expense items in excess of \$500.00, if any, have been itemized under Exhibit "B." The invoice of Robert Lynn for the months of December 2001 and January 2002 are attached hereto as Exhibit "C" and are incorporated by reference. They convey the same information.

JOHNSON FACTORS

16. In support of this request for allowance of compensation and reimbursement of expenses, the Receiver and QSC&L respectfully direct this Court's attention to those factors generally considered by courts in awarding compensation to professionals for services performed in connection with the administration of a receivership estate. As stated by the Fifth Circuit Court of Appeals in *Migis v. Pearle Vision, Inc.*, 135 F.3d 1041, 1047 (5th Cir. 1998) "The calculation of attorneys fees involves a well-established process. First, the court calculates a 'lodestar' fee by multiplying the reasonable number of hours expended on the case by the reasonable hourly rates for the participating lawyers. (cite omitted.) The court then considers whether the lodestar figure should be adjusted upward or downward depending on the circumstances of the case. In making a lodestar adjustment the court should look at twelve factors, known as the Johnson factors, after *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974)." Those factors as applied to the services rendered in this case by the Receiver and QSC&L are addressed below.

(a) The Time and Labor Required. The Receiver and QSC&L respectfully refer the Court's attention to Exhibit "A" which details the involvement of the Receiver and QSC&L's attorneys in this case during the three month period covered by this Application during which a total of more than 11 hours of attorney and Receiver time have been expended.

(b) The Novelty and Difficulty of the Questions. Many of the tasks reflected in Exhibit "A" involved factual and legal questions which were of substantial complexity.

(c) The Skill Requisite to Perform the Service. The Receiver believes that the services performed in this case have required individuals possessing considerable experience in asset seizure, tracing and liquidation. Both the Receiver and QSC&L have considerable experience in such areas.

(d) The Preclusion of Other Employment Due to Acceptance of the Case. The Receiver and QSC&L have not declined any representation solely because of their services as Receiver and counsel for the Receiver.

(e) The Customary Fee. The hourly rates sought herein are commensurate with the rates charged by other practitioners of similar experience levels in the Northern District of Texas. During the course of these proceedings, the following lawyers at QSC&L have performed legal services on behalf of the Receiver with respect to these proceedings: Mike Quilling (\$275.00 per hour), licensed in 1982 and Board Certified in Business Bankruptcy Law and Civil Trial Law; Ken Hill (\$200.00 per hour) licensed in 1991 and Dee Raibourn (\$170.00 per hour) licensed in 1998.

(f) Whether the Fee is Fixed or Contingent. The Receiver's and QSC&L's fees are fixed insofar as monies exist by way of Receivership Assets from which to pay such fees. Payment of such fees, however, is subject to Court approval.

(g) Time Limitations Imposed by the Client or Other Circumstances. The time requirements during the period covered by this Application have been normal.

(h) The Amount Involved and the Results Obtained. This is an action by the Receiver to recover \$675,000.00 of wrongfully diverted investor funds. During the period covered by this Application, the Receiver has continued efforts to collect a judgment against the defendants.

(i) The Experience, Reputation, and Ability of the Attorneys. QSC&L has several attorneys who specialize exclusively in the practice of civil trial law. The practice of those attorneys

regularly includes the representation of bankruptcy trustee and receivers. The reputation of QSC&L's attorneys is recognized and respected in the community.

(j) The Undesirability of the Case. The representation of the Receiver incident to this case has not been undesirable.

(k) The Nature and Length of the Professional Relationship with the Client. QSC&L did not represent the Receiver in these proceedings prior to being retained in these proceedings.

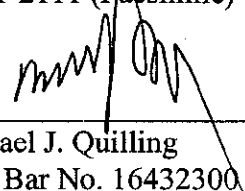
(l) Award in Similar Cases. QSC&L believes that the fees requested in this case are less than or equal to those which have been awarded in similar cases in this District.

WHEREFORE, PREMISES CONSIDERED, the Receiver and QSC&L request that this Court approve all of the fees and expenses as set forth herein and for such other and further relief, general or special, at law or in equity, to which the Receiver and QSC&L may show themselves justly entitled.

Respectfully submitted,

QUILLING, SELANDER, CUMMISKEY
& LOWNDS, P.C.
2001 Bryan Street, Suite 1800
Dallas, Texas 75201
(214) 871-2100 (Telephone)
(214) 871-2111 (Facsimile)

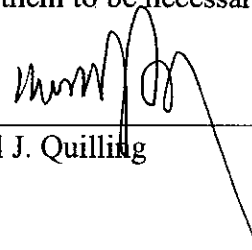
By: _____


Michael J. Quilling
State Bar No. 16432300

ATTORNEYS FOR RECEIVER

CERTIFICATE OF CONFERENCE

Prior to filing this Application, as required by the Order Appointing Temporary Receiver, I conferred with Bob Brunig of the SEC regarding the filing of this Application. The SEC consents to payment of the requested fees and expenses and believes them to be necessary and reasonable.



Michael J. Quilling

CERTIFICATE OF SERVICE

I hereby certify that on the 5th day of March, 2002 a true and correct copy of the foregoing document was served via first class mail, postage pre-paid, on:

Robert B. Brunig
Securities & Exchange Commission
801 Cherry Street, 19th Floor
Fort Worth, Texas 76102

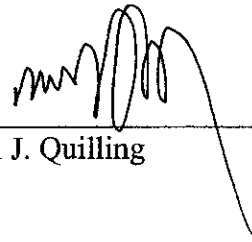
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Secore & Waller, LLC
13355 Noel Road, Suite 2290
Dallas, Texas 75240

Raymond Parr
15455 Point Northwest Blvd., Apt. #507
Houston, Texas 77095

This Application will also be posted on the Receiver's website, www.secreceiver.com, immediately after filing.



Michael J. Quilling